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**Notification No. B 36** — The Legal Profession (Amendment) Bill is hereby published for general information. It was introduced in Parliament on the 7th day of October 2014.

# **Legal Profession (Amendment) Bill**

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**Bill No. 36/2014.**

*Read the first time on 7 October 2014.*

A BILL

*intituled*

An Act to amend the Legal Profession Act (Chapter 161 of the 2009 Revised Edition) and to make consequential amendments to the Singapore Academy of Law Act (Chapter 294A of the 1997 Revised Edition).

Be it enacted by the President with the advice and consent of the Parliament of Singapore, as follows:

## Short title and commencement

1. This Act may be cited as the Legal Profession (Amendment) Act 2014 and shall come into operation on such date as the Minister may, by notification in the *Gazette*, appoint.

### 5 Amendment of section 2

2. Section 2 of the Legal Profession Act (referred to in this Act as the principal Act) is amended —

(a) by inserting, immediately after the definition of “court” in subsection (1), the following definition:

10 ““Director of Legal Services” means the Director of Legal Services appointed under section 2A(1);”;

(b) by deleting the words “by the Attorney-General in respect of the registration of a foreign lawyer under section 130I” in the definition of “foreign practitioner certificate” in subsection (1) and substituting the words “in respect of the registration of a foreign lawyer under section 36B”;

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(c) by inserting, immediately after the definition of “foreign practitioner certificate” in subsection (1), the following definition:

20 ““Formal Law Alliance” means a Formal Law Alliance licensed under section 170;”;

(d) by inserting, immediately after the definition of “Institute” in subsection (1), the following definition:

25 ““investigator” means an investigator appointed under section 2B(2);”;

(e) by deleting the words “section 130B” in the definition of “Joint Law Venture” in subsection (1) and substituting the words “section 169”;

(f) by deleting the definition of “law corporation” in subsection (1) and substituting the following definitions:

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““law corporation” means a company licensed as a law corporation under section 153;

“law firm” means a partnership, or a practice of a solicitor who practises on his own account, which is licensed as a law firm under section 131;

“law practice entity” means any of the following:

- (a) a Singapore law practice; 5
  - (b) a Joint Law Venture;
  - (c) the constituent foreign law practice of a Joint Law Venture;
  - (d) a Formal Law Alliance;
  - (e) a foreign law practice which is a member of a Formal Law Alliance; 10
  - (f) a Qualifying Foreign Law Practice;
  - (g) a licensed foreign law practice;
  - (h) a representative office;”;
- (g) by deleting the words “section 130E” in the definition of “licensed foreign law practice” in subsection (1) and substituting the words “section 172”; 15
- (h) by deleting the definition of “limited liability law partnership” in subsection (1) and substituting the following definition:
- “ “limited liability law partnership” means a limited liability partnership licensed as a limited liability law partnership under section 138;”;
- (i) by inserting, immediately after the definition of “practising certificate” in subsection (1), the following definition:
- “ “public accountant” means a person who is registered or deemed to be registered under the Accountants Act (Cap. 2) as a public accountant;”;
- (j) by deleting the words “section 130D” in the definition of “Qualifying Foreign Law Practice” in subsection (1) and substituting the words “section 171”; 30

(k) by inserting, immediately after the definition of “Registrar” in subsection (1), the following definitions:

““regulated foreign lawyer” means a foreign lawyer who is registered under section 36B, 36C or 36D, or who is granted an approval under section 176(1), and includes, for the purposes of Part VII, a foreign lawyer whose registration under section 36B, 36C or 36D or approval under section 176(1) is cancelled or suspended, or lapses, after the commencement of disciplinary proceedings against the foreign lawyer;

“regulated legal practitioner” means an advocate and solicitor or a regulated foreign lawyer;

“regulated non-practitioner” means an individual (not being a regulated legal practitioner) who is a director, partner or shareholder in, or who shares in the profits of, any Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice, and includes, for the purposes of Part VII, an individual who ceases to be a director, partner or shareholder in, or to share in the profits of, a Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice after the commencement of disciplinary proceedings against the individual;”;

(l) by inserting, immediately after the definition of “relevant legal officer” in subsection (1), the following definition:

““representative office” means an office set up in Singapore by a foreign law practice to carry out only liaison or promotional work for the foreign law practice, without providing legal services in Singapore;”;

(m) by deleting the words “section 24” in the definition of “roll” in subsection (1) and substituting the words “section 16”;

(n) by deleting the definition of “Singapore law practice” in subsection (1) and substituting the following definition:

““Singapore law practice” means —

(a) a law firm;

(b) a limited liability law partnership; or

(c) a law corporation;”;

(o) by deleting paragraph (a) of subsection (4) and substituting the following paragraph:

“(a) sections 78, 140, 141, 142, 155, 156, 157 and 159;”;

(p) by deleting the words “except in Part IXA,” in subsection (6)(b).

## **New Part IA**

3. The principal Act is amended by inserting, immediately after section 2, the following Part:

### **“PART IA**

#### **DIRECTOR OF LEGAL SERVICES**

##### **Appointment of Director of Legal Services**

2A.—(1) The Minister may appoint a Director of Legal Services —

(a) to administer Parts IVA and IXA; and

(b) to perform such other functions and duties as the Minister may assign to the Director of Legal Services by notification published in the *Gazette*.

(2) The functions, duties and powers of the Director of Legal Services under this Act may be performed, discharged and exercised by any public officer who is authorised by the Director of Legal Services to do so.

## **Investigation of law practice entity by Director of Legal Services**

5       **2B.**—(1) The Director of Legal Services may, on his own motion or upon receiving any complaint, conduct such investigation as he considers necessary or expedient to ascertain whether any law practice entity has breached or contravened any requirement, condition, direction, guideline or undertaking under Part IXA or any subsidiary legislation made under that Part.

10       (2) The Director of Legal Services may appoint an investigator to conduct an investigation under subsection (1).

### **Power to require documents or information**

15       **2C.**—(1) For the purposes of an investigation under section 2B(1), the Director of Legal Services or an investigator may, by notice in writing to any person, require that person to produce any specified document, or to provide any specified information, which the Director of Legal Services or investigator (as the case may be) considers to be relevant to the investigation.

(2) A notice under subsection (1) shall —

20       (a) indicate the subject-matter and purpose of the investigation; and

(b) provide information on the nature of an offence under section 2G, and the nature of an offence under section 2H.

25       (3) The Director of Legal Services or investigator may specify in the notice —

(a) the time and place at which any document is to be produced or any information is to be provided; and

30       (b) the manner and form in which it is to be produced or provided.

(4) The power under this section to require a person to produce a document includes the power —

- (a) if the document is produced —
    - (i) to take copies of it or extracts from it; and
    - (ii) to require that person, or any present or past officer or employee of that person, to provide an explanation of the document; or 5
  - (b) if the document is not produced, to require that person to state, to the best of that person’s knowledge and belief, where it is.
- (5) In subsection (1), “specified” means —
- (a) specified, or described, in the notice; or 10
  - (b) falling within a category which is specified, or described, in the notice.

### **Power to enter premises under warrant**

**2D.**—(1) The court may, on the application of the Director of Legal Services or an investigator, issue a warrant, if the court is satisfied that there are reasonable grounds for suspecting that there is, on any premises — 15

- (a) any document which has not been produced as required under section 2C; or
- (b) any equipment or article in which is stored in electronic form any information which has not been provided as required under section 2C. 20

(2) A warrant under this section shall authorise a named officer to do all or any of the following:

- (a) to enter the premises specified in the warrant, using such force as is reasonably necessary for the purpose; 25
- (b) to search any person on the premises, if there are reasonable grounds for believing that the person has in the person’s possession any document, equipment or article referred to in subsection (1); 30
- (c) to search the premises and take copies of, or extracts from, any document referred to in subsection (1);



(*d*) to take possession of any document referred to in subsection (1), if —

(i) such action appears to be necessary for preserving the document or preventing interference with it; or

(ii) it is not reasonably practicable to take copies of the document on the premises;

(*e*) to take any other step which appears to be necessary for the purpose mentioned in paragraph (*d*)(i);

(*f*) to require any person on the premises to provide an explanation of any document referred to in subsection (1) or to state, to the best of the person's knowledge and belief, where it may be found;

(*g*) to require any information referred to in subsection (1) which is stored in electronic form and accessible from the premises to be produced in a form which —

(i) can be taken away; and

(ii) is visible and legible;

(*h*) to remove from the premises for examination any equipment or article referred to in subsection (1).

(3) A woman may be searched pursuant to a warrant under this section only by another woman and with strict regard to decency.

(4) Where possession of any document is taken pursuant to a warrant issued under this section, the named officer may, at the request of the person from whom possession of the document was taken, provide that person with a copy of the document.

(5) A named officer may allow any equipment or article, which may be removed from any premises for examination pursuant to a warrant issued under this section, to be retained on the premises subject to such conditions as the named officer may require.

(6) Any person who fails to comply with any condition imposed under subsection (5) shall be guilty of an offence.

(7) A warrant issued under this section —

(a) shall —

(i) indicate the subject-matter and purpose of the investigation; and

(ii) provide information on the nature of an offence under section 2G, and the nature of an offence under section 2H; and 5

(b) shall continue in force until the end of the period of one month beginning on the day on which it is issued.

(8) The powers conferred by this section shall not be exercised except upon production of a warrant issued under this section. 10

(9) Any person entering any premises by virtue of a warrant under this section may take with him such equipment as appears to him to be necessary.

(10) If there is no one at the premises when the named officer proposes to execute a warrant under this section, he shall, before executing it — 15

(a) take such steps as are reasonable in all the circumstances to inform the occupier of the intended entry; and

(b) if the occupier is informed, afford him or his legal or other representative a reasonable opportunity to be present when the warrant is executed. 20

(11) If the named officer is unable to inform the occupier of the intended entry, the named officer shall, when executing the warrant, leave a copy of it in a prominent place on the premises. 25

(12) On leaving any premises which he has entered by virtue of a warrant under this section, the named officer shall, if the premises are unoccupied or the occupier is temporarily absent, leave them as effectively secured as he found them.

(13) Any document of which possession is taken pursuant to a warrant issued under this section may be retained for a period of 3 months. 30

(14) In this section —

“court” means the High Court, a District Court or a Magistrate’s Court;

“named officer” means a person named in the warrant, being —

(a) the Director of Legal Services; or

(b) an investigator;

“occupier”, in relation to any premises, means a person whom a named officer reasonably believes is the occupier of those premises.

**Co-operation between Director of Legal Services and Attorney-General, Registrar, Institute, Council or Society, etc.**

**2E.—**(1) Notwithstanding any written law or rule of law, the Director of Legal Services may —

(a) furnish any information in his possession to the Attorney-General, the Registrar, the Institute, the Council or the Society, if the information is required by, and for the performance of any of the functions of, the Attorney-General, the Registrar, the Institute, the Council or the Society (as the case may be); and

(b) provide such other assistance to the Attorney-General, the Registrar, the Institute, the Council or the Society as will facilitate the performance of any of the functions of the Attorney-General, the Registrar, the Institute, the Council or the Society (as the case may be).

(2) Notwithstanding any written law or rule of law, the Attorney-General, the Registrar, the Institute, the Council and the Society may each —

(a) furnish any information in the possession of the Attorney-General, the Registrar, the Institute, the Council or the Society (as the case may be) to the

Director of Legal Services, if the information is required by him for the performance of any of his functions; and

- (b) provide such other assistance to the Director of Legal Services as will facilitate his performance of any of his functions. 5

(3) Notwithstanding any written law or rule of law, the Director of Legal Services may —

- (a) furnish any information in his possession to a ministry or department of the Government, an organ of State or a statutory board, if the information is required by, and for the performance of any of the functions of, the ministry or department, the organ of State or the statutory board (as the case may be); and 10

- (b) provide such other assistance to a ministry or department of the Government, an organ of State or a statutory board as will facilitate the performance of any of the functions of the ministry or department, the organ of State or the statutory board (as the case may be). 15

(4) Notwithstanding any written law or rule of law, a ministry or department of the Government, an organ of State or a statutory board may — 20

- (a) furnish any information in the possession of the ministry or department, the organ of State or the statutory board (as the case may be) to the Director of Legal Services, if the information is required by him for the performance of any of his functions; and 25

- (b) provide such other assistance to the Director of Legal Services as will facilitate his performance of any of his functions.

**Power to require law practice entity to provide information** 30

**2F.** The Director of Legal Services may, for the purposes of carrying out his functions under this Act or compiling statistics on law practice entities, require any law practice entity, or any

director or partner of any law practice entity, to provide such information relating to that law practice entity as the Director of Legal Services may require.

**Refusal to provide information, etc.**

5       **2G.**—(1) Any person who fails to comply with a requirement imposed on the person under section 2C, 2D or 2F shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 12 months or to both.

10       (2) If a person is charged with an offence under subsection (1) in respect of a requirement to produce a document, it shall be a defence for the person to prove that —

(a) the document was not in the person’s possession or under the person’s control; and

15       (b) the person had a reasonable excuse for failing to comply with the requirement.

(3) If a person is charged with an offence under subsection (1) in respect of a requirement —

(a) to provide information;

20       (b) to provide an explanation of a document; or

(c) to state where a document is to be found,

it shall be a defence for the person to prove that the person had a reasonable excuse for failing to comply with the requirement.

25       (4) Failure to comply with a requirement imposed under section 2C shall not be an offence if the person imposing the requirement has failed to act in accordance with that section.

**Destroying or falsifying documents**

**2H.** Any person who, having been required to produce a document under section 2C or 2D —

30       (a) intentionally or recklessly destroys or otherwise disposes of it, falsifies it or conceals it; or

(b) causes or permits its destruction, disposal, falsification or concealment,

shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 12 months or to both.

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### **Protection from personal liability**

**2I.**—(1) No liability shall be incurred by the Director of Legal Services, any authorised public officer, any investigator or any other person acting under the direction of the Director of Legal Services for anything done (including any statement made) or omitted to be done with reasonable care and in good faith in the execution or purported execution of any function, duty or power of the Director of Legal Services, authorised public officer, investigator or other person (as the case may be) under this Act.

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(2) In this section, “authorised public officer” means a public officer who is authorised by the Director of Legal Services under section 2A(2) to perform, discharge or exercise any function, duty or power of the Director of Legal Services.”.

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### **Amendment of section 4**

**4.** Section 4(1) of the principal Act is amended by deleting the words “by the Attorney-General under section 130I” in paragraphs (c)(ii) and (h)(ii) and substituting in each case the words “under section 36B”.

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### **Amendment of section 10**

**5.** Section 10 of the principal Act is amended by deleting the words “by the Attorney-General under section 130I” in subsections (2)(e), (f) and (i) and (3) and substituting in each case the words “under section 36B”.

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## Amendment of section 25

6. Section 25 of the principal Act is amended —

(a) by deleting the words “by the Attorney-General under section 130N” in subsection (1)(a)(iii) and substituting the words “under section 36E”;

(b) by deleting paragraph (b) of subsection (1) and substituting the following paragraph:

“(b) a declaration in writing stating —

(i) that he has paid, or has made arrangements to pay, all subscriptions and levies, and all contributions to the Compensation Fund, lawfully due to the Society under sections 46 and 75;

(ii) that he has complied with or is exempt from the rules relating to professional indemnity made under section 75A;

(iii) if he has been ordered by the Council to pay any penalty under Part VII, that he has paid the penalty;

(iv) if he has been ordered by any court of law in Singapore or elsewhere to pay any sum to the Council or the Society, that he has paid the sum; and

(v) that he has complied with such requirements as may be prescribed by the Council in any rules made under section 59(1)(aa);”;

(c) by deleting the words “certificate from the Academy that he has paid” in subsection (1)(c) and substituting the words “declaration in writing stating that he has paid, or has made arrangements to pay,”; and

(d) by inserting, immediately after the words “sections 25A” in subsection (2), the word “, 25AA”.

### **Amendment of section 25A**

7. Section 25A of the principal Act is amended —

- (a) by deleting the words “Subject to subsection (2A), where” in subsection (2) and substituting the word “Where”;
- (b) by deleting subsection (2A); and
- (c) by deleting the words “or section 130R” in subsection (7)(b).

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### **New section 25AA**

8. The principal Act is amended by inserting, immediately after section 25A, the following section:

**“Power of Registrar to refuse or suspend practising certificate for non-payment of certain sums**

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**25AA.**—(1) This section shall apply to a solicitor who makes an application for a practising certificate, if he fails to pay any of the following when the payment is due:

- (a) the whole or any part of the subscriptions, levies and contributions referred to in his declaration under section 25(1)(b)(i) accompanying the application;
- (b) the whole or any part of any penalty referred to in his declaration under section 25(1)(b)(iii) accompanying the application;
- (c) the whole or any part of any sum referred to in his declaration under section 25(1)(b)(iv) accompanying the application;
- (d) the whole or any part of the moneys, contributions and subscriptions referred to in his declaration under section 25(1)(c) accompanying the application;
- (e) the fee referred to in section 25(1)(e) accompanying the application.

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(2) Where the Registrar becomes aware of the solicitor’s failure to make the payment referred to in subsection (1), the Registrar shall —

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(a) refuse the solicitor’s application for a practising certificate, until the payment is made; or

(b) if a practising certificate has been issued to the solicitor pursuant to the application, order that the practising certificate be suspended.

(3) The Registrar shall revoke his order under subsection (2)(b) when the solicitor makes the payment referred to in subsection (1).”.

**Amendment of section 25B**

9. Section 25B of the principal Act is amended —

(a) by deleting subsection (1) and substituting the following subsection:

“(1) A solicitor may, within one month after being notified by the Registrar of the Registrar’s decision to do any of the following, appeal to a Judge by originating summons:

(a) refuse the solicitor’s application for a practising certificate under section 25A;

(b) issue to the solicitor a practising certificate subject to one or more conditions under section 25A;

(c) refuse the solicitor’s application for a practising certificate under section 25AA(2)(a);

(d) order that the solicitor’s practising certificate be suspended under section 25AA(2)(b).”;

(b) by deleting the words “such appeal” in subsection (3) and substituting the words “an appeal against a decision referred to in subsection (1)(a) or (b)”; and

(c) by inserting, immediately after subsection (3), the following subsection:

“(3A) On an appeal against a decision referred to in subsection (1)(c) or (d), the Judge may —

- (a) affirm the decision of the Registrar;
- (b) in the case of a decision referred to in subsection (1)(c), direct the Registrar to issue a practising certificate to the solicitor;
- (c) in the case of a decision referred to in subsection (1)(d), set aside the Registrar's order under section 25AA(2)(b); or
- (d) make such other order as the Judge thinks fit.”.

### **Amendment of section 25C**

**10.** Section 25C of the principal Act is amended by deleting subsection (9). 10

### **Amendment of section 26**

**11.** Section 26(1) of the principal Act is amended by deleting the words “by the Attorney-General under section 130N” in paragraph (a)(ii) and substituting the words “under section 36E”. 15

### **Amendment of section 27A**

**12.** Section 27A of the principal Act is amended —

- (a) by deleting the words “Subject to subsection (1A), where” in subsection (1) and substituting the word “Where”; and
- (b) by deleting subsection (1A). 20

### **Amendment of section 27B**

**13.** Section 27B of the principal Act is amended —

- (a) by deleting the words “Subject to subsection (1A), upon” in subsection (1) and substituting the word “Upon”; and
- (b) by deleting subsection (1A). 25

### **Amendment of section 29**

**14.** Section 29(3) of the principal Act is amended by deleting the words “Part IXA and any rules made under section 130W” and

substituting the words “Part IVA and any rules made under section 36M”.

### **Amendment of section 32**

**15.** Section 32 of the principal Act is amended —

- 5       (a) by deleting the words “Part IXA” in subsection (1) and substituting the words “Part IVA”; and
- (b) by deleting the words “Part IXA and any rules made under section 130W” in subsection (2)(c) and substituting the words “Part IVA and any rules made under section 36M”.

### 10 **Amendment of section 34**

**16.** Section 34 of the principal Act is amended —

- (a) by inserting, immediately after the words “in accordance with” in subsection (1)(ea) and (eb), the words “the Family Justice Rules or”;
- 15       (b) by deleting the words “approved company auditor” in subsection (1)(l) and substituting the words “public accountant”;
- (c) by deleting the words “the Rules of Court;” in the definition of “relevant matter or proceeding” in subsection (3) and substituting the words “the Family Justice Rules or the Rules
- 20       of Court.”; and
- (d) by deleting the definition of “Rules of Court” in subsection (3).

### **New Part IVA**

- 25       **17.** The principal Act is amended by inserting, immediately after section 36, the following Part:

“PART IVA

REGISTRATION OF FOREIGN LAWYERS,  
SOLICITORS IN FOREIGN LAW PRACTICES  
AND NON-PRACTITIONERS, ETC.

**Interpretation of this Part**

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**36A.**—(1) In this Part, unless the context otherwise requires, “permitted areas of legal practice” means all areas of legal practice other than any area of legal practice prescribed as an area to be excluded from the ambit of this definition.

(2) In this Part, unless the context otherwise requires —

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(a) a reference to this Part shall be construed to include a reference to any rules made under this Part; and

(b) a reference to the contravention of a provision includes a reference to the failure to comply with any condition of any registration imposed under that provision.

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**Registration of foreign lawyer to practise both Singapore law and foreign law in Singapore**

**36B.**—(1) An application may be made for a foreign lawyer to be registered under this section, if the foreign lawyer possesses such qualifications and satisfies such requirements as may be prescribed.

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(2) The Director of Legal Services may approve an application under subsection (1), and register a foreign lawyer to practise both Singapore law and foreign law in Singapore, subject to —

(a) such conditions as may be prescribed; and

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(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(3) A foreign lawyer who is registered under this section shall be entitled —

(a) notwithstanding anything to the contrary in Part IV —

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(i) to practise Singapore law in, and only in, the permitted areas of legal practice; and

(ii) to recover costs and retain payments in respect of such practice; and

(b) to such other privileges as may be prescribed.

(4) The registration of a foreign lawyer under this section shall —

(a) lapse on the occurrence of such events as may be prescribed; or

(b) be suspended, for such period as the Director of Legal Services may think fit, on the occurrence of such events as may be prescribed.

(5) Nothing in this section shall be construed so as to affect any right or privilege of an advocate and solicitor conferred by this Act or any other written law.

(6) With effect from the prescribed date —

(a) a foreign lawyer who, immediately before that date, was or was deemed to be registered under the repealed section 130I as in force immediately before that date shall be deemed to be registered under this section, subject to —

(i) the conditions referred to in subsection (2)(a);

(ii) the conditions (if any) imposed by the Attorney-General under the repealed section 130I(2)(b) or (6) or 130P(5)(b) as in force immediately before that date, subject to which the foreign lawyer was or was deemed to be registered; and

(iii) such conditions as the Director of Legal Services may think fit to impose in any particular case; and

(b) any undertaking provided by that foreign lawyer under the repealed section 130M or 130Q as in force immediately before that date shall be enforceable by the Director of Legal Services as if that undertaking was provided under section 177 or 36I (as the case may be).

(7) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any foreign lawyer referred to in subsection (6), and the Director of Legal Services may, upon receiving those particulars and documents, issue a foreign practitioner certificate to that foreign lawyer, without any action on the part of that foreign lawyer. 5

(8) With effect from the prescribed date —

(a) any application which was made before that date for a foreign lawyer to be registered under the repealed section 130I as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application for that foreign lawyer to be registered under this section; and 10

(b) any undertaking provided by that foreign lawyer under the repealed section 130M or 130Q as in force immediately before that date shall be deemed to be an undertaking provided by that foreign lawyer under section 177 or 36I (as the case may be). 15

(9) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any foreign lawyer referred to in subsection (8). 20

### **Registration of foreign lawyer to practise foreign law in Singapore**

**36C.**—(1) An application may be made for a foreign lawyer to be registered under this section, if the foreign lawyer possesses such qualifications and satisfies such requirements as may be prescribed. 25

(2) The Director of Legal Services may approve an application under subsection (1), and register a foreign lawyer to practise foreign law in Singapore, subject to — 30

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(3) A foreign lawyer who is registered under this section shall be entitled to such privileges as may be prescribed.

(4) With effect from the prescribed date —

(a) a foreign lawyer who, immediately before that date, was or was deemed to be registered under the repealed section 130K as in force immediately before that date shall be deemed to be registered under this section, subject to —

(i) the conditions referred to in subsection (2)(a);

(ii) the conditions (if any) imposed by the Attorney-General under the repealed section 130K(2)(b) or (4) or 130P(5)(b) as in force immediately before that date, subject to which the foreign lawyer was or was deemed to be registered; and

(iii) such conditions as the Director of Legal Services may think fit to impose in any particular case; and

(b) any undertaking provided by that foreign lawyer under the repealed section 130M or 130Q as in force immediately before that date shall be enforceable by the Director of Legal Services as if that undertaking was provided under section 177 or 36I (as the case may be).

(5) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any foreign lawyer referred to in subsection (4), and the Director of Legal Services may, upon receiving those particulars and documents, issue a certificate of registration to that foreign lawyer, without any action on the part of that foreign lawyer.

(6) With effect from the prescribed date —

(a) any application which was made before that date for a foreign lawyer to be registered under the repealed section 130K as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application for that foreign lawyer to be registered under this section; and

(b) any undertaking provided by that foreign lawyer under the repealed section 130M or 130Q as in force immediately before that date shall be deemed to be an undertaking provided by that foreign lawyer under section 177 or 36I (as the case may be). 5

(7) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any foreign lawyer referred to in subsection (6).

**Registration of foreign lawyer to be director, partner or shareholder in, or to share in profits of, Singapore law practice** 10

**36D.**—(1) An application may be made for a foreign lawyer to be registered under this section, if the foreign lawyer possesses such qualifications and satisfies such requirements as may be prescribed. 15

(2) The Director of Legal Services may approve an application under subsection (1), and register a foreign lawyer (who does not practise in Singapore) to be a director, partner or shareholder in, or to share in the profits of, a Singapore law practice, subject to — 20

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(3) A foreign lawyer who is registered under this section shall be entitled to such privileges as may be prescribed. 25

**Registration of solicitor to practise Singapore law in Joint Law Venture or its constituent foreign law practice, Qualifying Foreign Law Practice or licensed foreign law practice**

**36E.**—(1) An application may be made for a solicitor to be registered under this section, if the solicitor possesses such qualifications and satisfies such requirements as may be prescribed. 30



(2) The Director of Legal Services may approve an application under subsection (1), and register a solicitor to practise Singapore law in a Joint Law Venture or its constituent foreign law practice, a Qualifying Foreign Law Practice or a licensed foreign law practice, subject to —

- (a) such conditions as may be prescribed; and
- (b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(3) A solicitor who is registered under this section, and who has in force a practising certificate, shall be entitled —

- (a) to practise Singapore law in, and only in, the permitted areas of legal practice; and
- (b) to such other privileges as may be prescribed.

(4) Where a solicitor registered under this section is permitted, under any rules made under section 36M or by the Director of Legal Services, to practise concurrently in a Singapore law practice, nothing in this section shall affect the practice of the solicitor in the Singapore law practice.

(5) With effect from the prescribed date —

(a) a solicitor who, immediately before that date, was registered under the repealed section 130N as in force immediately before that date shall be deemed to be registered under this section, subject to —

- (i) the conditions referred to in subsection (2)(a);
- (ii) the conditions (if any) imposed by the Attorney-General under the repealed section 130N(2)(b) or 130P(5)(b) as in force immediately before that date, subject to which the solicitor was registered; and

(iii) such conditions as the Director of Legal Services may think fit to impose in any particular case; and

(b) any undertaking provided by that solicitor under the repealed section 130M or 130Q as in force immediately

before that date shall be enforceable by the Director of Legal Services as if that undertaking was provided under section 177 or 36I (as the case may be).

(6) The Attorney-General may transfer to the Director of Legal Services the particulars of any solicitor referred to in subsection (5), and the Director of Legal Services may, upon receiving those particulars, issue a certificate of registration to that solicitor, without any action on the part of that solicitor.

(7) With effect from the prescribed date —

(a) any application which was made before that date for a solicitor to be registered under the repealed section 130N as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application for that solicitor to be registered under this section; and

(b) any undertaking provided by that solicitor under the repealed section 130M or 130Q as in force immediately before that date shall be deemed to be an undertaking provided by that solicitor under section 177 or 36I (as the case may be).

(8) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any solicitor referred to in subsection (7).

### **Registration of solicitor to practise foreign law in Joint Law Venture or foreign law practice**

**36F.**—(1) An application may be made no later than the prescribed date for a solicitor who does not have in force a practising certificate to be registered under this section, if the solicitor possesses such qualifications and satisfies such requirements as may be prescribed.

(2) The Director of Legal Services may approve an application under subsection (1), and register a solicitor to practise foreign law in a Joint Law Venture or foreign law practice, subject to —

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(3) A solicitor who is registered under this section shall be entitled to such privileges as may be prescribed.

5 (4) With effect from the prescribed date —

(a) a solicitor who, immediately before that date, was or was deemed to be registered under the repealed section 130O as in force immediately before that date shall be deemed to be registered under this section, subject to —

10 (i) the conditions referred to in subsection (2)(a);  
 (ii) the conditions (if any) imposed by the Attorney-General under the repealed section 130O(2)(b) or (4) or 130P(5)(b) as in force immediately before that date, subject to which the solicitor was or was  
 15 deemed to be registered; and

(iii) such conditions as the Director of Legal Services may think fit to impose in any particular case; and

(b) any undertaking provided by that solicitor under the repealed section 130M or 130Q as in force immediately  
 20 before that date shall be enforceable by the Director of Legal Services as if that undertaking was provided under section 177 or 36I (as the case may be).

(5) The Attorney-General may transfer to the Director of Legal Services the particulars of any solicitor referred to in  
 25 subsection (4), and the Director of Legal Services may, upon receiving those particulars, issue a certificate of registration to that solicitor, without any action on the part of that solicitor.

(6) With effect from the prescribed date —

30 (a) any application which was made before that date for a solicitor to be registered under the repealed section 130O as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application for that solicitor to be registered under this section; and

(b) any undertaking provided by that solicitor under the repealed section 130M or 130Q as in force immediately before that date shall be deemed to be an undertaking provided by that solicitor under section 177 or 36I (as the case may be).

5

(7) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any solicitor referred to in subsection (6).

### **Registration of regulated non-practitioner**

**36G.**—(1) An individual who is not a regulated legal practitioner shall not be a director, partner or shareholder in, and shall not share in the profits of, any Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice, unless the individual is registered under this section.

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(2) An application may be made for an individual (not being a regulated legal practitioner) to be registered under this section, if the individual satisfies such requirements as may be prescribed.

(3) The Attorney-General and the Society shall be entitled to object to any application under subsection (2).

20

(4) The Director of Legal Services may approve an application under subsection (2), and register an individual as a regulated non-practitioner, subject to —

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

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(5) In deciding whether to approve an application under subsection (2) and register an individual under this section, the Director of Legal Services shall have regard to, but shall not be bound by, any objection under subsection (3).

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(6) An individual who is registered under this section shall be entitled to such privileges as may be prescribed.

### **Application for and renewal of registration under this Part**

**36H.**—(1) An application for any registration under this Part shall be —

(a) made to the Director of Legal Services in such form and manner as the Director of Legal Services may require; and

(b) accompanied by —

(i) such fee as may be prescribed; and

(ii) such documents and information as the Director of Legal Services may require.

(2) Any registration under this Part which is prescribed for the purposes of this subsection shall remain valid until it is cancelled or suspended.

(3) Any registration under this Part which is prescribed for the purposes of this subsection shall, unless it is sooner cancelled or suspended, be valid for such period as the Director of Legal Services may specify.

(4) The Director of Legal Services may renew any registration referred to in subsection (3) for such period as the Director of Legal Services may specify, on an application —

(a) made to the Director of Legal Services in such form and manner as the Director of Legal Services may require; and

(b) accompanied by —

(i) such fee as may be prescribed; and

(ii) such documents and information as the Director of Legal Services may require.

(5) The Director of Legal Services may renew any registration referred to in subsection (3) subject to —

(a) such conditions as may be prescribed for the renewal of that type of registration; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(6) The Director of Legal Services may cancel or suspend any registration under this Part if that registration was obtained by fraud or misrepresentation. 5

(7) With effect from the prescribed date, any application which was made before that date, under the repealed section 130P(4) as in force immediately before that date, to renew any registration referred to in the repealed section 130P(3) as in force immediately before that date (being a registration under the repealed section 130I, 130K, 130N or 130O as in force immediately before that date), and which is pending immediately before that date, shall be deemed to be an application under subsection (4) to renew the corresponding registration referred to in subsection (3) (being a registration under section 36B, 36C, 36E or 36F, as the case may be). 10 15

(8) The Attorney-General may transfer to the Director of Legal Services the particulars of and any documents relating to any application referred to in subsection (7).

**Compliance with guidelines, directions, undertakings and conditions** 20

**36I.**—(1) The Director of Legal Services may require any person making an application for any registration under this Part to provide such undertakings as the Director of Legal Services thinks fit to prevent any direct or indirect circumvention of the provisions of this Part. 25

(2) The Director of Legal Services may, from time to time, issue guidelines relating to any registration under this Part.

(3) Where any requirement of any guideline issued under this section is in conflict with any requirement specified in this Part, the latter shall prevail. 30

(4) The Director of Legal Services shall cause all guidelines issued under this section to be published in such manner as will

give persons to whom the guidelines relate notice of the requirements specified in the guidelines.

(5) It shall be a condition of every registration under this Part that the person registered shall comply with the requirements of this Part, including any guideline issued under this section and any undertaking provided under this section.

(6) The Director of Legal Services may, if he is satisfied that any person registered under this Part has contravened any provision of this Part, any guideline issued under this section or any undertaking provided under this section, issue directions to that person to ensure compliance by that person.

(7) A direction under subsection (6) shall be —

(a) issued in writing and shall specify the provision of this Part or the guideline issued under this section or the undertaking provided under this section that has been contravened; and

(b) sent to the person to which it relates at the last known address of that person.

(8) The Director of Legal Services may cancel the registration of any person under this Part, if that person fails to comply with any condition of that registration or with any direction of the Director of Legal Services issued under subsection (6).

(9) Where any undertaking was or was deemed, immediately before the prescribed date, to be provided, under the repealed section 130Q as in force immediately before that date, for the purposes of any registration under the repealed section 130I, 130K, 130N or 130O as in force immediately before that date, that undertaking shall, with effect from that date, be deemed to be an undertaking provided under this section.

(10) Any guidelines or directions issued by the Attorney-General under the repealed section 130Q as in force immediately before the prescribed date for the purposes of any registration under the repealed section 130I, 130K, 130N or 130O as in force immediately before that date shall, with effect from that date, be

deemed to be guidelines or directions (as the case may be) issued by the Director of Legal Services under this section.

(11) For the avoidance of doubt, a reference to guidelines in this section includes a reference to notices, guidance notes or other similar communications by whatever name called. 5

### **Appeal against decision of Director of Legal Services under this Part, etc.**

**36J.**—(1) Any person who is aggrieved by a decision of the Director of Legal Services under this Part may, within the prescribed period, appeal to the Minister in the prescribed manner. 10

(2) A person making an appeal under subsection (1) must comply with any rules made under section 36M for the purposes of this section.

(3) In determining an appeal under this section, the Minister may — 15

(a) confirm, vary or reverse the decision of the Director of Legal Services; or

(b) direct the Director of Legal Services to reconsider that decision. 20

(4) The Director of Legal Services may, if he is satisfied that it is in the public interest to do so, vary or revoke any condition imposed by him under this Part.

### **Failure to register or furnish information**

**36K.**—(1) Where a foreign lawyer — 25

(a) is required to be registered under section 36B, 36C or 36D but —

(i) fails to apply for such registration; and

(ii) in the case of a foreign lawyer required to be registered under section 36B or 36C, is not deemed under section 36B(6) or 36C(4) (as the case may be) to be so registered; or 30



(b) fails to furnish any particulars or information required under this Part,

then the rights of the foreign lawyer under or arising out of any contract in relation to the legal services provided through the office or place of business in Singapore of the Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice in which he is employed or is practising law shall not be enforceable in legal proceedings in the name of the foreign lawyer or of the Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice (as the case may be).

(2) Where a solicitor —

(a) is required to be registered under section 36E or 36F but —

(i) fails to apply for such registration; and

(ii) is not deemed under section 36E(5) or 36F(4) (as the case may be) to be so registered; or

(b) fails to furnish any particulars or information required under this Part,

then the rights of the solicitor under or arising out of any contract in relation to the legal services provided through the office or place of business in Singapore of the Joint Law Venture or foreign law practice in which he is employed or is practising law shall not be enforceable in legal proceedings in the name of the solicitor or of the Joint Law Venture or foreign law practice (as the case may be).

### **Civil penalty**

**36L.—**(1) Any person (including a foreign lawyer, solicitor or regulated non-practitioner) who contravenes any provision in this Part shall be liable to pay a civil penalty in accordance with this section.

(2) Whenever it appears to the Director of Legal Services that any person referred to in subsection (1) has contravened any provision in this Part, the Director of Legal Services may bring

an action in a court to seek an order for a civil penalty in respect of that contravention against —

- (a) that person;
- (b) the Singapore law practice or foreign law practice in which that person is a partner, a director, a consultant or an employee; 5
- (c) the Joint Law Venture, or the constituent Singapore law practice or constituent foreign law practice of the Joint Law Venture, in which that person is practising; or
- (d) the Formal Law Alliance, or any Singapore law practice or foreign law practice which is a member of the Formal Law Alliance, in which that person is practising. 10

(3) If the court is satisfied on a balance of probabilities that the person has contravened a provision in this Part, the court may make an order for the payment of a civil penalty against — 15

- (a) the person, being an individual, of a sum not exceeding \$50,000; or
- (b) the Singapore law practice, foreign law practice, Joint Law Venture or Formal Law Alliance against which the action is brought under subsection (2), of a sum not exceeding \$100,000. 20

(4) Notwithstanding subsection (3), where an action has been brought against a person or a Singapore law practice, foreign law practice, Joint Law Venture or Formal Law Alliance (referred to in this section as the defendant) — 25

- (a) the court may make an order against the defendant, if the Director of Legal Services has agreed to allow the defendant to consent to the order with or without admission of a contravention of a provision in this Part; and 30
- (b) the order may be made on such terms as may be agreed between the Director of Legal Services and the defendant.

5 (5) Nothing in this section shall be construed to prevent the Director of Legal Services from entering into an agreement with the defendant to pay, with or without admission of liability, a civil penalty within the limits referred to in subsection (3) for a contravention of any provision in this Part.

(6) A civil penalty imposed under this section shall be paid into the Consolidated Fund.

10 (7) If the defendant fails to pay the civil penalty imposed on him within the time specified in the court order referred to in subsection (3) or (4) or specified under the agreement referred to in subsection (5), the Director of Legal Services may recover the civil penalty as though the civil penalty were a judgment debt due to the Government.

(8) Rules of Court may be made to —

15 (a) regulate and prescribe the procedure and practice to be followed in respect of proceedings under this section; and

20 (b) provide for costs and fees of such proceedings, and for regulating any matter relating to the costs of such proceedings.

25 (9) This section shall apply notwithstanding that any disciplinary action has been taken against the foreign lawyer, solicitor or regulated non-practitioner concerned under any other provision of this Act or by any professional disciplinary body (whether in Singapore or in any state or territory outside Singapore).

### **Rules for this Part**

**36M.**—(1) The Minister may make such rules as may be necessary or expedient for the purposes of this Part.

30 (2) Without prejudice to the generality of subsection (1), the Minister may make rules —

(a) to prescribe anything which may be prescribed under this Part;

- (b) to provide for any provision of this Act (other than this Part) to apply, with such modifications as may be specified, to —
- (i) a solicitor practising in —
    - (A) a constituent Singapore law practice or constituent foreign law practice of a Joint Law Venture; or 5
    - (B) a Singapore law practice or foreign law practice which is a member of a Formal Law Alliance; or 10
  - (ii) a foreign lawyer registered under section 36B;
- (c) to prescribe the qualifications, experience and expertise required of a foreign lawyer for eligibility to apply for registration under section 36B, 36C or 36D;
- (d) to prescribe the conditions that a foreign lawyer registered under section 36B, 36C or 36D must comply with; 15
- (e) to specify the type of Singapore law practice at which a foreign lawyer registered under section 36B, 36C or 36D may practise, including the areas of practice of the Singapore law practice; 20
- (f) to prescribe the institutions of higher learning and the qualifications conferred by each such institution which may be recognised for the purposes of section 36B;
- (g) to prescribe the courses of instruction, and the subjects in each such course of instruction, which a foreign lawyer must attend and satisfactorily complete before he can be registered under section 36B; 25
- (h) to prescribe the examinations which a foreign lawyer must pass before he can be registered under section 36B; 30
- (i) to specify the minimum standard of attainment to be achieved by a foreign lawyer in relation to the qualifications referred to in paragraph (f), courses

referred to in paragraph (g) or examinations referred to in paragraph (h);

5 (j) to require a foreign lawyer referred to in section 36B to have practised as a partner, a director or an employee in a Singapore law practice for a minimum period, and to specify any requirements as to the type of Singapore law practice at which the foreign lawyer must have practised, including any area of practice of the Singapore law practice;

10 (k) to prescribe any condition for eligibility to apply for any registration under this Part;

15 (l) to provide, without prejudice to the generality of section 36H, for the making of any application for any registration under this Part, or for the renewal of any such registration, and for all other related matters;

(m) to provide for —

(i) the payment of fees (including administrative fees and processing fees) and other charges for —

20 (A) any application for or renewal of any registration under this Part; and

(B) any matter related or incidental to any such application or renewal; and

(ii) all other related matters;

25 (n) to provide for the cancellation, suspension or lapsing of any registration under this Part;

(o) to require the submission of information and particulars relating to any foreign lawyer, solicitor or other individual required to be registered under this Part;

30 (p) to provide for the form and manner in which registers of foreign lawyers, solicitors and regulated non-practitioners registered under this Part are to be kept;

- (*q*) to provide for the issuance and amendment of foreign practitioner certificates, certificates of registration or certificates of good standing and certified true copies of such certificates, and for the payment of fees in relation to such certificates; 5
- (*r*) for regulating foreign lawyers, solicitors and regulated non-practitioners registered under this Part, including the imposition of compulsory insurance cover and financial controls;
- (*s*) to provide for any provision of this Act that is applicable to an advocate and solicitor to apply, with such modifications as may be specified, to any foreign lawyer, solicitor or regulated non-practitioner registered under this Part; 10
- (*t*) to provide for sections 72 and 73 and any rules made under section 72 or 73 to apply, with such modifications as may be specified, to — 15
- (i) a foreign lawyer registered under section 36B or 36D; or
- (ii) a solicitor registered under section 36E, 20
- in respect of the practice of Singapore law;
- (*u*) to exempt any person or entity, or any class of persons or entities, from any provision of this Part or of any rules made under section 74(3) or 75B(3); and
- (*v*) to prescribe such transitional, savings, incidental, consequential or supplementary provisions as the Minister considers necessary or expedient. 25

### **Powers of Minister in relation to registration requirements**

**36N.**—(1) Without prejudice to section 36M(2)(*u*), upon an application made to the Minister by any foreign lawyer, the Minister may exempt the foreign lawyer from all or any, and from the whole or any part of any, of the requirements under any rules made under section 36M(2)(*c*), (*f*), (*g*), (*h*), (*i*) or (*j*), if the Minister is of the opinion that the foreign lawyer is, by reason of 30

his standing and experience or for any other cause, a fit and proper person to be so exempted.

(2) An exemption granted to a person under subsection (1) —

(a) may be subject to such conditions as the Minister may think fit to impose by notice in writing to the person;

(b) shall be notified in writing to the person; and

(c) need not be published in the *Gazette*.”.

### **New Part IVB**

**18.** The principal Act is amended by inserting, immediately before Part V, the following Part:

#### **“PART IVB**

#### **FOREIGN REPRESENTATION IN SINGAPORE INTERNATIONAL COMMERCIAL COURT**

#### **Interpretation of this Part**

**36O.**—(1) In this Part, unless the context otherwise requires —

“appointing committee” means an appointing committee appointed in accordance with section 36Q;

“complaints committee” means a complaints committee appointed under section 36S(5);

“instructing authority” means a person appointed by the Minister under section 36R(1) as the instructing authority for the purposes specified in that provision;

“Judge” means a Judge of the Supreme Court, a Judicial Commissioner of the Supreme Court or a Senior Judge of the Supreme Court;

“relevant appeal” means such appeal, from any judgment given or order made by the Singapore International Commercial Court, as may be prescribed for the purposes of this definition;

“relevant proceedings” means such proceedings in the Singapore International Commercial Court as may be prescribed for the purposes of this definition;

“Singapore International Commercial Court” means the division of the High Court constituted under section 18A of the Supreme Court of Judicature Act (Cap. 322).

(2) For the purposes of sections 36S, 36T, 36U and 36Y, a reference to a foreign lawyer who is registered under section 36P includes a foreign lawyer whose registration under section 36P is cancelled or suspended, or lapses, after the commencement of proceedings under section 36S against the foreign lawyer.

### **Registration of foreign lawyer to act in relation to relevant proceedings**

**36P.**—(1) Notwithstanding anything to the contrary in this Act, but without prejudice to section 15, a foreign lawyer who is registered under this section may, if granted full registration under this section, do all or any of the following:

- (a) appear and plead in any relevant proceedings;
- (b) appear and plead in the Court of Appeal in any relevant appeal;
- (c) represent any party to any relevant proceedings or relevant appeal in any matter concerning those proceedings or that appeal (as the case may be);
- (d) give advice, prepare documents and provide any other assistance in relation to or arising out of any relevant proceedings or relevant appeal.

(2) Notwithstanding anything to the contrary in this Act, but without prejudice to section 15, a foreign lawyer who is registered under this section may, if granted restricted registration under this section, do all or any of the following:

- (a) appear in any relevant proceedings, solely for the purposes of making submissions on such matters of foreign law as are permitted by the Singapore



International Commercial Court, or the Court of Appeal, in accordance with the Rules of Court;

(b) appear in the Court of Appeal in any relevant appeal, solely for the purposes of making submissions on such matters of foreign law as are permitted by the Singapore International Commercial Court, or the Court of Appeal, in accordance with the Rules of Court;

(c) give advice and prepare documents, solely for the purposes of making submissions, in any relevant proceedings or relevant appeal, on such matters of foreign law as are permitted by the Singapore International Commercial Court, or the Court of Appeal, in accordance with the Rules of Court.

(3) An application may be made for a foreign lawyer to be registered under this section, if the foreign lawyer possesses such qualifications and satisfies such requirements as may be prescribed.

(4) For the purposes of subsection (3), different qualifications and requirements may be prescribed for a foreign lawyer to be granted full registration under this section, and for a foreign lawyer to be granted restricted registration under this section.

(5) An application for a foreign lawyer to be registered under this section shall be —

(a) made to the Registrar in such form and manner as may be prescribed; and

(b) accompanied by such fee, undertakings, documents and information as may be prescribed.

(6) The Registrar may register a foreign lawyer under this section subject to such conditions as the Registrar may think fit to impose in any particular case.

(7) A Judge may, of the Judge's own motion or on the application of any interested party, order that a foreign lawyer have the foreign lawyer's full registration or restricted registration under this section cancelled, if —

- (a) the foreign lawyer does not possess any qualification referred to in subsection (3) for full registration or restricted registration (as the case may be) under this section;
- (b) the foreign lawyer does not satisfy any requirement referred to in subsection (3) for full registration or restricted registration (as the case may be) under this section; 5
- (c) the foreign lawyer fails to comply with any condition imposed under subsection (6); 10
- (d) the foreign lawyer has been disbarred, struck off, suspended, ordered to pay a penalty, censured or reprimanded in the foreign lawyer's capacity as a legal practitioner by whatever name called in any jurisdiction; or 15
- (e) the Judge is satisfied that the foreign lawyer should not have been registered under this section.

(8) The Judge shall, before making an order under subsection (7), give the foreign lawyer a reasonable opportunity to be heard by the Judge. 20

(9) An International Judge of the Supreme Court may, in the course of any relevant proceedings before the International Judge, of the International Judge's own motion or on the application of any interested party, order that a foreign lawyer who appears in those proceedings have the foreign lawyer's full registration or restricted registration under this section cancelled, if — 25

- (a) the foreign lawyer does not possess any qualification referred to in subsection (3) for full registration or restricted registration (as the case may be) under this section; 30
- (b) the foreign lawyer does not satisfy any requirement referred to in subsection (3) for full registration or restricted registration (as the case may be) under this section; 35

(c) the foreign lawyer fails to comply with any condition imposed under subsection (6);

(d) the foreign lawyer has been disbarred, struck off, suspended, ordered to pay a penalty, censured or reprimanded in the foreign lawyer's capacity as a legal practitioner by whatever name called in any jurisdiction; or

(e) the International Judge is satisfied that the foreign lawyer should not have been registered under this section.

(10) The International Judge of the Supreme Court shall, before making an order under subsection (9), give the foreign lawyer a reasonable opportunity to be heard by the International Judge.

(11) No appeal shall lie from —

(a) any order made by a Judge under subsection (7); or

(b) any order made by an International Judge of the Supreme Court under subsection (9).

### **Appointing committee**

**36Q.**—(1) The Chief Justice shall appoint an appointing committee comprising —

(a) an advocate and solicitor who is a Senior Counsel or who has at any time held office as a Judge of the Supreme Court or Judicial Commissioner of the Supreme Court; and

(b) a foreign lawyer of not less than 12 years' standing who is registered under any provision of this Act which is prescribed for the purposes of this paragraph.

(2) A member of the appointing committee shall be appointed for a term of 2 years and shall be eligible for reappointment.

(3) Where any member of the appointing committee is unable to discharge that member's functions in relation to any matter, the Chief Justice may appoint, to act in place of that member in

that matter, a temporary member of the appointing committee who is qualified in the same manner as that member.

(4) The Chief Justice may at any time remove from office any member of the appointing committee or fill any vacancy in the membership of the appointing committee. 5

(5) The Chief Justice shall appoint a solicitor to be the secretary of the appointing committee.

(6) The functions of the appointing committee are as follows:

(a) to appoint under any relevant provision a solicitor to perform the duties referred to in that provision; and 10

(b) to appoint under subsection (7), in place of any solicitor who ceases to be able to perform the duties referred to in any relevant provision, another solicitor to perform those duties.

(7) Where any solicitor appointed under any relevant provision ceases to be able to perform the duties referred to in that relevant provision, or where any solicitor appointed under this subsection ceases to be able to perform the duties referred to in any relevant provision — 15

(a) that solicitor (or the Singapore law practice in which that solicitor practises) shall, as soon as practicable after the cessation, notify the appointing committee in writing of the cessation; and 20

(b) the appointing committee shall, within 3 weeks after the date on which it receives the notification under paragraph (a), appoint another solicitor to perform the duties referred to in that relevant provision. 25

(8) A solicitor shall not be appointed under any relevant provision or subsection (7) unless the members of the appointing committee reach a unanimous decision on the appointment. 30

(9) In subsections (3), (4) and (8), a reference to a member of the appointing committee includes a reference to a temporary member appointed under subsection (3).

(10) In this section, “relevant provision” means section 36S(9)(c), (10)(b) or (15)(b) or 36T(2)(b) or (6)(a).

### **Instructing authority**

5 **36R.**—(1) The Minister may, by notification published in the *Gazette*, appoint by name or office a person as the instructing authority for the following purposes:

(a) giving instructions to any solicitor appointed by an appointing committee under section 36Q(7), 36S(9)(c), (10)(b) or (15)(b) or 36T(2)(b) or (6)(a);

10 (b) making an application under section 36T(1); and

(c) making an application under section 36U(1).

(2) Every solicitor appointed under section 36Q(7), 36S(9)(c), (10)(b) or (15)(b) or 36T(2)(b) or (6)(a) shall act on the instructions of the instructing authority.

### 15 **Complaints against foreign lawyers registered under section 36P**

**36S.**—(1) Every foreign lawyer who is registered under section 36P shall be subject to the control of the Supreme Court and shall be liable on due cause shown —

20 (a) to have his registration under section 36P cancelled or suspended (for such period as the court may think fit);

(b) to pay a penalty of not more than \$100,000;

(c) to be censured; or

25 (d) to suffer the punishment referred to in paragraph (b) in addition to the punishment referred to in paragraph (a) or (c).

(2) Any complaint of the conduct of a foreign lawyer who is registered under section 36P —

(a) shall be made to the Registrar in writing; and

30 (b) subject to subsection (3), shall be supported by such statutory declaration as the Registrar may require.

(3) No statutory declaration shall be required if the complaint is made by a Judge, by an International Judge of the Supreme Court, by the Attorney-General, by the Council or by any public officer acting in the course of the public officer's duties.

(4) Where any complaint is made to the Registrar of the conduct of a foreign lawyer registered under section 36P, the Registrar shall, within one week after the date on which the Registrar receives the complaint — 5

(a) furnish the foreign lawyer a copy of the complaint; and

(b) make a request to the Chief Justice to appoint a complaints committee to hear and investigate the complaint. 10

(5) The Chief Justice may appoint one or more complaints committees, each comprising —

(a) a chairman, who shall be a person who has at any time held office as a Judge of the Supreme Court or Judicial Commissioner of the Supreme Court; 15

(b) an advocate and solicitor of not less than 12 years' standing; and

(c) a foreign lawyer of not less than 12 years' standing who is registered under any provision of this Act which is prescribed for the purposes of this paragraph. 20

(6) The Chief Justice may at any time —

(a) revoke the appointment of a complaints committee;

(b) remove any member of a complaints committee; or 25

(c) fill any vacancy in a complaints committee.

(7) The Chief Justice shall appoint a solicitor to be the secretary of every complaints committee.

(8) A complaints committee appointed to hear and investigate a complaint of the conduct of a foreign lawyer who is registered under section 36P — 30

(a) shall, within 4 weeks after the date of its appointment —

(i) determine whether there is a prima facie case for an investigation into the complaint; and

(ii) if it is of the opinion that there is no prima facie case for an investigation into the complaint, determine that no cause of sufficient gravity for disciplinary action exists against the foreign lawyer; and

(b) may, in any event, invite the complainant to make a complaint of the conduct of the foreign lawyer to either or both of the following:

(i) the foreign authority having the function conferred by law of authorising or registering persons to practise law in the state or territory in which the foreign lawyer is duly authorised or registered to practise law;

(ii) any relevant professional disciplinary body of the state or territory in which the foreign lawyer is duly authorised or registered to practise law.

(9) If a complaints committee is of the opinion that there is a prima facie case for an investigation into a complaint of the conduct of a foreign lawyer who is registered under section 36P —

(a) the secretary of the complaints committee shall notify in writing the Chief Justice, the Registrar, the complainant and the foreign lawyer of the opinion of the complaints committee;

(b) the Registrar shall, within one week after the date on which the Registrar receives the notification under paragraph (a), notify the appointing committee and the instructing authority of the opinion of the complaints committee;

(c) the appointing committee shall, within 3 weeks after the date on which it receives the notification under

paragraph (b), appoint a solicitor to conduct the subsequent proceedings before the complaints committee and to frame the charge or charges to be preferred against the foreign lawyer; and

- (d) the solicitor appointed to conduct those proceedings shall frame the charge or charges preferred against the foreign lawyer, and submit the charge or charges to the complaints committee, within 2 weeks after the date on which the solicitor is appointed, or such longer period as the complaints committee may allow.

(10) If a complaints committee is directed by a Judge under section 36T(5) to hear and investigate a complaint of the conduct of a foreign lawyer who is registered under section 36P on the basis that there is a prima facie case for an investigation into the complaint —

- (a) the Registrar shall notify in writing the Chief Justice, the complaints committee, the appointing committee, the instructing authority, the complainant and the foreign lawyer of the direction of the Judge;
- (b) the appointing committee shall, within 3 weeks after the date on which it receives the notification under paragraph (a), appoint a solicitor to conduct the subsequent proceedings before the complaints committee and to frame the charge or charges to be preferred against the foreign lawyer; and
- (c) the solicitor appointed to conduct those proceedings shall frame the charge or charges preferred against the foreign lawyer, and submit the charge or charges to the complaints committee, within 2 weeks after the date on which the solicitor is appointed, or such longer period as the complaints committee may allow.

(11) Where subsection (9) or (10) applies, the complaints committee shall give the foreign lawyer a reasonable opportunity to be heard by the complaints committee, and shall, within 16 weeks after the date on which the charge or charges preferred



against the foreign lawyer are submitted to the complaints committee —

(a) record the complaints committee's findings in relation to the charge or charges preferred against the foreign lawyer; and

(b) determine that —

(i) no cause of sufficient gravity for disciplinary action exists against the foreign lawyer;

(ii) while no cause of sufficient gravity for disciplinary action exists against the foreign lawyer, the foreign lawyer should be given a warning, reprimanded or ordered to pay a penalty sufficient and appropriate to the misconduct committed; or

(iii) cause of sufficient gravity for disciplinary action exists against the foreign lawyer.

(12) The Chief Justice may, on the application of a complaints committee, grant to the complaints committee either or both of the following:

(a) an extension of the period specified in subsection (8)(a) not extending beyond a period of 6 weeks after the date of the appointment of the complaints committee;

(b) an extension of the period specified in subsection (11).

(13) The opinion and determination of a complaints committee under subsection (8)(a)(ii), and the findings and determination of a complaints committee under subsection (11), shall be in the form of a report, of which the secretary of the complaints committee shall —

(a) submit a copy to each of the Chief Justice and the Registrar; and

(b) supply a copy to each of the complainant, the foreign lawyer concerned and the instructing authority.

(14) Where a complaints committee makes a determination under subsection (11)(b)(ii), it may give the foreign lawyer concerned a warning, reprimand the foreign lawyer or order the foreign lawyer to pay a penalty of not more than \$20,000.

(15) Where a complaints committee makes a determination under subsection (11)(b)(iii) — 5

(a) the Registrar shall, within one week after the date on which the Registrar receives a copy of the report submitted under subsection (13)(a), notify the appointing committee in writing of the determination of the complaints committee; 10

(b) the appointing committee shall, within 3 weeks after the date on which it is notified under paragraph (a) of the determination of the complaints committee, appoint a solicitor to act for the instructing authority in an application under section 36U(1) against the foreign lawyer concerned and to conduct all proceedings relating to the application; and 15

(c) the solicitor appointed to act for the instructing authority in the application shall file the application on behalf of the instructing authority within one month after the date on which the solicitor is appointed. 20

(16) Where a complaints committee makes a determination under subsection (11)(b)(i), (ii) or (iii), the complaints committee may — 25

(a) make an order for the payment of costs by the complainant or the foreign lawyer concerned; and

(b) in such order, specify the amount of those costs or direct that the amount be taxed by the Registrar.

(17) Any person awarded any costs under subsection (16) may sue for and recover those costs as if those costs were a debt due to that person. 30

(18) The person prescribed for the purposes of this subsection shall —

(a) publish the findings and determination of a complaints committee under subsection (11) in such manner as may be prescribed; and

5 (b) make public a copy of the record of the proceedings of the complaints committee (including the findings and determination of the complaints committee).

10 (19) Any person may obtain a copy of the record of proceedings of a complaints committee (including the findings and determination of the complaints committee under subsection (11)) from the person prescribed for the purposes of this subsection upon paying the prescribed fee.

(20) All the members of a complaints committee shall be present to constitute a quorum for a meeting of the complaints committee.

15 (21) Any questions arising at a meeting of a complaints committee shall be determined by a majority of votes of the members of the complaints committee.

20 (22) Any resolution or decision in writing signed by all the members of a complaints committee shall be as valid and effectual as if it had been made or reached at a meeting of the complaints committee where all of the members of the complaints committee were present.

25 (23) A complaints committee may require the complainant to deposit with the Registrar a sum not exceeding \$1,000 to cover costs.

(24) A complaints committee may, for the purposes of hearing and investigating a complaint, require the complainant or the foreign lawyer concerned to answer any question or furnish any document that the complaints committee considers relevant.

30 (25) For the purposes of any complaint heard and investigated by a complaints committee —

(a) the complaints committee may administer oaths; and

(b) the instructing authority, the foreign lawyer concerned and the secretary of the complaints committee may sue out subpoenas to testify or to produce documents.

(26) No person shall be compelled under any subpoena referred to in subsection (25)(b) to produce any document which the person could not be compelled to produce at the trial of an action. 5

(27) A subpoena referred to in subsection (25)(b) shall be served and may be enforced as if it was a subpoena issued in connection with a civil action in the High Court. 10

(28) Any person giving evidence before a complaints committee shall be legally bound to tell the truth.

(29) Any person who makes a complaint under subsection (2) which that person knows to be false in any material particular shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000. 15

(30) Any person who refuses or fails, without reasonable excuse, to comply with any requirement of a complaints committee under subsection (24) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000. 20

### **Application for review of decision of complaints committee**

**36T.**—(1) Where a complaints committee has made a determination under section 36S(8)(a)(ii) or (11)(b)(i) or (ii), the complainant, the foreign lawyer concerned or the instructing authority may, within 10 weeks after being supplied under section 36S(13)(b) a copy of the report containing the determination, apply to a Judge for a review of that determination. 25

(2) Where the instructing authority intends to make an application under subsection (1) — 30

(a) the instructing authority shall, within 14 days after being supplied under section 36S(13)(b) a copy of the report containing the determination of the complaints committee under section 36S(8)(a)(ii) or (11)(b)(i) or

(ii), notify the appointing committee in writing of the intention;

(b) the appointing committee shall, within 3 weeks after the date on which it receives the notification under paragraph (a), appoint a solicitor to act for the instructing authority in the application and to conduct all proceedings relating to the application; and

(c) the solicitor appointed to act for the instructing authority in the application shall file the application on behalf of the instructing authority within one month after the date on which the solicitor is appointed.

(3) An application under subsection (1) shall be —

(a) made by originating summons and supported by an affidavit; and

(b) served, together with the affidavit, on —

(i) the complainant, if the complainant is not the applicant;

(ii) the foreign lawyer concerned, if the foreign lawyer is not the applicant;

(iii) the instructing authority, if the instructing authority is not the applicant; and

(iv) the secretary of the complaints committee.

(4) Upon receiving the application, the secretary of the complaints committee shall file in court the report containing the determination and the record of the proceedings of the complaints committee (if any).

(5) The Judge hearing the application —

(a) shall have full power to determine any question necessary to be determined for the purpose of doing justice in the case, including any question as to the correctness, legality or propriety of the determination of the complaints committee, or as to the regularity of any proceedings of the complaints committee; and

(b) may make such orders as the Judge thinks fit, including —

(i) an order —

(A) authorising or directing the instructing authority to make an application under section 36U(1) against the foreign lawyer concerned; and 5

(B) directing the appointing committee to appoint a solicitor to act for the instructing authority in the application under section 36U(1) and to conduct all proceedings relating to the application; 10

(ii) an order setting aside the determination of the complaints committee and directing —

(A) the complaints committee to hear and investigate the complaint on the basis that there is a prima facie case for an investigation into the complaint, or to rehear and reinvestigate the complaint; or 15

(B) the Registrar to make a request to the Chief Justice for the appointment of another complaints committee to hear and investigate the complaint; 20

(iii) an order setting aside any warning given by, or any reprimand or order of, the complaints committee under section 36S(14), varying the amount of the penalty payable under any order of the complaints committee under section 36S(14), or setting aside or varying any order of the complaints committee under section 36S(16); and 25 30

(iv) an order as to the costs of and incidental to the proceedings under this section.

(6) If the Judge makes an order directing the appointing committee to appoint a solicitor to act for the instructing

authority in an application under section 36U(1) and to conduct all proceedings relating to the application —

(a) the appointing committee shall, within 3 weeks after the date on which it is notified by the Registrar in writing of the order, appoint a solicitor to act for the instructing authority in the application under section 36U(1) and to conduct all proceedings relating to the application; and

(b) the solicitor appointed to act for the instructing authority in the application shall file the application on behalf of the instructing authority within one month after the date on which the solicitor is appointed.

(7) No appeal shall lie from any decision of the Judge under subsection (5).

**Application for cancellation of registration under section 36P, etc.**

**36U.—**(1) An application for an order that a foreign lawyer who is registered under section 36P —

(a) have his registration under section 36P cancelled or suspended (for such period as the court may think fit);

(b) pay a penalty of not more than \$100,000;

(c) be censured; or

(d) suffer the punishment referred to in paragraph (b) in addition to the punishment referred to in paragraph (a) or (c),

shall be made by originating summons.

(2) An application under subsection (1) shall be heard by a court of 3 Judges of the Supreme Court, and there shall be no appeal from the decision of that court.

(3) The court of 3 Judges —

(a) shall have full power to determine any question necessary to be determined for the purpose of doing justice in the case, including any question as to the

correctness, legality or propriety of the determination of the complaints committee, or as to the regularity of any proceedings of the complaints committee;

- (b) may make an order setting aside the determination of the complaints committee and directing — 5
- (i) the complaints committee to rehear and reinvestigate the complaint; or
  - (ii) the Registrar to make a request to the Chief Justice for the appointment of another complaints committee to hear and investigate the complaint; 10
- (c) may make an order setting aside or varying any order of the complaints committee under section 36S(16);
- (d) may direct the Registrar to inform either or both of the following of the decision of the court of 3 Judges:
- (i) the foreign authority having the function conferred by law of authorising or registering persons to practise law in the state or territory in which the foreign lawyer is duly authorised or registered to practise law; 15
  - (ii) any relevant professional disciplinary body of the state or territory in which the foreign lawyer is duly authorised or registered to practise law; and 20
- (e) may make such order as to the costs of and incidental to the proceedings under this section as the court of 3 Judges thinks fit. 25
- (4) The Chief Justice or any other Judge of the Supreme Court shall not be a member of the court of 3 Judges when the application under subsection (1) is in respect of a complaint made by him.
- (5) Where a foreign lawyer’s registration under section 36P has been cancelled pursuant to an order of the court of 3 Judges — 30
- (a) in any case where the order prohibits the foreign lawyer from reapplying for registration under section 36P until after a date specified in the order, the foreign lawyer



shall be prohibited from reapplying for such registration until after that date; or

- (b) in any other case, the foreign lawyer shall be permanently prohibited from reapplying for registration under section 36P.

### **Restriction of judicial review**

**36V.**—(1) Except as provided in sections 36T and 36U, there shall be no judicial review in any court of any act done or decision made by a complaints committee.

(2) In this section, “judicial review” includes proceedings instituted by way of —

- (a) an application for a Mandatory Order, a Prohibiting Order or a Quashing Order; or
- (b) an application for a declaration or an injunction, or any other suit or action, relating to or arising out of any act done or decision made by the complaints committee.

### **Provisions as to penalties payable under this Part**

**36W.**—(1) Where the court or a complaints committee has ordered a foreign lawyer to pay a penalty under this Part, the foreign lawyer shall pay the penalty to the Registrar.

(2) Any penalty payable under subsection (1) which is not paid may be recoverable by the Government as a judgment debt.

(3) All sums collected by the Registrar under subsection (1) or recovered by the Government under subsection (2) shall be paid into the Consolidated Fund.

### **Protection from personal liability**

**36X.**—(1) No liability shall be incurred by any person or committee specified in subsection (2) for anything done (including any statement made) or omitted to be done in good faith in the execution or purported execution of any function, duty or power of that person or committee (as the case may be) under this Part or any rules made under section 36Y.

(2) For the purposes of subsection (1), the persons and committees are as follows:

- (a) the instructing authority;
- (b) the appointing committee;
- (c) any member (including a temporary member) or the secretary of the appointing committee; 5
- (d) any complaints committee;
- (e) any member or the secretary of a complaints committee.

### **Rules for this Part**

**36Y.**—(1) The Rules Committee may make such rules as may be necessary or expedient for the purposes of this Part. 10

(2) Without prejudice to the generality of subsection (1), the Rules Committee may make rules —

- (a) to prescribe anything which may be prescribed under this Part; 15
- (b) to prescribe the qualifications, experience and expertise required of a foreign lawyer, and any other requirement, for eligibility to apply for registration under section 36P;
- (c) to provide, without prejudice to the generality of section 36P, for the making of any application for registration under that section, or for the renewal of any such registration, and for all other related matters; 20
- (d) to provide for —
  - (i) the payment of fees (including administrative fees and processing fees) and other charges for — 25
    - (A) any application for or renewal of any registration under section 36P; and
    - (B) any matter related or incidental to any such application or renewal; and
  - (ii) all other related matters; 30

- (e) to provide for the cancellation, suspension or lapsing of any registration under section 36P;
- (f) to require the submission of information and particulars relating to any foreign lawyer registered under section 36P;
- (g) to provide for the form and manner in which the register of foreign lawyers registered under section 36P is to be kept;
- (h) to provide for the issuance and amendment of certificates of registration and certified true copies of such certificates, and for the payment of fees in relation to such certificates;
- (i) for regulating foreign lawyers registered under section 36P;
- (j) for regulating the professional practice, etiquette and conduct of foreign lawyers registered under section 36P;
- (k) for regulating the hearing and investigation of a complaint by a complaints committee;
- (l) to provide for any matter relating to —
- (i) the publication under section 36S(18)(a) of the findings and determination of a complaints committee;
- (ii) the prescribed fee under section 36S(19); or
- (iii) the deposit under section 36S(23); and
- (m) for regulating and prescribing the procedure and practice to be followed in connection with any application under section 36T(1) or 36U(1) and any proceedings under section 36T or 36U.”.

### **Amendment of section 39**

**19.** Section 39 of the principal Act is amended by deleting paragraphs (b), (c) and (d) and substituting the following paragraphs:

“(b) all foreign lawyers who —

- (i) are members of the Society by reason of section 40A(1); or
- (ii) are admitted to membership of the Society under section 40A(2);
- (c) all persons who are admitted to membership of the Society under section 41; and
- (d) all persons who are elected as honorary members under section 42.”.

5

### **Repeal and re-enactment of section 40A**

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**20.** Section 40A of the principal Act is repealed and the following section substituted therefor:

#### **“Associate members**

**40A.—**(1) Every foreign lawyer who —

- (a) is registered under section 36B or 36D; or
- (b) is granted an approval under section 176(1),

15

shall, without election, admission or appointment, become a member of the Society and remain a member under this section so long and only so long as his registration or approval, as the case may be, continues in force.

20

(2) Every foreign lawyer who —

- (a) is registered under section 36C but does not have an approval under section 176(1); and
- (b) applies for membership of the Society in the prescribed manner,

25

shall be admitted as a member of the Society and remain a member under this section so long and only so long as his registration continues in force.

(3) Every foreign lawyer who is a member of the Society under subsection (1) or (2) shall be referred to in this Act as an associate member.”.

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### **Amendment of section 41**

**21.** Section 41 of the principal Act is amended —

- (a) by deleting paragraph (b) of subsection (1);
- (b) by deleting the words “section 40A(1) or subsection (1)” in  
5 subsection (1A) and substituting the words “section 40A”;
- (c) by inserting, at the end of subsection (3)(b), the word “or”;
- (d) by deleting paragraphs (c) and (d) of subsection (3);
- (e) by inserting, at the end of subsection (4)(a)(ii), the word “or”;  
and
- 10 (f) by deleting paragraph (b) of subsection (4).

### **Amendment of section 44**

**22.** Section 44 of the principal Act is amended by deleting subsection (3) and substituting the following subsection:

15 “(3) An associate member shall not be expelled from membership so long as his registration under section 36B, 36C or 36D, or his approval under section 176(1), continues in force.”.

### **Amendment of section 46**

**23.** Section 46 of the principal Act is amended —

- 20 (a) by deleting the words “prior to” in subsection (1A) and substituting the words “when he makes”;
- (b) by deleting subsection (1B) and substituting the following subsection:

25 “(1B) The subscription shall be payable to the Society by an associate member —

- (a) if he is registered under section 36B or 36D, or is granted an approval under section 176(1) —
  - 30 (i) not later than 14 days after the date on which he becomes a member of the Society under section 40A(1); and

- (ii) in each subsequent year in which his registration or approval (as the case may be) continues in force, not later than the anniversary of the date referred to in sub-paragraph (i); or 5
- (b) if he is registered under section 36C and is admitted as a member of the Society under section 40A(2) —
  - (i) not later than 14 days after the date on which he is admitted as a member of the Society under section 40A(2); and 10
  - (ii) in each subsequent year in which his registration continues in force, not later than the anniversary of the date referred to in sub-paragraph (i).”; 15
- (c) by deleting the words “members admitted to membership under section 41” in subsection (3) and substituting the words “non-practitioner members”;
- (d) by deleting the words “foreign practitioner members who are members of the Society by reason of section 40A” in subsection (3A) and substituting the words “associate members”; 20
- (e) by deleting the words “foreign practitioner members” in subsection (4) and substituting the words “associate members”; and 25
- (f) by deleting the words “a foreign practitioner member” in subsection (6)(c) and substituting the words “an associate member”.

### **Amendment of section 59**

- 24.** Section 59 of the principal Act is amended — 30
- (a) by inserting, immediately after paragraph (a) of subsection (1), the following paragraph:

“(aa) without prejudice to the generality of paragraph (a), to make rules relating to the provision of services, by members of the Society, other than for or in expectation of any fee, gain or reward;”; and

(b) by inserting, immediately after subsection (2), the following subsection:

“(3) The Council may, after consulting the Professional Conduct Council, issue pursuant to subsection (1)(b) such practice directions, guidance notes and rulings as the Council thinks appropriate relating to professional practice, etiquette, conduct and discipline.”.

## **New Part VA**

**25.** The principal Act is amended by inserting, immediately after section 70, the following Part:

### **“PART VA**

#### **PREVENTION OF MONEY LAUNDERING AND FINANCING OF TERRORISM**

##### **Interpretation of this Part**

**70A.**—(1) This Part relates to the measures which a legal practitioner or law practice shall take, when preparing for or carrying out any transaction concerning a relevant matter, to prevent the transaction from being used to facilitate either or both money laundering and the financing of terrorism.

(2) In this Part, unless the context otherwise requires —

“law practice” means a Singapore law practice, a Qualifying Foreign Law Practice, a licensed foreign law practice, the constituent foreign law practice of a Joint Law Venture, or a foreign law practice which is a member of a Formal Law Alliance, and includes a Joint Law Venture, a Formal Law Alliance and any branch or office outside Singapore of a Singapore law practice;

“legal practitioner” means any advocate and solicitor or foreign lawyer to whom this Part applies;

“relevant matter” means any of the following matters:

- (a) acquisition, divestment or any other dealing of any interest in real estate; 5
- (b) management of client’s moneys, securities or other assets, or of bank, savings or securities accounts;
- (c) creation, operation or management of any company, corporation, partnership, society, trust or other legal entity or legal arrangement; 10
- (d) acquisition, merger, sale or disposal of any company, corporation, partnership, sole proprietorship, business trust or other business entity;
- (e) any matter, in which a legal practitioner or law practice acts for a client, that is unusual in the ordinary course of business, having regard to — 15
  - (i) the complexity of the matter;
  - (ii) the quantum involved;
  - (iii) any apparent economic or lawful purpose of the matter; and 20
  - (iv) the business and risk profile of the client.

(3) In this Part, unless the context otherwise requires, a reference to this Part shall be construed to include a reference to any rules made under section 70H. 25

### **Prohibition against anonymous accounts**

**70B.** A legal practitioner or law practice shall not open or maintain any account for or hold and receive moneys from —

- (a) an anonymous source; or
- (b) a client with an obviously fictitious name. 30



### **Customer due diligence measures**

**70C.** A legal practitioner or law practice shall perform such customer due diligence measures as may be prescribed at such times as may be prescribed.

### **Suspicious transaction reporting**

**70D.** Where a legal practitioner or law practice knows or has reasonable grounds to suspect any matter referred to in section 39(1) of the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act (Cap. 65A), the legal practitioner or law practice shall, in accordance with section 39 of that Act, disclose the matter to —

- (a) a Suspicious Transaction Reporting Officer under that Act by way of a suspicious transaction report; or
- (b) an authorised officer under that Act.

### **Keeping of records**

**70E.—(1)** A legal practitioner shall maintain —

- (a) all documents and records relating to each relevant matter in which the legal practitioner has acted; and
- (b) all documents and records obtained by the legal practitioner through the customer due diligence measures performed under section 70C.

**(2)** A law practice shall maintain —

- (a) all documents and records relating to each relevant matter in which the law practice, or any legal practitioner in the law practice, has acted; and
- (b) all documents and records obtained by the law practice, or by any legal practitioner in the law practice, through the customer due diligence measures performed under section 70C.

**(3)** The documents and records referred to in subsections (1) and (2) shall be maintained for such periods as may be prescribed.

(4) For the purposes of subsection (3), different periods may be prescribed for different documents and records.

### **Powers of inspection by Council**

**70F.**—(1) In order to ascertain whether this Part is being complied with, the Council may, on its own motion or upon receiving any written complaint, require a legal practitioner or a sole proprietor, partner or director of a law practice to produce any document or provide any information or explanation to the Council or to any person appointed by the Council. 5

(2) Upon being required to produce any document, information or explanation, the legal practitioner or the sole proprietor, partner or director of the law practice shall provide to the Council, or to any person appointed by the Council under subsection (1), the document, information or explanation. 10

(3) A document that is in electronic form shall be produced in the form or format required by the Council or the person appointed by the Council under subsection (1). 15

(4) The Council, or the person appointed by the Council under subsection (1), may —

(a) retain the document provided and make and retain copies of the document; and 20

(b) record the information or explanation provided.

(5) The Council may —

(a) use the document, information or explanation obtained as a basis for proceedings under this Act; and 25

(b) disclose the document, information or explanation for all or any of the following purposes:

(i) an investigation of a criminal offence, and any subsequent criminal proceedings;

(ii) any disciplinary proceedings under section 70G(1) against a legal practitioner; 30

- (iii) any regulatory action under section 70G(2) against a law practice.

### **Contravention of this Part**

5 **70G.**—(1) Disciplinary proceedings may be taken against any legal practitioner who contravenes this Part.

(2) Such regulatory action as may be prescribed may be taken against any law practice which contravenes this Part.

### **Rules for prevention of money laundering and financing of terrorism**

10 **70H.**—(1) The Council may, with the approval of the Minister, make such rules as may be necessary or expedient for the purposes of this Part.

(2) Without prejudice to the generality of subsection (1), the Council may, with the approval of the Minister, make rules —

15 (a) to prescribe, for the purposes of the definition of “legal practitioner” in section 70A(2), the types of advocates and solicitors and foreign lawyers to whom this Part applies;

20 (b) to specify how a legal practitioner or law practice is to apply this Part;

(c) to specify the measures which a legal practitioner or law practice is to take when preparing for or carrying out any transaction concerning a relevant matter;

25 (d) to prescribe, for the purposes of section 70G(1), different types of disciplinary proceedings for different types of legal practitioners;

(e) to prescribe, for the purposes of section 70G(2), different types of regulatory actions for different types of law practices;

30 (f) to prescribe such transitional, savings or other consequential provisions as may be necessary or expedient for the purposes of this Part; and

- (g) to prescribe anything which may be prescribed under this Part.”.

### **Amendment of heading to Part VI**

**26.** Part VI of the principal Act is amended by deleting the words “OF SOLICITORS” in the Part heading. 5

### **Repeal and re-enactment of section 71**

**27.** Section 71 of the principal Act is repealed and the following section substituted therefor:

**“Professional Conduct Council and rules as to professional practice, etiquette, conduct and discipline, etc.** 10

**71.—**(1) For the purposes of this section, there shall be a Professional Conduct Council consisting of —

- (a) the Chief Justice, who shall be the Chairman of the Professional Conduct Council;
- (b) the Attorney-General; 15
- (c) the President of the Society;
- (d) a Judge of the Supreme Court appointed by the Chief Justice for such period as the Chief Justice may specify in writing;
- (e) the Presiding Judge of the Family Justice Courts; 20
- (f) the Presiding Judge of the State Courts;
- (g) at least one and not more than 3 advocates and solicitors, each of whom shall be appointed by the Chief Justice for such period as the Chief Justice may specify in writing;
- (h) at least one and not more than 3 foreign lawyers, each of whom is registered under section 36B, 36C or 36D and shall be appointed by the Chief Justice for such period as the Chief Justice may specify in writing; 25
- (i) not more than 2 other persons, each (if any) of whom may be appointed by the Chief Justice for such period as the Chief Justice may specify in writing; and 30

(j) a person appointed by the Minister for such period as the Minister may specify in writing.

(2) The Professional Conduct Council may make rules for regulating —

5 (a) the professional practice, etiquette, conduct and discipline of every regulated legal practitioner and every person admitted under section 15;

(b) the conduct and discipline of every regulated non-practitioner; and

10 (c) the management of every Singapore law practice, every Joint Law Venture, every Formal Law Alliance, every Qualifying Foreign Law Practice and every licensed foreign law practice.

(3) Without prejudice to the generality of subsection (2), the rules made under that subsection may —

15 (a) empower the Council to take such action as may be necessary to enable the Council to ascertain whether or not those rules are being complied with; and

20 (b) empower the Director of Legal Services to take such action as may be necessary to enable him to ascertain whether or not any rules made under subsection (2)(c) are being complied with.

(4) Upon an application made by any person or entity specified in the following paragraphs, the Professional Conduct Council may, in its discretion, exempt that person or entity from all or any, and from the whole or any part of any, of the requirements under the rules made under subsection (2), if the Professional Conduct Council is of the opinion that it is reasonable to do so:

(a) a regulated legal practitioner;

30 (b) a person admitted under section 15;

(c) a regulated non-practitioner;

(d) a Singapore law practice;

(e) a Joint Law Venture;

- (f) a Formal Law Alliance;
- (g) a Qualifying Foreign Law Practice;
- (h) a licensed foreign law practice.

(5) An exemption granted to a person or an entity under subsection (4) —

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- (a) may be subject to such conditions as the Professional Conduct Council may think fit to impose by notice in writing to the person or entity;
- (b) shall be notified in writing to the person or entity; and
- (c) need not be published in the *Gazette*.

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(6) The Professional Conduct Council may issue, in respect of any matter relating to the rules made under subsection (2), such practice directions, guidance notes and rulings as the Professional Conduct Council thinks appropriate.

(7) The rules made under subsection (2) shall, to the extent of any inconsistency, prevail over —

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- (a) any practice directions, guidance notes and rulings issued under subsection (6);
- (b) any rules made by the Council under section 59; and
- (c) any practice directions, guidance notes and rulings (relating to professional practice, etiquette, conduct and discipline) issued by the Council or the Society.

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(8) The practice directions, guidance notes and rulings issued under subsection (6) shall, to the extent of any inconsistency, prevail over any practice directions, guidance notes and rulings (relating to professional practice, etiquette, conduct and discipline) issued by the Council or the Society.

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(9) Except as provided under subsections (7) and (8), all practice directions, guidance notes and rulings (relating to professional practice, etiquette, conduct and discipline) issued by the Council or the Society that have not been revoked by the Council or the Society (as the case may be) shall continue in

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force until they are revoked by the Council or the Society (as the case may be).

5 (10) The Professional Conduct Council may appoint one or more committees for such purposes of this section as, in the opinion of the Professional Conduct Council, may be better regulated or managed by means of a committee.

(11) A committee appointed under subsection (10) may include persons who are not members of the Professional Conduct Council.

10 (12) The Professional Conduct Council may delegate all or any of its functions and powers under subsections (4), (5) and (6) to any committee appointed under subsection (10).

(13) Every committee appointed under subsection (10) shall report to the Professional Conduct Council.

15 (14) Disciplinary proceedings may be taken against any regulated legal practitioner, person admitted under section 15 or regulated non-practitioner who contravenes any rules made under subsection (2).

20 (15) The Director of Legal Services may exercise the following powers against the following entities:

- (a) the powers under section 133 against a law firm which contravenes any rules made under subsection (2)(c);
- (b) the powers under section 145 against a limited liability law partnership which contravenes any rules made under  
25 subsection (2)(c);
- (c) the powers under section 161 against a law corporation which contravenes any rules made under subsection (2)(c);
- (d) the powers under section 174 against a Joint Law  
30 Venture or Formal Law Alliance which contravenes any rules made under subsection (2)(c); and
- (e) the powers under section 175 against a Qualifying Foreign Law Practice or licensed foreign law practice

which contravenes any rules made under subsection (2)(c).”.

### **Amendment of section 72**

**28.** Section 72(2A) of the principal Act is amended by deleting the words “section 130W” in paragraph (a) and substituting the words “sections 36M and 184”.

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### **Amendment of section 74**

**29.** Section 74 of the principal Act is amended —

(a) by deleting the words “by the Attorney-General under section 130I” in subsection (2)(a) and substituting the words “under section 36B”;

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(b) by deleting the words “by the Attorney-General under section 130N” in subsection (2)(b) and substituting the words “under section 36E”; and

(c) by deleting the words “, after consulting the Attorney-General,” in subsection (3).

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### **Amendment of section 75**

**30.** Section 75 of the principal Act is amended —

(a) by deleting the words “prior to” in subsection (2) and substituting the words “when he makes”;

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(b) by deleting subsection (3A) and substituting the following subsection:

“(3A) Every foreign lawyer who —

(a) is registered under section 36B; or

(b) is granted an approval under section 176(1),

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shall, while his registration or approval continues in force, pay to the Society an annual contribution of such sum (not exceeding the amount applicable to solicitors under subsection (2)) as the Council may from time to time determine, and the Society shall pay that contribution to the Fund.”; and

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(c) by deleting paragraphs (a) and (b) of subsection (3B) and substituting the following paragraphs:

“(a) if he is registered under section 36B, in each year not later than 14 days after the date of issue of his foreign practitioner certificate; or

(b) if he is granted an approval under section 176(1), but is not registered under section 36B —

(i) not later than 14 days after the date of issue of a certificate of approval in respect of that approval; and

(ii) in each subsequent year, not later than the anniversary of the date of issue of that certificate of approval.”.

### **Amendment of section 75B**

**31.** Section 75B of the principal Act is amended —

(a) by deleting the words “by the Attorney-General under section 130N, on or after 19th September 2008” in subsection (2) and substituting the words “under section 36E”;

(b) by deleting the words “by the Attorney-General under section 130I, on or after the date of commencement of section 15 of the Legal Profession (Amendment) Act 2011” in subsection (2A) and substituting the words “under section 36B”; and

(c) by deleting the words “, after consulting the Attorney-General,” in subsection (3).

### **Amendment of section 75D**

**32.** Section 75D(1A) of the principal Act is amended by deleting the words “section 130W” and substituting the words “section 36M”.

### **Repeal of Parts VIA and VIB**

**33.** Parts VIA and VIB of the principal Act are repealed.

## Repeal and re-enactment of section 82B

34. Section 82B of the principal Act is repealed and the following section substituted therefor:

### “Disciplinary proceedings against regulated non-practitioners

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**82B.**—(1) Every regulated non-practitioner shall be subject to the control of the Supreme Court and shall be liable on due cause shown —

(a) to divest himself of any shares or equity interests he may have in a Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice within such time as the Director of Legal Services may specify;

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(b) to pay a penalty of not more than \$100,000;

(c) to be censured; or

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(d) to suffer the punishment referred to in paragraph (b) in addition to the punishment referred to in paragraph (a) or (c).

(2) Such due cause may be shown by proof that the regulated non-practitioner —

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(a) has been convicted of a criminal offence, implying a defect of character which makes him unfit to be a regulated non-practitioner;

(b) has been guilty of any of the following:

(i) fraudulent or grossly improper conduct —

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(A) in the discharge of his duty as a director or partner in any Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice; or

(B) as a shareholder in, or an individual who shares in the profits of, any Singapore law practice, Joint Law Venture, Qualifying

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Foreign Law Practice or licensed foreign law practice;

5 (ii) such a breach of any of the following as amounts to improper conduct as a director, partner or shareholder in, or as an individual who shares in the profits of, any Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice:

10 (A) any usage or rule of conduct made by the Professional Conduct Council under section 71;

(B) Part VA or any rules made under section 70H;

(C) any rules made under section 36M(2)(r);

15 (iii) in the case of a regulated non-practitioner who is a director, partner or shareholder in, or who shares in the profits of, any Singapore law practice, any misconduct which would have been unbecoming an advocate and solicitor as an officer of the Supreme Court or as a member of an honourable profession, if an advocate and solicitor had been guilty of that misconduct;

20 (iv) in the case of a regulated non-practitioner who is a director, partner or shareholder in, or who shares in the profits of, any Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice, any misconduct which would have been unbecoming a regulated foreign lawyer as a member of an honourable profession, if a regulated foreign lawyer had been guilty of that misconduct;

25 (c) has been adjudicated bankrupt and has been guilty of any of the acts or omissions mentioned in section 124(5)(a), (b), (c), (d), (e), (f), (h), (i), (k), (l) or (m) of the Bankruptcy Act (Cap. 20);

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(d) carries on by himself or any person in his employment any trade, business or calling that detracts from the profession of law or is in any way incompatible with it, or is employed in any such trade, business or calling; or

(e) has contravened any of the provisions of this Act in relation thereto if such contravention warrants disciplinary action.

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(3) Sections 85 to 99 and 103 to 106 shall apply, with the necessary modifications, to a regulated non-practitioner who is a director, partner or shareholder in, or who shares in the profits of, any Singapore law practice, as they apply to an advocate and solicitor, and for the purposes of such application —

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(a) any reference to section 83 shall be read as a reference to this section; and

(b) any reference to an order that an advocate and solicitor be struck off the roll or suspended from practice for a period not exceeding 5 years shall be read as a reference to an order that the regulated non-practitioner divest himself of any shares or equity interests he may have in the Singapore law practice within such time as the Director of Legal Services may specify.

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(4) Sections 85 to 99 and 103 to 106 shall apply, with the necessary modifications, to a regulated non-practitioner who is a director, partner or shareholder in, or who shares in the profits of, any Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice, as they apply to a regulated foreign lawyer, and for the purposes of such application —

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(a) any reference to section 83A shall be read as a reference to this section; and

(b) any reference to an order that a regulated foreign lawyer have his registration under section 36B, 36C or 36D cancelled or suspended, or have his approval under section 176(1) cancelled or suspended, as the case may be, shall be read as a reference to an order that the regulated non-practitioner divest himself of any shares

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or equity interests he may have in the Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice within such time as the Director of Legal Services may specify.

5 (5) In any proceedings instituted under this section against a regulated non-practitioner, the court may in addition to the facts of the case take into account his past conduct in order to determine what order should be made.

10 (6) In any proceedings instituted under this section against a regulated non-practitioner consequent upon his conviction for a criminal offence, an Inquiry Committee, a Disciplinary Tribunal and a court of 3 Judges of the Supreme Court referred to in section 98 shall accept his conviction as final and conclusive.

15 (7) Where a court of 3 Judges of the Supreme Court referred to in section 98 orders a regulated non-practitioner to divest himself of any shares or equity interests he may have in a Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice within such time as the Director of Legal Services may specify, the Director of Legal Services —

20 (a) shall enforce that order; and

(b) may give the regulated non-practitioner such further directions as the Director of Legal Services thinks proper for the purpose of giving effect to that order.”.

### **Amendment of section 83**

25 **35.** Section 83 of the principal Act is amended —

(a) by deleting paragraph (b) of subsection (2) and substituting the following paragraph:

30 “(b) has been guilty of fraudulent or grossly improper conduct in the discharge of his professional duty or guilty of such a breach of any of the following as amounts to improper conduct or practice as an advocate and solicitor:

(i) any usage or rule of conduct made by the Professional Conduct Council under

section 71 or by the Council under the provisions of this Act;

(ii) Part VA or any rules made under section 70H;

(iii) any rules made under section 36M(2)(r);”;

(b) by deleting the words “by the Attorney-General under section 130I” in subsection (2)(d) and (e) and substituting in each case the words “under section 36B”;

(c) by deleting the word “country” in subsection (2)(k) and substituting the word “jurisdiction”; and

(d) by inserting, immediately after subsection (2), the following subsection:

“(2A) Every person admitted under section 15 shall, with the necessary modifications, be subject to the same jurisdiction as can be exercised over advocates and solicitors under this Part, except that —

(a) in lieu of any order that he be struck off the roll, either or both of the following orders may be made:

(i) an order terminating his privilege to practise as an advocate and solicitor for the purpose of each case for which he is admitted under section 15;

(ii) an order prohibiting him from applying to be admitted under section 15, either indefinitely or until after a date specified in the order;

(b) in lieu of any order that he be suspended, an order may be made suspending his privilege to practise as an advocate and solicitor for the purpose of each case for which he is admitted under section 15, either indefinitely or until after a date specified in the order;

(c) any reference to a punishment referred to in section 83(1)(b) or 98(1)(a)(ii) shall be construed as a reference to a suspension of the privilege to practise as an advocate and solicitor referred to in paragraph (b); and

(d) the court of 3 Judges may also direct the Registrar to inform either or both of the following of the decision of the court of 3 Judges:

(i) the foreign authority having the function conferred by law of authorising or registering persons to practise law in the state or territory in which the person admitted under section 15 is duly authorised or registered to practise law;

(ii) any relevant professional disciplinary body of the state or territory in which the person admitted under section 15 is duly authorised or registered to practise law.”.

### **New section 83A**

**36.** The principal Act is amended by inserting, immediately after section 83, the following section:

#### **“Power to discipline regulated foreign lawyers**

**83A.**—(1) Every regulated foreign lawyer shall be subject to the control of the Supreme Court and shall be liable on due cause shown —

(a) to have his registration under section 36B, 36C or 36D cancelled or suspended (for such period as the court may think fit), to have his registration under section 36P (if any) cancelled or suspended (for such period as the court may think fit), or to have his approval under section 176(1) cancelled or suspended (for such

period, not exceeding 5 years, as the court may think fit),  
as the case may be;

(b) to pay a penalty of not more than \$100,000;

(c) to be censured; or

(d) to suffer the punishment referred to in paragraph (b) in 5  
addition to the punishment referred to in paragraph (a)  
or (c).

(2) Such due cause may be shown by proof that the regulated  
foreign lawyer —

(a) has been convicted of a criminal offence, implying a 10  
defect of character which makes him unfit for his  
profession;

(b) has been guilty of fraudulent or grossly improper 15  
conduct in the discharge of his professional duty or  
guilty of such a breach of any of the following as  
amounts to improper conduct or practice as a regulated  
foreign lawyer:

(i) any usage or rule of conduct made by the  
Professional Conduct Council under section 71;

(ii) Part VA or any rules made under section 70H; 20

(iii) any rules made under section 36M(2)(r);

(c) has been adjudicated bankrupt and has been guilty of any 25  
of the acts or omissions mentioned in section 124(5)(a),  
(b), (c), (d), (e), (f), (h), (i), (k), (l) or (m) of the  
Bankruptcy Act (Cap. 20);

(d) has tendered or given or consented to retention, out of 30  
any fee payable to him for his services, of any  
gratification for having procured the employment in  
any legal business of himself, of any advocate and  
solicitor or, in relation only to the practice of Singapore  
law, of any foreign lawyer registered under section 36B;

(e) has, directly or indirectly, procured or attempted to  
procure the employment of himself, of any advocate and



solicitor or, in relation only to the practice of Singapore law, of any foreign lawyer registered under section 36B through or by the instruction of any person to whom any remuneration for obtaining such employment has been given by him or agreed or promised to be so given;

(f) has accepted employment in any legal business through a person who has been proclaimed a tout under any written law relating thereto;

(g) has been guilty of such misconduct unbefitting a regulated foreign lawyer as a member of an honourable profession;

(h) carries on by himself or any person in his employment any trade, business or calling that detracts from the profession of law or is in any way incompatible with it, or is employed in any such trade, business or calling;

(i) has contravened any of the provisions of this Act in relation thereto if such contravention warrants disciplinary action; or

(j) has been disbarred, struck off, suspended, ordered to pay a penalty, censured or reprimanded in his capacity as a legal practitioner by whatever name called in any other jurisdiction.

(3) In any proceedings instituted under this Part against a regulated foreign lawyer, the court may in addition to the facts of the case take into account his past conduct in order to determine what order should be made.

(4) In any proceedings instituted under this Part against a regulated foreign lawyer consequent upon his conviction for a criminal offence, an Inquiry Committee, a Disciplinary Tribunal and a court of 3 Judges of the Supreme Court referred to in section 98 shall accept his conviction as final and conclusive.

(5) Subject to subsection (6), sections 36S, 36T and 36U shall not apply to a regulated foreign lawyer who is registered under section 36P.

(6) Where any complaint of the conduct of a foreign lawyer who is registered under section 36P is made in accordance with section 36S(2) before the foreign lawyer becomes a regulated foreign lawyer, then —

- (a) sections 36S, 36T and 36U shall continue to apply to the foreign lawyer in respect of that complaint; 5
- (b) this Part shall not apply to the foreign lawyer in respect of that complaint; and
- (c) unless that complaint is withdrawn or deemed to be withdrawn, this Part shall not apply to the foreign lawyer in respect of any other complaint relating to the same subject-matter as that complaint.” 10

#### **Amendment of section 84**

**37.** Section 84 of the principal Act is amended —

- (a) by inserting, immediately after the words “advocates and solicitors (whether in practice or not)” in subsection (1), the words “, regulated foreign lawyers”; and 15
- (b) by inserting, immediately after the words “advocate and solicitor” in subsection (2), the words “or a regulated foreign lawyer”. 20

#### **Amendment of section 85**

**38.** Section 85 of the principal Act is amended —

- (a) by deleting the words “an advocate and solicitor” in subsections (1), (2), (4), (4A), (4B), (4C)(a) and (b) and (5) and substituting in each case the words “a regulated legal practitioner”; 25
- (b) by deleting the words “the advocate and solicitor” in subsections (1)(b)(i), (4A)(b), (4B)(b) and (5) and substituting in each case the words “the regulated legal practitioner”; 30
- (c) by inserting, immediately after the words “Judge of the Supreme Court,” in subsection (3), the words “Judicial

Commissioner of the Supreme Court, Senior Judge of the Supreme Court or International Judge of the Supreme Court,”;

- 5 (d) by deleting the words “Attorney-General or” wherever they appear in subsection (3) and substituting in each case the words “Attorney-General, the Director of Legal Services or”;
- (e) by deleting the words “an advocate and solicitor” in subsection (3) and substituting the words “a regulated legal practitioner”;
- 10 (f) by inserting, immediately after the words “the Judge,” in subsection (3)(b), the words “Judicial Commissioner, Senior Judge or International Judge,”;
- (g) by deleting subsections (3A) and (3B);
- 15 (h) by deleting the words “advocate and solicitor” in subsections (4D)(b)(i)(A) and (B), (4E), (7), (9)(b) and (11) and substituting in each case the words “regulated legal practitioner”;
- (i) by inserting, immediately after the words “it has done so” in subsection (5), the words “and shall furnish him a copy of the complaint or information”;
- 20 (j) by deleting the words “of an advocate and solicitor” in subsections (6) and (10) and substituting in each case the words “of a regulated legal practitioner”;
- (k) by deleting paragraph (b) of subsection (6) and substituting the following paragraph:
- 25 “(b) such of the following as may be applicable:
- (i) a Legal Service Officer who has not less than 10 years’ experience, if the regulated legal practitioner is an advocate and solicitor; or
- 30 (ii) a member of the Inquiry Panel who is a regulated foreign lawyer of not less than 10 years’ standing, if the regulated legal

practitioner is a regulated foreign lawyer,”;

(l) by deleting paragraph (b) of subsection (10) and substituting the following paragraph:

“(b) a member of the Inquiry Panel who is —

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(i) an advocate and solicitor, if the regulated legal practitioner is an advocate and solicitor; or

(ii) a regulated foreign lawyer, if the regulated legal practitioner is a regulated foreign lawyer,”; and

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(m) by deleting the words “advocates and solicitors” in the section heading and substituting the words “regulated legal practitioners”.

#### **Amendment of section 86**

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**39.** Section 86 of the principal Act is amended —

(a) by deleting the words “an advocate and solicitor” in subsections (1) and (6) and substituting in each case the words “a regulated legal practitioner”;

(b) by deleting the words “the advocate and solicitor” in subsections (1)(a) and (6)(a) and (c) and substituting in each case the words “the regulated legal practitioner”; and

20

(c) by deleting the words “advocate and solicitor” in subsections (7)(a) and (b)(i) and (ii), (8), (9) and (12)(c) and substituting in each case the words “regulated legal practitioner”.

25

#### **Amendment of section 87**

**40.** Section 87 of the principal Act is amended by deleting the words “advocate and solicitor” wherever they appear in subsections (1)(b), (3)(a) and (b) and (4) and substituting in each case the words “regulated legal practitioner”.

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### **Amendment of section 88**

**41.** Section 88 of the principal Act is amended —

- (a) by deleting the words “advocate and solicitor” in subsections (1) and (5) and substituting in each case the words “regulated legal practitioner”;
- (b) by deleting the words “an advocate and solicitor” wherever they appear in subsections (3) and (4)(b) and substituting in each case the words “a regulated legal practitioner”; and
- (c) by deleting the words “the advocate and solicitor” in subsection (4) and substituting the words “the regulated legal practitioner”.

### **Amendment of section 89**

**42.** Section 89 of the principal Act is amended —

- (a) by deleting the words “an advocate and solicitor” in subsections (2), (3) and (4) and substituting in each case the words “a regulated legal practitioner”; and
- (b) by deleting the words “the advocate and solicitor” wherever they appear in subsections (3) and (4) and substituting in each case the words “the regulated legal practitioner”.

### **Amendment of section 90**

**43.** Section 90 of the principal Act is amended —

- (a) by inserting, immediately after the word “Judge” in subsection (1)(a), the words “of the Supreme Court”;
- (b) by deleting paragraph (b) of subsection (1) and substituting the following paragraph:

“(b) such of the following as may be applicable:

- (i) an advocate and solicitor of not less than 12 years’ standing, in the case of a Disciplinary Tribunal appointed to hear and investigate any matter against an advocate and solicitor; or

(ii) a regulated foreign lawyer of not less than 12 years' standing, in the case of a Disciplinary Tribunal appointed to hear and investigate any matter against a regulated foreign lawyer.”; and

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(c) by deleting the word “solicitor” in subsection (4)(b)(i)(B) and substituting the words “regulated legal practitioner”.

### **Amendment of section 91**

44. Section 91(2) of the principal Act is amended by deleting the word “solicitor” in paragraph (b) and substituting the words “regulated legal practitioner”.

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### **Amendment of section 92**

45. Section 92 of the principal Act is amended —

(a) by inserting, immediately after the words “Judge of the Supreme Court”, the words “, Judicial Commissioner of the Supreme Court, Senior Judge of the Supreme Court or International Judge of the Supreme Court”;

15

(b) by deleting the words “an advocate and solicitor” and substituting the words “a regulated legal practitioner”; and

(c) by inserting, immediately after the word “Judge” in the section heading, the word “, etc.,”.

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### **Amendment of section 93**

46. Section 93 of the principal Act is amended —

(a) by deleting the words “section 83” in subsection (1)(a) and substituting the words “section 83 or 83A (as the case may be)”;

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(b) by deleting the words “that section” in subsection (1)(b) and (c) and substituting in each case the words “section 83 or 83A (as the case may be)”;

(c) by deleting the words “advocate and solicitor” in subsections (1)(b) and (4)(b) and substituting in each case the words “regulated legal practitioner”.

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### **Amendment of section 94**

47. Section 94 of the principal Act is amended —

- 5           (a) by deleting the words “section 83” in subsections (1), (2) and (3) and substituting in each case the words “section 83 or 83A (as the case may be)”; and
- (b) by deleting the words “advocate and solicitor” wherever they appear in subsections (3) and (4) and substituting in each case the words “regulated legal practitioner”.

### **Amendment of section 94A**

10       48. Section 94A of the principal Act is amended by deleting the words “an advocate and solicitor” in subsections (1) and (1A) and substituting in each case the words “a regulated legal practitioner”.

### **Amendment of section 95**

49. Section 95 of the principal Act is amended —

- 15           (a) by deleting the words “advocate and solicitor” in subsection (1) and substituting the words “regulated legal practitioner”;
- (b) by deleting the words “an advocate and solicitor” in subsection (4) and substituting the words “a regulated legal practitioner”; and
- 20           (c) by deleting the words “the advocate and solicitor” in subsection (4) and substituting the words “the regulated legal practitioner”.

### **Amendment of section 96**

25       50. Section 96(1) of the principal Act is amended by deleting the words “advocate and solicitor” in paragraph (b) and substituting the words “regulated legal practitioner”.

### **Amendment of section 97**

30       51. Section 97 of the principal Act is amended by deleting the words “advocate and solicitor” in subsections (1) and (2)(b)(ii) and substituting in each case the words “regulated legal practitioner”.

## Amendment of section 98

52. Section 98 of the principal Act is amended —

(a) by deleting subsection (1) and substituting the following subsection:

“(1) Each of the following applications shall be made by originating summons: 5

(a) an application for an order that an advocate and solicitor —

(i) be struck off the roll;

(ii) be suspended from practice for a period not exceeding 5 years; 10

(iii) pay a penalty of not more than \$100,000;

(iv) be censured; or

(v) suffer the punishment referred to in sub-paragraph (iii) in addition to the punishment referred to in sub-paragraph (ii) or (iv); 15

(b) an application for an order that a regulated foreign lawyer —

(i) have his registration under section 36B, 36C or 36D cancelled or suspended (for such period as the court may think fit), have his registration under section 36P (if any) cancelled or suspended (for such period as the court may think fit), or have his approval under section 176(1) cancelled or suspended (for such period, not exceeding 5 years, as the court may think fit), as the case may be; 20

(ii) pay a penalty of not more than \$100,000; 25

(iii) be censured; or 30



(iv) suffer the punishment referred to in sub-paragraph (ii) in addition to the punishment referred to in sub-paragraph (i) or (iii);

5 (c) an application for an order that an advocate and solicitor or a regulated foreign lawyer be required to answer allegations contained in an affidavit.”;

10 (b) by deleting the word “solicitor” in subsections (2), (3), (4) and (6) and substituting in each case the words “advocate and solicitor or regulated foreign lawyer”;

(c) by deleting the word “and” at the end of subsection (8)(a);

(d) by deleting the full-stop at the end of subsection (8)(b)(ii) and substituting the word “; and”;

15 (e) by inserting, immediately after paragraph (b) of subsection (8), the following paragraph:

20 “(c) in the case of a regulated foreign lawyer, may direct the Registrar to inform either or both of the following of the decision of the court of 3 Judges:

25 (i) the foreign authority having the function conferred by law of authorising or registering persons to practise law in the state or territory in which the regulated foreign lawyer is duly authorised or registered to practise law;

30 (ii) any relevant professional disciplinary body of the state or territory in which the regulated foreign lawyer is duly authorised or registered to practise law.”; and

(f) by inserting, immediately after subsection (9), the following subsection:

“(9A) Where a regulated foreign lawyer’s registration under section 36P has been cancelled pursuant to an order of the court of 3 Judges —

- (a) in any case where the order prohibits the regulated foreign lawyer from reapplying for registration under section 36P until after a date specified in the order, the regulated foreign lawyer shall be prohibited from reapplying for such registration until after that date; or 5
- (b) in any other case, the regulated foreign lawyer shall be permanently prohibited from reapplying for registration under section 36P.”. 10

#### **Amendment of section 98A**

**53.** Section 98A of the principal Act is amended by deleting subsection (2) and substituting the following subsection: 15

“(2) Where the court has ordered a regulated legal practitioner to pay a penalty under section 98, the regulated legal practitioner shall pay the penalty to the Registrar of the Supreme Court.”.

#### **Amendment of section 103**

**54.** Section 103(4) of the principal Act is amended by deleting the word “solicitor” wherever it appears and substituting in each case the words “regulated legal practitioner”. 20

#### **Amendment of section 106A**

**55.** Section 106A of the principal Act is amended —

- (a) by deleting the word “or” at the end of paragraph (b)(i); and 25
- (b) by deleting sub-paragraph (ii) of paragraph (b) and substituting the following sub-paragraphs:
  - “(ii) a foreign lawyer registered under section 36B; or
  - (iii) a solicitor registered under section 36E.”. 30

### **Amendment of section 108**

**56.** Section 108 of the principal Act is amended by deleting subsection (6) and substituting the following subsection:

5 “(6) Every order made under this section shall be presented to Parliament as soon as possible after publication in the *Gazette*.”.

### **Amendment of section 116**

**57.** Section 116(2) of the principal Act is amended —

(a) by deleting the word “or” at the end of paragraph (b)(i); and

10 (b) by deleting sub-paragraph (ii) of paragraph (b) and substituting the following sub-paragraphs:

“(ii) a foreign lawyer registered under section 36B; or

(iii) a solicitor registered under section 36E.”.

### **Repeal and re-enactment of Part IXA**

15 **58.** Part IXA of the principal Act is repealed and the following Part substituted therefor:

“PART IXA

LAW PRACTICE ENTITIES

*Division 1 — Law Firms*

#### **20 Licensing of law firms**

**131.**—(1) A solicitor who wishes to practise on his own account, or to have a partnership (not being a limited liability partnership) licensed as a law firm, shall apply to the Director of Legal Services for —

25 (a) the issue of a law firm licence to his practice or the partnership (as the case may be); and

(b) the approval of the name or proposed name of his practice or the partnership (as the case may be).

(2) An application under subsection (1) shall be made in accordance with rules made under section 136.

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(3) Subject to the provisions of this Division, the Director of Legal Services may, on receiving an application under subsection (1), issue a law firm licence to the solicitor's practice or the partnership (as the case may be), if the practice or the partnership (as the case may be) satisfies such requirements as may be prescribed. 5

(4) Every law firm licence issued under subsection (3) shall be subject to —

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case. 10

(5) The Director of Legal Services shall not issue a law firm licence to a solicitor's practice or a partnership before the practice or the partnership (as the case may be) is registered under the Business Registration Act (Cap. 32) or the Business Names Registration Act 2014 (whichever is in force). 15

(6) A law firm shall pay to the Director of Legal Services such licence fee at such times and in such manner as may be prescribed.

(7) Every practice of a solicitor who practises on his own account, and every firm of solicitors, which exists immediately before the prescribed date shall be deemed to be licensed under this section, subject to the conditions referred to in subsection (4)(a) and such conditions as the Director of Legal Services may think fit to impose in any particular case, with effect from that date. 20 25

(8) The Society may transfer to the Director of Legal Services the particulars of any practice or firm referred to in subsection (7), and the Director of Legal Services may, upon receiving those particulars, issue a law firm licence to that practice or firm, without any action on the part of that practice or firm. 30

### **Name of law firm**

5       **132.**—(1) The Director of Legal Services shall not approve the name or proposed name of a law firm if in his opinion that name or proposed name fails to satisfy such criteria as may be prescribed by rules made under section 136.

(2) No name of a law firm may be changed without the prior approval in writing of the Director of Legal Services.

10       (3) Notwithstanding anything in this section, where the Director of Legal Services is satisfied that the name of a law firm has been approved (whether through inadvertence or otherwise and whether originally or by change of name) in contravention of subsection (1) —

15           (a) the Director of Legal Services may direct that the name of the law firm be changed; and

          (b) the sole proprietor or partners of the law firm shall comply with that direction within 6 weeks after the date of the direction or such longer period as the Director of Legal Services may allow.

### **Regulatory control over law firm**

20       **133.**—(1) The Director of Legal Services may, by notice in writing to a law firm, do any of the following things, if the Director of Legal Services is satisfied that there is sufficient reason for doing so:

25           (a) suspend or revoke the law firm licence which was issued to the law firm;

          (b) order the law firm to pay a penalty of not more than \$100,000;

          (c) give a warning to the law firm.

30       (2) Without prejudice to the generality of subsection (1), the Director of Legal Services may, by notice in writing to a law firm, do any thing referred to in subsection (1)(a), (b) or (c), if —

- (a) the law firm contravenes Part VA or any rules made under section 70H, or fails to comply with any requirement under this Division;
- (b) the law firm fails to comply with any condition subject to which its law firm licence was issued; or
- (c) the Director of Legal Services is satisfied that it is in the public interest to do so.

5

(3) Before doing under subsection (1) or (2) any thing referred to in subsection (1)(a), (b) or (c), the Director of Legal Services shall give the law firm not less than 14 days after the date of the notice to make representations in writing.

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### **Appeal against decision of Director of Legal Services under this Division**

**134.**—(1) Any person who is aggrieved by a decision of the Director of Legal Services under this Division may, within the prescribed period, appeal to the Minister in the prescribed manner.

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(2) A person making an appeal under subsection (1) must comply with any rules made under section 136 for the purposes of this section.

20

(3) In determining an appeal under this section, the Minister may —

- (a) confirm, vary or reverse the decision of the Director of Legal Services; or
- (b) direct the Director of Legal Services to reconsider that decision.

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### **Register of law firms**

**135.**—(1) The Director of Legal Services is required —

- (a) to keep a register of all law firms licensed under section 131 in such form and manner as the Director of Legal Services thinks fit and to have custody of the register and all documents relating to it; and

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(b) to allow any person to inspect the register in such manner as the Director of Legal Services thinks fit.

(2) The Director of Legal Services is required to enter in the register of law firms the name of every law firm licensed under section 131.

(3) Where a law firm has ceased providing legal services or has been wound up —

(a) the law firm licence which was issued to the law firm shall lapse; and

(b) the Director of Legal Services may cancel the registration of the law firm.

(4) In this section, “legal services” means the legal services which an advocate and solicitor who has in force a practising certificate can perform under this Act.

### **Rules on law firms**

**136.**—(1) The Minister may make rules for the purposes of this Division.

(2) Without prejudice to the generality of subsection (1), any rules made under that subsection may —

(a) prescribe anything which may be prescribed under this Division;

(b) provide for restrictions to be imposed on persons or classes of persons who may be partners in a law firm;

(c) provide for the payment of fees (including administrative fees and processing fees) and other charges for applications made under this Division or any rules made under this Division, and for related matters;

(d) provide for the suspension, revocation or lapsing of any law firm licence;

(e) provide for the keeping of accounts by a law firm and for the matters set out in section 72;

- (f) exempt any person or entity or any class of persons or entities from, or modify the application in relation to any person or entity or any class of persons or entities of, any provision of this Division; and
- (g) prescribe such transitional, savings, incidental, consequential or supplementary provisions as may be necessary or expedient. 5

*Division 2 — Limited Liability Law Partnerships*

**Interpretation of this Division**

- 137.** In this Division, unless the context otherwise requires — 10
- “legal services” means the legal services which a solicitor can lawfully perform under this Act;
  - “limited liability partnership agreement”, “manager” and “officer” have the same meanings as are assigned to them in the Limited Liability Partnerships Act (Cap. 163A). 15

**Licensing of limited liability law partnerships**

**138.—(1)** A solicitor who wishes to have a limited liability partnership or a proposed limited liability partnership licensed as a limited liability law partnership shall apply to the Director of Legal Services for — 20

- (a) the issue of a limited liability law partnership licence to the limited liability partnership or proposed limited liability partnership; and
- (b) the approval of the name or proposed name of the limited liability law partnership. 25

(2) An application under subsection (1) shall be made in accordance with rules made under section 150.

(3) Subject to the provisions of this Division, the Director of Legal Services may, on receiving an application under subsection (1), issue a limited liability law partnership licence to the limited liability partnership or proposed limited liability 30



partnership, if the limited liability partnership or proposed limited liability partnership satisfies such requirements as may be prescribed.

5 (4) Every limited liability law partnership licence issued under subsection (3) shall be subject to —

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

10 (5) If the Director of Legal Services issues a limited liability law partnership licence to a proposed limited liability partnership, the licence shall not be in force until the limited liability partnership is registered under the Limited Liability Partnerships Act (Cap. 163A).

15 (6) A limited liability law partnership shall pay to the Director of Legal Services such licence fee at such times and in such manner as may be prescribed.

20 (7) Every limited liability partnership which was approved as a limited liability law partnership, under the repealed section 81Q as in force immediately before the prescribed date, and which continued to exist as such limited liability law partnership immediately before that date shall be deemed to be licensed under this section, subject to the conditions referred to in subsection (4)(a) and such conditions as the Director of Legal Services may think fit to impose in any particular case, with  
25 effect from that date.

30 (8) The Society may transfer to the Director of Legal Services the particulars of and any documents relating to any limited liability partnership referred to in subsection (7), and the Director of Legal Services may, upon receiving those particulars and documents, issue a limited liability law partnership licence to that limited liability partnership, without any action on the part of that limited liability partnership.

35 (9) With effect from the prescribed date, any application which was made before that date under the repealed section 81Q(1) as in force immediately before that date, and which is pending

immediately before that date, shall be deemed to be an application under subsection (1).

(10) The Society may transfer to the Director of Legal Services the particulars of and any documents relating to any application referred to in subsection (9). 5

### **Name of limited liability law partnership**

**139.**—(1) The Director of Legal Services shall not approve the name or proposed name of a limited liability law partnership if in his opinion that name or proposed name fails to satisfy such criteria as may be prescribed by rules made under section 150. 10

(2) The partners of a limited liability law partnership shall ensure that every invoice or official correspondence of the limited liability law partnership bears the statement that it is incorporated with limited liability.

(3) No name of a limited liability law partnership may be changed without the prior approval in writing of the Director of Legal Services. 15

(4) Notwithstanding anything in this section or the Limited Liability Partnerships Act (Cap. 163A), where the Director of Legal Services is satisfied that the name of a limited liability law partnership has been approved (whether through inadvertence or otherwise and whether originally or by change of name) in contravention of subsection (1) — 20

(a) the Director of Legal Services may direct the limited liability law partnership to change its name; and 25

(b) the limited liability law partnership shall comply with that direction within 6 weeks after the date of the direction or such longer period as the Director of Legal Services may allow.

### **Effect of becoming limited liability law partnership**

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**140.**—(1) A limited liability law partnership is authorised to do anything that a solicitor can do by law and is required to do all that a solicitor is required to do by law.

(2) Subsection (1) shall not apply to the doing of anything that can only be done by a solicitor as a natural person.

(3) A regulated legal practitioner 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 regulated legal practitioner in a law firm.

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

### **Relationship between client and limited liability law partnership**

**141.**—(1) A limited liability law partnership shall have the same rights and shall be subject to the same fiduciary, confidential and ethical requirements with respect to each client of the limited liability law partnership that exist at law with respect to a solicitor and his client.

(2) Solicitor-client privilege exists between a limited liability law partnership and a client of the limited liability law partnership in the same way as it exists between a solicitor and his client and extends to every regulated legal practitioner who is a partner, an officer or an employee of the limited liability law partnership.

(3) Sections 128 to 131 of the Evidence Act (Cap. 97) on professional communications shall apply to a limited liability law partnership, its partners, its officers and its employees as it applies to a solicitor.

### **Professional misconduct**

**142.**—(1) An act or omission of a regulated legal practitioner may constitute unsatisfactory professional conduct or professional misconduct even though it is only done or occurs

while the regulated legal practitioner provides legal services through a limited liability law partnership.

(2) Where the business of a limited liability law partnership is conducted in a manner unbefitting an honourable profession, and such conduct cannot be attributed to the act or omission of any particular individual (being a solicitor, a regulated foreign lawyer or a regulated non-practitioner) whose identity is known —

(a) each partner of the limited liability law partnership who is a solicitor shall be liable (or, if there are 2 or more such partners, shall be jointly liable with every other such partner) to such disciplinary proceedings under this Act as are applicable to a solicitor;

(b) each partner of the limited liability law partnership who is a regulated foreign lawyer shall be liable (or, if there are 2 or more such partners, shall be jointly liable with every other such partner) to such disciplinary proceedings under this Act as are applicable to a regulated foreign lawyer; and

(c) each partner of the limited liability law partnership who is a regulated non-practitioner shall be liable (or, if there are 2 or more such partners, shall be jointly liable with every other such partner) to such disciplinary proceedings under this Act as are applicable to a regulated non-practitioner.

(3) Except with the prior approval of the Director of Legal Services or in circumstances prescribed in any rules made under section 150, a partner or an employee of a limited liability law partnership who is a solicitor (whether or not he has in force a practising certificate) shall not —

(a) hold shares in any law corporation;

(b) be a director, a consultant or an employee of any law corporation;

(c) be a partner, a consultant or an employee of any law firm or any other limited liability law partnership; or

(d) practise as a solicitor on his own account.

(4) Subsection (3) shall not prevent a locum solicitor engaged by a limited liability law partnership from concurrently practising as a locum solicitor in another limited liability law partnership or any law firm or law corporation.

(5) Except with the prior approval of the Director of Legal Services or in circumstances prescribed in any rules made under section 150 —

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

(i) hold shares in any law corporation;

(ii) be a director, a consultant or an employee of any law corporation; or

(iii) be a partner, a consultant or an employee of any law firm or any other limited liability law partnership; and

(b) a partner or an employee of a limited liability law partnership who is a regulated non-practitioner shall not —

(i) hold shares in any law corporation;

(ii) be a director or an employee of any law corporation; or

(iii) be a partner or an employee of any law firm or any other limited liability law partnership.

### **Effect of disciplinary action**

**143.** An individual shall not be a manager of a limited liability law partnership if —

(a) he has been suspended from practice or struck off the roll pursuant to such disciplinary proceedings under this Act as are applicable to a solicitor;

- (b) his registration under section 36B, 36C or 36D has been cancelled or suspended, or his approval under section 176(1) has been cancelled or suspended, pursuant to such disciplinary proceedings under this Act as are applicable to a regulated foreign lawyer; or 5
- (c) he has been ordered to divest himself of any shares or equity interests he may have in a Singapore law practice pursuant to such disciplinary proceedings under this Act as are applicable to a regulated non-practitioner.

**Additional grounds for winding up limited liability law partnership** 10

**144.**—(1) A limited liability law partnership may be wound up under the Limited Liability Partnerships Act (Cap. 163A) on any of the following grounds:

- (a) the limited liability law partnership ceases to satisfy the requirements of this Act or the rules made under section 150 relating to a limited liability law partnership; 15
- (b) the business of the limited liability law partnership has been conducted in a manner unbecoming the profession.

(2) The grounds for winding up referred to in subsection (1) are additional to those prescribed by the Limited Liability Partnerships Act. 20

(3) An application to wind up a limited liability law partnership on a ground specified in subsection (1) may be made only by the Attorney-General or the Council. 25

**Regulatory control over limited liability law partnership**

**145.**—(1) The Director of Legal Services may, by notice in writing to a limited liability law partnership, do any of the following things, if the Director of Legal Services is satisfied that there is sufficient reason for doing so: 30

- (a) suspend or revoke the limited liability law partnership licence which was issued to the limited liability law partnership;

(b) order the limited liability law partnership to pay a penalty of not more than \$100,000;

(c) give a warning to the limited liability law partnership.

(2) Without prejudice to the generality of subsection (1), the Director of Legal Services may, by notice in writing to a limited liability law partnership, do any thing referred to in subsection (1)(a), (b) or (c), if —

(a) the limited liability law partnership contravenes Part VA or any rules made under section 70H, or fails to comply with any requirement under this Division;

(b) the limited liability law partnership fails to comply with any condition subject to which its limited liability law partnership licence was issued; or

(c) the Director of Legal Services is satisfied that it is in the public interest to do so.

(3) Before doing under subsection (1) or (2) any thing referred to in subsection (1)(a), (b) or (c), the Director of Legal Services shall give the limited liability law partnership not less than 14 days after the date of the notice to make representations in writing.

### **Appeal against decision of Director of Legal Services under this Division**

**146.**—(1) Any person who is aggrieved by a decision of the Director of Legal Services under this Division may, within the prescribed period, appeal to the Minister in the prescribed manner.

(2) A person making an appeal under subsection (1) must comply with any rules made under section 150 for the purposes of this section.

(3) In determining an appeal under this section, the Minister may —

(a) confirm, vary or reverse the decision of the Director of Legal Services; or

- (b) direct the Director of Legal Services to reconsider that decision.

### **Register of limited liability law partnerships**

147.—(1) The Director of Legal Services is required —

- (a) to keep a register of all limited liability law partnerships licensed under section 138 in such form and manner as the Director of Legal Services thinks fit and to have custody of the register and all documents relating to it; and 5
- (b) to allow any person to inspect the register in such manner as the Director of Legal Services thinks fit. 10

(2) The Director of Legal Services is required to enter in the register of limited liability law partnerships the name of every limited liability law partnership licensed under section 138.

(3) Where a limited liability law partnership has ceased providing legal services or has been wound up — 15

- (a) the limited liability law partnership licence which was issued to the limited liability law partnership shall lapse; and
- (b) the Director of Legal Services may cancel the registration of the limited liability law partnership. 20

### **This Division to prevail over inconsistent provisions of limited liability partnership agreement**

148. This Division and any rules made under section 150 for the purposes of this Division shall prevail over any inconsistent provision of the limited liability partnership agreement of a limited liability law partnership. 25

### **Application of Limited Liability Partnerships Act and other written law to limited liability law partnerships**

149.—(1) Nothing in this Division shall affect the operation of the Limited Liability Partnerships Act (Cap. 163A), and the 30



provisions of this Division shall apply with the provisions of the Limited Liability Partnerships Act.

(2) In the case of a conflict between any provision of the Limited Liability Partnerships Act and any provision in this Division, the provision in this Division shall prevail unless otherwise expressly provided in this Division.

(3) Such provisions of any other written law having effect in relation to solicitors or law firms or law corporations as may be prescribed, shall have effect in relation to limited liability law partnerships with such prescribed modifications as may be necessary or expedient; and such provisions shall be construed accordingly.

(4) In this section, references to this Division include references to rules made under section 150.

### **Rules on limited liability law partnerships**

**150.**—(1) The Minister may make rules for the purposes of this Division.

(2) Without prejudice to the generality of subsection (1), any rules made under that subsection may —

- (a) prescribe anything which may be prescribed under this Division;
- (b) provide for restrictions to be imposed on persons or classes of persons who may be partners in or officers of a limited liability law partnership;
- (c) provide for the payment of fees (including administrative fees and processing fees) and other charges for applications made under this Division or any rules made under this Division, and for related matters;
- (d) provide for the suspension, revocation or lapsing of any limited liability law partnership licence;
- (e) provide for the keeping of accounts by a limited liability law partnership and for the matters set out in section 72;

- (f) exempt any person or entity or any class of persons or entities from, or modify the application in relation to any person or entity or any class of persons or entities of, any provision of this Division; and
- (g) prescribe such transitional, savings, incidental, consequential or supplementary provisions as may be necessary or expedient. 5

### **Reference in other written law**

**151.** In any other written law, any reference to a solicitor, an advocate or an advocate and solicitor shall, with such necessary modifications or exceptions as may be prescribed under section 150, be construed as including a reference to a limited liability law partnership. 10

### *Division 3 — Law Corporations*

### **Interpretation of this Division**

- 152.** In this Division, unless the context otherwise requires —
- “company” has the same meaning as in the Companies Act (Cap. 50);
  - “legal services” means the legal services which a solicitor can lawfully perform under this Act. 20

### **Licensing of law corporations**

**153.—(1)** A solicitor who wishes to have a company or a proposed company licensed as a law corporation shall apply to the Director of Legal Services for —

- (a) the issue of a law corporation licence to the company or proposed company; and 25
- (b) the approval of the name or proposed name of the law corporation.

(2) An application under subsection (1) shall be made in accordance with rules made under section 166. 30

(3) Subject to the provisions of this Division, the Director of Legal Services may, on receiving an application under subsection (1), issue a law corporation licence to the company or proposed company, if —

- 5           (a) the memorandum of association or constitution of the company or proposed company provides that the primary object of the company or proposed company is to supply legal services and such other class of services as may be prescribed;
- 10           (b) the articles of association or constitution of the company or proposed company provide for such matters as may be prescribed; and
- (c) the company or proposed company satisfies such requirements as may be prescribed.

15           (4) Every law corporation licence issued under subsection (3) shall be subject to —

- (a) such conditions as may be prescribed; and
- (b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

20           (5) If the Director of Legal Services issues a law corporation licence to a proposed company, the licence shall not be in force until the company is registered and incorporated under the Companies Act (Cap. 50).

25           (6) A law corporation shall pay to the Director of Legal Services such licence fee at such times and in such manner as may be prescribed.

30           (7) Every company which was approved as a law corporation, under the repealed section 81B as in force immediately before the prescribed date, and which continued to exist as such law corporation immediately before that date, shall be deemed to be licensed under this section, subject to the conditions referred to in subsection (4)(a) and such conditions as the Director of Legal Services may think fit to impose in any particular case, with effect from that date.

(8) The Society may transfer to the Director of Legal Services the particulars of and any documents relating to any company referred to in subsection (7), and the Director of Legal Services may, upon receiving those particulars and documents, issue a law corporation licence to that company, without any action on the part of that company. 5

(9) With effect from the prescribed date, any application which was made before that date under the repealed section 81B(1) as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application under subsection (1). 10

(10) The Society may transfer to the Director of Legal Services the particulars of and any documents relating to any application referred to in subsection (9).

**Name of law corporation** 15

**154.**—(1) The Director of Legal Services shall not approve the name or proposed name of a law corporation if in his opinion that name or proposed name fails to satisfy such criteria as may be prescribed by rules made under section 166.

(2) Notwithstanding section 27 of the Companies Act (Cap. 50), a law corporation which is a limited company need not have the word “Limited” or “Berhad” as part of its name and a law corporation which is a private company need not have the word “Private” or “Sendirian” as part of its name. 20

(3) Every law corporation shall have either the words “Law Corporation” or the acronym “LLC” as part of its name; and no person, firm or group practice other than a law corporation shall have those words or that acronym as part of the name of the person, firm or group practice. 25

(4) The directors of a law corporation shall ensure that every invoice or official correspondence of the law corporation bears the statement that it is incorporated with limited liability. 30

(5) No name of a law corporation may be changed without the prior approval in writing of the Director of Legal Services.

5 (6) Notwithstanding anything in this section or section 27 of the Companies Act, where the Director of Legal Services is satisfied that the name of a law corporation has been approved (whether through inadvertence or otherwise and whether originally or by change of name) in contravention of subsection (1) —

(a) the Director of Legal Services may direct the law corporation to change its name; and

10 (b) the law corporation shall comply with that direction within 6 weeks after the date of the direction or such longer period as the Director of Legal Services may allow.

### **Effect of company becoming law corporation**

15 **155.**—(1) A law corporation is authorised to do anything that a solicitor can do by law and is required to do all that a solicitor is required to do by law.

(2) Subsection (1) shall not apply to the doing of anything that can only be done by a solicitor as a natural person.

20 (3) A regulated legal practitioner 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 regulated legal practitioner in a law firm.

25 (4) The mere fact that a regulated legal practitioner personally provides legal services as a director or an employee of a law corporation shall not affect the personal liability of that regulated legal practitioner at law.

### **Relationship between client and law corporation**

30 **156.**—(1) A law corporation shall have the same rights and shall be subject to the same fiduciary, confidential and ethical requirements with respect to each client of the law corporation that exist at law with respect to a solicitor and his client.

(2) Solicitor-client privilege exists between a law corporation and a client of the law corporation in the same way as it exists between a solicitor and his client and extends to every regulated legal practitioner who is an officer or employee of the law corporation.

5

(3) Sections 128 to 131 of the Evidence Act (Cap. 97) on professional communications shall apply to a law corporation, its officers and its employees as it applies to a solicitor.

**Professional misconduct**

**157.**—(1) An act or omission of a regulated legal practitioner may constitute unsatisfactory professional conduct or professional misconduct even though it is only done or occurs while the regulated legal practitioner provides legal services through a law corporation.

10

(2) Where the business of a law corporation is conducted in a manner unbefitting an honourable profession, and such conduct cannot be attributed to the act or omission of any particular individual (being a solicitor, a regulated foreign lawyer or a regulated non-practitioner) whose identity is known —

15

(a) each director of the law corporation who is a solicitor shall be liable (or, if there are 2 or more such directors, shall be jointly liable with every other such director) to such disciplinary proceedings under this Act as are applicable to a solicitor;

20

(b) each director of the law corporation who is a regulated foreign lawyer shall be liable (or, if there are 2 or more such directors, shall be jointly liable with every other such director) to such disciplinary proceedings under this Act as are applicable to a regulated foreign lawyer; and

25

30

(c) each director of the law corporation who is a regulated non-practitioner shall be liable (or, if there are 2 or more such directors, shall be jointly liable with every other such director) to such disciplinary proceedings under this Act as are applicable to a regulated non-practitioner.

35

(3) Except with the prior approval of the Director of Legal Services or in circumstances prescribed in any rules made under section 166, a director or an employee of a law corporation who is a solicitor (whether or not he has in force a practising certificate) shall not —

- (a) hold shares in any other law corporation;
- (b) be a director, a consultant or an employee of any other law corporation;
- (c) be a partner, a consultant or an employee of any law firm or limited liability law partnership; or
- (d) practise as a solicitor on his own account.

(4) Subsection (3) shall not prevent a locum solicitor engaged by a law corporation from concurrently practising as a locum solicitor in another law corporation or any law firm or limited liability law partnership.

(5) Except with the prior approval of the Director of Legal Services or in circumstances prescribed in any rules made under section 166 —

- (a) a director or an employee of a law corporation who is a regulated foreign lawyer shall not —
  - (i) hold shares in any other law corporation;
  - (ii) be a director, a consultant or an employee of any other law corporation; or
  - (iii) be a partner, a consultant or an employee of any law firm or limited liability law partnership; and
- (b) a director or an employee of a law corporation who is a regulated non-practitioner shall not —
  - (i) hold shares in any other law corporation;
  - (ii) be a director or an employee of any other law corporation; or
  - (iii) be a partner or an employee of any law firm or limited liability law partnership.

**Requirements as to alteration of memorandum or articles of association or constitution**

**158.** The directors of a law corporation must ensure at all times that any amendment or alteration to its memorandum or articles of association or constitution must comply with all the requirements with respect to law corporations in this Act. 5

**Shares of law corporation, etc.**

**159.**—(1) No person shall transfer or dispose of any shares in a law corporation except in accordance with this section and the rules made under section 166. 10

(2) All the shares in a law corporation shall be held by solicitors subject to any rules made under section 166 as to any shares or proportion of shares in a law corporation which may be held by such other persons or class of persons as may be prescribed. 15

(3) No share in a law corporation may be held by a person as nominee for another person.

(4) Except with the prior approval of the Director of Legal Services or in circumstances prescribed in the rules made under section 166, any person who holds shares in a law corporation shall not — 20

(a) hold shares in any other law corporation;

(b) be a director, a consultant or an employee of any other law corporation;

(c) be a partner, a consultant or an employee of any law firm or limited liability law partnership; or 25

(d) practise as a solicitor on his own account.

(5) No security may be created over any share in a law corporation.

(6) An individual shall not hold any shares in a law corporation, except during any grace period granted by the Director of Legal Services, on the individual's application, for 30



the individual to transfer or dispose of the individual's shares in the law corporation, if —

5 (a) the individual has been suspended from practice or struck off the roll pursuant to such disciplinary proceedings under this Act as are applicable to a solicitor;

10 (b) the individual's registration under section 36B, 36C or 36D has been cancelled or suspended, or the individual's approval under section 176(1) has been cancelled or suspended, pursuant to such disciplinary proceedings under this Act as are applicable to a regulated foreign lawyer; or

15 (c) the individual has been ordered to divest himself of any shares or equity interests he may have in a Singapore law practice pursuant to such disciplinary proceedings under this Act as are applicable to a regulated non-practitioner.

(7) An individual shall not, directly or indirectly, take part or be concerned in the management or practice of a law corporation if —

20 (a) he has been suspended from practice or struck off the roll pursuant to such disciplinary proceedings under this Act as are applicable to a solicitor;

25 (b) his registration under section 36B, 36C or 36D has been cancelled or suspended, or his approval under section 176(1) has been cancelled or suspended, pursuant to such disciplinary proceedings under this Act as are applicable to a regulated foreign lawyer; or

30 (c) he has been ordered to divest himself of any shares or equity interests he may have in a Singapore law practice pursuant to such disciplinary proceedings under this Act as are applicable to a regulated non-practitioner.

(8) Any transfer or disposal made in contravention of subsections (1) to (6) shall be null and void.

(9) Notwithstanding subsections (2) and (7), where a solicitor has for any reason ceased to hold a practising certificate, the Director of Legal Services may, upon application made by the solicitor or by the law corporation of which the solicitor is a member, grant the solicitor a grace period of not more than 2 years to transfer the solicitor's shares in the law corporation. 5

(10) The solicitor referred to in subsection (9) shall be treated as a solicitor for the purposes of computing the proportion of any class of shares in the law corporation held by solicitors.

(11) Notwithstanding subsections (2) and (7), where a solicitor has by reason of death, bankruptcy or incapacity by reason of mental or physical disability ceased to hold a practising certificate, the Director of Legal Services may allow the executor or administrator of the solicitor's estate or any other person to hold the solicitor's shares in the law corporation of which the solicitor was or is a member for a grace period of not more than 2 years. 10 15

(12) The grace period of not more than 2 years referred to in subsection (11) 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; 20
- (b) in the case of bankruptcy, from the date the solicitor is adjudged a bankrupt; or
- (c) in the case of incapacity by reason of mental or physical disability, from the date the solicitor becomes incapable to act. 25

(13) The solicitor referred to in subsection (9) or the persons referred to in subsection (11) shall not, during the grace period of 2 years, exercise any voting rights attached to his shares in the law corporation or take part or be concerned in the management or practice of the law corporation. 30

### **Additional grounds for winding up law corporation**

**160.**—(1) A law corporation may be wound up under the Companies Act (Cap. 50) on any of the following grounds:

- 5           (a) the law corporation ceases to satisfy the requirements of this Act or the rules made under section 166 relating to a law corporation;
- (b) the business of the law corporation has been conducted in a manner unbecoming the profession.

10           (2) The grounds for winding up referred to in subsection (1) are additional to those prescribed by the Companies Act.

             (3) An application to wind up a law corporation on a ground specified in subsection (1) may be made only by the Attorney-General or the Council.

### **Regulatory control over law corporation**

15           **161.**—(1) The Director of Legal Services may, by notice in writing to a law corporation, do any of the following things, if the Director of Legal Services is satisfied that there is sufficient reason for doing so:

- 20           (a) suspend or revoke the law corporation licence which was issued to the law corporation;
- (b) order the law corporation to pay a penalty of not more than \$100,000;
- (c) give a warning to the law corporation.

25           (2) Without prejudice to the generality of subsection (1), the Director of Legal Services may, by notice in writing to a law corporation, do any thing referred to in subsection (1)(a), (b) or (c), if —

- 30           (a) the law corporation contravenes Part VA or any rules made under section 70H, or fails to comply with any requirement under this Division;

(b) the law corporation fails to comply with any condition subject to which its law corporation licence was issued; or

(c) the Director of Legal Services is satisfied that it is in the public interest to do so. 5

(3) Before doing under subsection (1) or (2) any thing referred to in subsection (1)(a), (b) or (c), the Director of Legal Services shall give the law corporation not less than 14 days after the date of the notice to make representations in writing.

### **Appeal against decision of Director of Legal Services under this Division** 10

**162.**—(1) Any person who is aggrieved by a decision of the Director of Legal Services under this Division may, within the prescribed period, appeal to the Minister in the prescribed manner. 15

(2) A person making an appeal under subsection (1) must comply with any rules made under section 166 for the purposes of this section.

(3) In determining an appeal under this section, the Minister may — 20

(a) confirm, vary or reverse the decision of the Director of Legal Services; or

(b) direct the Director of Legal Services to reconsider that decision.

### **Register of law corporations** 25

**163.**—(1) The Director of Legal Services is required —

(a) to keep a register of all law corporations licensed under section 153 in such form and manner as the Director of Legal Services thinks fit and to have custody of the register and all documents relating to it; and 30

(b) to allow any person to inspect the register in such manner as the Director of Legal Services thinks fit.

(2) The Director of Legal Services is required to enter in the register of law corporations the name of every law corporation licensed under section 153.

5 (3) Where a law corporation has ceased providing legal services or has been wound up —

(a) the law corporation licence which was issued to the law corporation shall lapse; and

(b) the Director of Legal Services may cancel the registration of the law corporation.

10 **This Division to prevail over inconsistent provisions of memorandum and articles of association or constitution**

15 **164.** This Division and any rules made under section 166 for the purposes of this Division shall prevail over any inconsistent provision of the memorandum and articles of association or constitution of a law corporation.

**Application of Companies Act and other written law to law corporations**

20 **165.—**(1) Nothing in this Division shall affect the operation of the Companies Act (Cap. 50), and the provisions of this Division shall apply with the provisions of the Companies Act.

(2) In the case of a conflict between any provision of the Companies Act and any provision in this Division, the provision in this Division shall prevail unless otherwise expressly provided in this Division.

25 (3) A law corporation shall, notwithstanding that the shares in the law corporation are held by more than 20 members, be deemed to be an exempt private company for the purposes of the Companies Act.

30 (4) A law corporation shall not be treated for the purposes of the Companies Act as a public company merely because it has more than 50 members.

(5) Such provisions of any other written law having effect in relation to solicitors or law firms or limited liability law

partnerships as may be prescribed, shall have effect in relation to law corporations with such prescribed modifications as may be necessary or expedient; and such provisions shall be construed accordingly.

(6) In this section, references to this Division include references to rules made under section 166. 5

### **Rules on law corporations**

**166.**—(1) The Minister may make rules for the purposes of this Division.

(2) Without prejudice to the generality of subsection (1), any rules made under that subsection may — 10

- (a) prescribe anything which may be prescribed under this Division;
- (b) provide for restrictions to be imposed on persons or classes of persons who may become officers of a law corporation or who may hold shares in a law corporation, and on the proportion of shares in a law corporation which may be held by such persons or classes of persons; 15
- (c) provide for the payment of fees (including administrative fees and processing fees) and other charges for applications made under this Division or any rules made under this Division, and for related matters; 20
- (d) provide for the suspension, revocation or lapsing of any law corporation licence; 25
- (e) provide for the keeping of accounts by a law corporation and for the matters set out in section 72;
- (f) exempt any person or entity or any class of persons or entities from, or modify the application in relation to any person or entity or any class of persons or entities of, any provision of this Division; and 30

- (g) prescribe such transitional, savings, incidental, consequential or supplementary provisions as may be necessary or expedient.

### **Reference in other written law**

5       **167.** In any other written law, any reference to a solicitor, an advocate or an advocate and solicitor shall, with such necessary modifications or exceptions as may be prescribed under section 166, be construed as including a reference to a law corporation.

10               *Division 4 — Joint Law Ventures, Formal Law Alliances, Foreign Law Practices, Representative Offices and Foreign Interests in Singapore Law Practices*

### **Interpretation of this Division**

15       **168.**—(1) In this Division, unless the context otherwise requires, “permitted areas of legal practice” means all areas of legal practice other than any area of legal practice prescribed as an area to be excluded from the ambit of this definition.

(2) In this Division, unless the context otherwise requires —

20       (a) a reference to this Division shall be construed so as to include a reference to any rules made under this Division; and

25       (b) a reference to the contravention of a provision includes a reference to the failure to comply with any condition of any licence, registration or approval imposed under that provision or by section 179(5).

### **Joint Law Venture**

**169.**—(1) A foreign law practice and a Singapore law practice may apply jointly for a Joint Law Venture licence if they satisfy —

30       (a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(2) The Director of Legal Services may, after consulting such authorities as he thinks fit, grant or refuse an application under subsection (1).

(3) An application under subsection (1) may be granted, and a Joint Law Venture licence may be issued, subject to — 5

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(4) A Joint Law Venture licence shall —

(a) entitle the constitution, in such manner as may be prescribed, of a Joint Law Venture by the foreign law practice and the Singapore law practice to which the licence has been issued; 10

(b) notwithstanding anything to the contrary in Part IV, entitle the Joint Law Venture, during the period of validity of the licence — 15

(i) to practise Singapore law in accordance with such terms and conditions as may be prescribed; and

(ii) to such other privileges as may be prescribed or otherwise conferred by law, or as the Director of Legal Services may confer; and 20

(c) notwithstanding anything to the contrary in Part IV, entitle the constituent foreign law practice of the Joint Law Venture, during the period of validity of the licence — 25

(i) to practise Singapore law through the Joint Law Venture in, and only in, the permitted areas of legal practice, in accordance with such terms and conditions as may be prescribed; and

(ii) to such other privileges as may be prescribed or otherwise conferred by law, or as the Director of Legal Services may confer. 30



(5) A Joint Law Venture, or its constituent foreign law practice and constituent Singapore law practice, shall pay to the Director of Legal Services such licence fee at such times and in such manner as may be prescribed.

5 (6) Without prejudice to the solicitor-client privilege that exists between —

(a) a foreign law practice or Singapore law practice; and

(b) its client, or a client of a Joint Law Venture of which it is the constituent foreign law practice or constituent  
10 Singapore law practice,

solicitor-client privilege exists between a Joint Law Venture and its client in the same way as it exists between a solicitor and his client.

15 (7) Except as may otherwise be prescribed, nothing in this Act shall prevent the constituent foreign law practice and the constituent Singapore law practice of a Joint Law Venture from sharing office premises, profits or client information with respect to the legal practice of the Joint Law Venture.

20 (8) For the avoidance of doubt, Divisions 1, 2 and 3 shall not apply to a Joint Law Venture.

25 (9) A Joint Law Venture which is a company shall, notwithstanding that the shares in the Joint Law Venture are held by more than 20 members or by a corporation, be deemed to be an exempt private company for the purposes of the Companies Act (Cap. 50).

(10) Notwithstanding section 27 of the Companies Act —

(a) a Joint Law Venture which is a limited company need not have the word “Limited” or “Berhad” as part of its name; and

30 (b) a Joint Law Venture which is a private company need not have the word “Private” or “Sendirian” as part of its name.

(11) In exercising his powers under this section, the Director of Legal Services may waive or modify the application of any

requirement under this Division in relation to a Joint Law Venture or its constituent foreign law practice or constituent Singapore law practice.

(12) With effect from the prescribed date —

- (a) an entity which, immediately before that date, was or was deemed to be a Joint Law Venture constituted under the repealed section 130B as in force immediately before that date shall be deemed to be a Joint Law Venture constituted under this section; 5
- (b) the foreign law practice and the Singapore law practice constituting that entity, which were issued, or were deemed to have been issued, a licence under the repealed section 130B as in force immediately before that date, shall be deemed, until the day on which that licence would otherwise expire or until the Director of Legal Services issues a Joint Law Venture licence in respect of that entity under subsection (13) (whichever is the earlier), to have been issued a Joint Law Venture licence subject to — 10
  - (i) the conditions referred to in subsection (3)(a); 20
  - (ii) the conditions (if any) imposed by the Attorney-General under the repealed section 130B(3)(b) or (12) or 130P(5)(b) as in force immediately before that date, subject to which that licence was issued or was deemed to have been issued; and 25
  - (iii) such conditions as the Director of Legal Services may think fit to impose in any particular case; and
- (c) any undertaking provided in respect of that entity under the repealed section 130Q as in force immediately before that date shall be enforceable by the Director of Legal Services as if that undertaking was provided under section 179. 30

(13) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any entity referred to in subsection (12), and the foreign law practice 35

and the Singapore law practice constituting that entity, and the Director of Legal Services may, upon receiving those particulars and documents, issue a Joint Law Venture licence in respect of that entity to that foreign law practice and that Singapore law practice, subject to the conditions referred to in subsection (3)(a) and such conditions as the Director of Legal Services may think fit to impose in any particular case, without any action on the part of that foreign law practice or that Singapore law practice.

(14) With effect from the prescribed date —

(a) any application which was made before that date for a Joint Law Venture licence under the repealed section 130B as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application for a Joint Law Venture licence under this section; and

(b) any undertaking provided under the repealed section 130Q as in force immediately before that date, by a person making that application, shall be deemed to be an undertaking provided under section 179 by that person.

(15) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any application referred to in subsection (14).

### **Formal Law Alliance**

**170.**—(1) One or more foreign law practices and one or more Singapore law practices may apply jointly for a Formal Law Alliance licence if they satisfy —

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(2) The Director of Legal Services may, after consulting such authorities as he thinks fit, grant or refuse an application under subsection (1).

(3) An application under subsection (1) may be granted, and a Formal Law Alliance licence may be issued, subject to —

- (a) such conditions as may be prescribed; and
- (b) such conditions as the Director of Legal Services may think fit to impose in any particular case. 5

(4) A Formal Law Alliance licence shall —

- (a) entitle the formation of a Formal Law Alliance by the law practices to which the licence has been issued (each referred to in this Division as a member of the Formal Law Alliance); 10
- (b) notwithstanding anything to the contrary in Part IV, entitle the Formal Law Alliance, during the period of validity of the licence, to such privileges as may be prescribed or otherwise conferred by law; and
- (c) notwithstanding anything to the contrary in Part IV, 15 entitle each foreign law practice which is a member of the Formal Law Alliance, during the period of validity of the licence —
  - (i) to practise Singapore law in, and only in, such areas of legal practice and in accordance with such terms and conditions as may be prescribed; 20 and
  - (ii) to such other privileges as may be prescribed or otherwise conferred by law.

(5) A Formal Law Alliance or its members shall pay to the Director of Legal Services such licence fee at such times and in such manner as may be prescribed. 25

(6) Without prejudice to the solicitor-client privilege that exists between —

- (a) a foreign law practice or Singapore law practice; and 30
- (b) its client, or a client of a Formal Law Alliance of which it is a member,

solicitor-client privilege exists between a Formal Law Alliance and its client in the same way as it exists between a solicitor and his client.

5 (7) Except as may otherwise be prescribed, nothing in this Act shall prevent a foreign law practice which is a member of a Formal Law Alliance and a Singapore law practice which is a member of the Formal Law Alliance from sharing office premises, profits or client information with respect to the legal practice of the Formal Law Alliance.

10 (8) A foreign law practice or Singapore law practice may be a joint applicant for more than one Formal Law Alliance licence.

15 (9) In exercising his powers under this section, the Director of Legal Services may waive or modify the application of any requirement under this Division in relation to a Formal Law Alliance, any foreign law practice which is a member of a Formal Law Alliance or any Singapore law practice which is a member of a Formal Law Alliance.

(10) With effect from the prescribed date —

20 (a) an alliance formed by one or more foreign law practices and one or more Singapore law practices which, immediately before that date, was or was deemed to be a Formal Law Alliance formed under the repealed section 130C as in force immediately before that date shall be deemed to be a Formal Law Alliance formed under this section;

25 (b) the law practices forming that alliance, which were issued, or were deemed to have been issued, a licence under the repealed section 130C as in force immediately before that date, shall be deemed, until the day on which that licence would otherwise expire or until the Director of Legal Services issues a Formal Law Alliance licence in respect of that alliance under subsection (11) (whichever is the earlier), to have been issued a Formal Law Alliance licence subject to —

30 (i) the conditions referred to in subsection (3)(a);

- (ii) the conditions (if any) imposed by the Attorney-General under the repealed section 130C(3)(b) or (9) or 130P(5)(b) as in force immediately before that date, subject to which that licence was issued or was deemed to have been issued; and 5
- (iii) such conditions as the Director of Legal Services may think fit to impose in any particular case; and
- (c) any undertaking provided in respect of that alliance under the repealed section 130Q as in force immediately before that date shall be enforceable by the Director of Legal Services as if that undertaking was provided under section 179. 10

(11) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any alliance referred to in subsection (10), and the law practices forming that alliance, and the Director of Legal Services may, upon receiving those particulars and documents, issue a Formal Law Alliance licence in respect of that alliance to those law practices, subject to the conditions referred to in subsection (3)(a) and such conditions as the Director of Legal Services may think fit to impose in any particular case, without any action on the part of any of those law practices. 15

(12) With effect from the prescribed date —

- (a) any application which was made before that date for a Formal Law Alliance licence under the repealed section 130C as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application for a Formal Law Alliance licence under this section; and 25
- (b) any undertaking provided under the repealed section 130Q as in force immediately before that date, by a person making that application, shall be deemed to be an undertaking provided under section 179 by that person. 30

(13) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any application referred to in subsection (12).

### **Qualifying Foreign Law Practice**

5       **171.**—(1) A foreign law practice may apply for a Qualifying Foreign Law Practice licence if it satisfies —

      (a) such conditions as may be prescribed; and

      (b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

10       (2) The Director of Legal Services may, after consulting such authorities as he thinks fit, grant or refuse an application under subsection (1).

      (3) An application under subsection (1) may be granted, and a Qualifying Foreign Law Practice licence may be issued, subject to —

15       (a) such conditions as may be prescribed; and

      (b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

20       (4) A Qualifying Foreign Law Practice licence shall, notwithstanding anything to the contrary in Part IV, entitle the foreign law practice to which the licence has been issued, during the period of validity of the licence —

25       (a) to practise Singapore law in, and only in, the permitted areas of legal practice, in accordance with such terms and conditions as may be prescribed; and

      (b) to such other privileges as may be prescribed or otherwise conferred by law, or as the Director of Legal Services may confer.

30       (5) A Qualifying Foreign Law Practice shall pay to the Director of Legal Services such licence fee at such times and in such manner as may be prescribed.

(6) In exercising his powers under this section, the Director of Legal Services may waive or modify the application of any requirement under this Division in relation to a Qualifying Foreign Law Practice.

(7) With effect from the prescribed date —

5

(a) a foreign law practice which, immediately before that date, was issued a licence under the repealed section 130D as in force immediately before that date shall be deemed, until the day on which that licence would otherwise expire or until the Director of Legal Services issues a Qualifying Foreign Law Practice licence to that foreign law practice under subsection (8) (whichever is the earlier) —

10

(i) to be a Qualifying Foreign Law Practice; and

(ii) to have been issued a Qualifying Foreign Law Practice licence subject to —

15

(A) the conditions referred to in subsection (3)(a);

(B) the conditions (if any) imposed by the Attorney-General under the repealed section 130D(3)(b) or 130P(5)(b) as in force immediately before that date, subject to which that licence was issued; and

20

(C) such conditions as the Director of Legal Services may think fit to impose in any particular case; and

25

(b) any undertaking provided by or in respect of that foreign law practice under the repealed section 130Q as in force immediately before that date shall be enforceable by the Director of Legal Services as if that undertaking was provided under section 179.

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(8) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any foreign law practice referred to in subsection (7), and the Director of



Legal Services may, upon receiving those particulars and documents, issue a Qualifying Foreign Law Practice licence to that foreign law practice, subject to the conditions referred to in subsection (3)(a) and such conditions as the Director of Legal Services may think fit to impose in any particular case, without any action on the part of that foreign law practice.

(9) With effect from the prescribed date —

(a) any application which was made before that date for a Qualifying Foreign Law Practice licence under the repealed section 130D as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application for a Qualifying Foreign Law Practice licence under this section; and

(b) any undertaking provided under the repealed section 130Q as in force immediately before that date, by a person making that application, shall be deemed to be an undertaking provided under section 179 by that person.

(10) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any application referred to in subsection (9).

### **Licensed foreign law practice**

**172.**—(1) A foreign law practice which intends to provide any legal services in Singapore shall apply for a foreign law practice licence.

(2) The Director of Legal Services may, after consulting such authorities as he thinks fit, grant or refuse an application under subsection (1).

(3) An application under subsection (1) may be granted, and a foreign law practice licence may be issued, subject to —

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(4) A foreign law practice licence shall, notwithstanding anything to the contrary in Part IV, entitle the licensed foreign law practice to which the licence has been issued, during the period of validity of the licence —

- (a) to practise Singapore law in, and only in, such areas of legal practice and in accordance with such terms and conditions as may be prescribed; and 5
- (b) to such other privileges as may be prescribed or otherwise conferred by law.

(5) A licensed foreign law practice shall pay to the Director of Legal Services such licence fee at such times and in such manner as may be prescribed. 10

(6) With effect from the prescribed date —

- (a) a foreign law practice which, immediately before that date, was issued, or was deemed to have been issued, a licence under the repealed section 130E as in force immediately before that date shall be deemed, until the day on which that licence would otherwise expire or until the Director of Legal Services issues a foreign law practice licence to that foreign law practice under subsection (7) (whichever is the earlier) — 15

- (i) to be a licensed foreign law practice; and

- (ii) to have been issued a foreign law practice licence subject to —

- (A) the conditions referred to in subsection (3)(a); 25

- (B) the conditions (if any) imposed by the Attorney-General under the repealed section 130E(3)(b) or (6) or 130P(5)(b) as in force immediately before that date, subject to which that licence was issued or was deemed to have been issued; and 30

(C) such conditions as the Director of Legal Services may think fit to impose in any particular case; and

5           (b) any undertaking provided by or in respect of that foreign law practice under the repealed section 130Q as in force immediately before that date shall be enforceable by the Director of Legal Services as if that undertaking was provided under section 179.

10           (7) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any foreign law practice referred to in subsection (6), and the Director of Legal Services may, upon receiving those particulars and documents, issue a foreign law practice licence to that foreign law practice, subject to the conditions referred to in  
15           subsection (3)(a) and such conditions as the Director of Legal Services may think fit to impose in any particular case, without any action on the part of that foreign law practice.

(8) With effect from the prescribed date —

20           (a) any application which was made before that date for a foreign law practice licence under the repealed section 130E as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application for a foreign law practice licence under this section; and

25           (b) any undertaking provided under the repealed section 130Q as in force immediately before that date, by a person making that application, shall be deemed to be an undertaking provided under section 179 by that person.

30           (9) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any application referred to in subsection (8).

### **Representative office**

173.—(1) A foreign law practice which establishes a representative office in Singapore shall give the Director of Legal Services notice in the prescribed manner of the establishment of that representative office, within 7 working days after the date of the establishment of that representative office. 5

(2) A foreign law practice which ceases to operate its representative office in Singapore shall give the Director of Legal Services notice in the prescribed manner of such cessation, within 7 working days after the date of such cessation. 10

(3) The Director of Legal Services shall maintain a register of every representative office which is operated in Singapore by a foreign law practice.

(4) Every notice under subsection (1) or (2) shall contain such particulars of the foreign law practice and the representative office as may be prescribed. 15

(5) Where, immediately before the prescribed date, any representative office of a foreign law practice was issued, or was deemed to have been issued, a representative office licence under the repealed section 130F as in force immediately before that date, that foreign law practice shall be deemed to have given the Director of Legal Services notice of the establishment of that representative office under this section, with effect from that date. 20 25

(6) The Attorney-General may transfer to the Director of Legal Services the particulars of any foreign law practice, and any representative office of a foreign law practice, referred to in subsection (5), and the Director of Legal Services may, upon receiving those particulars, enter those particulars in the register maintained under subsection (3), without any action on the part of that foreign law practice. 30

## **Regulatory control over Joint Law Venture or Formal Law Alliance**

5 **174.**—(1) The Director of Legal Services may, by notice in writing to a Joint Law Venture or a Formal Law Alliance, do any of the following things, if the Director of Legal Services is satisfied that there is sufficient reason for doing so:

10 (a) suspend or revoke the Joint Law Venture licence or Formal Law Alliance licence which was issued in respect of the Joint Law Venture or Formal Law Alliance, as the case may be;

(b) order the Joint Law Venture or Formal Law Alliance, or one or more of the law practices constituting the Joint Law Venture or forming the Formal Law Alliance, as the case may be, to pay a penalty of not more than \$100,000;

15 (c) give a warning to the Joint Law Venture or Formal Law Alliance, as the case may be.

20 (2) Without prejudice to the generality of subsection (1), the Director of Legal Services may, by notice in writing to a Joint Law Venture or a Formal Law Alliance, do any thing referred to in subsection (1)(a), (b) or (c), if —

25 (a) the registration or authorisation to practise law in a state or territory outside Singapore of the constituent foreign law practice of the Joint Law Venture or of a foreign law practice which is a member of the Formal Law Alliance, as the case may be —

(i) has been cancelled by the relevant authority of that state or territory as a result of any criminal, civil or disciplinary proceedings; or

(ii) has lapsed;

30 (b) the Joint Law Venture or Formal Law Alliance, as the case may be, contravenes Part VA or any rules made under section 70H, or fails to comply with any requirement under this Division;

- (c) the Joint Law Venture or Formal Law Alliance, as the case may be, fails to comply with any condition subject to which the Joint Law Venture licence or Formal Law Alliance licence, as the case may be, was issued;
- (d) the constituent foreign law practice of the Joint Law Venture or a foreign law practice which is a member of the Formal Law Alliance, as the case may be, has been dissolved or is in liquidation; 5
- (e) the Joint Law Venture or Formal Law Alliance, as the case may be, has been dissolved or reconstituted without the approval of the Director of Legal Services; or 10
- (f) the Director of Legal Services is satisfied that it is in the public interest to do so.

(3) Before doing under subsection (1) or (2) any thing referred to in subsection (1)(a), (b) or (c), the Director of Legal Services shall give the Joint Law Venture or Formal Law Alliance, or the constituent foreign law practice of the Joint Law Venture or each foreign law practice which is a member of the Formal Law Alliance, as the case may be, not less than 14 days after the date of the notice to make representations in writing. 15 20

(4) Where an entity which was registered as a Joint Law Venture under the repealed section 130B as in force immediately before 19 September 2008 is deemed under section 169(12) to be a Joint Law Venture constituted under section 169, and any matter has arisen before 19 September 2008 which may constitute a ground for the cancellation of that registration under the provisions of the repealed section 130F as in force immediately before 19 September 2008, the Director of Legal Services may, on or after the prescribed date, rely on that matter as a sufficient reason under subsection (1) to do any thing referred to in subsection (1)(a), (b) or (c) in relation to that entity. 25 30

(5) Where an entity which was licensed as a Joint Law Venture under the repealed section 130B as in force immediately before the prescribed date is deemed under section 169(12) to be a Joint Law Venture constituted under section 169, and any matter has arisen before the prescribed date which may constitute a ground 35

for the suspension or revocation of the Joint Law Venture licence issued in respect of that entity under the repealed section 130G as in force immediately before the prescribed date, the Director of Legal Services may, on or after the prescribed date, rely on that matter as a sufficient reason under subsection (1) to do any thing referred to in subsection (1)(a), (b) or (c) in relation to that entity.

(6) Where an alliance formed by one or more foreign law practices and one or more Singapore law practices which was registered as a Formal Law Alliance under the repealed section 130C as in force immediately before 19 September 2008 is deemed under section 170(10) to be a Formal Law Alliance formed under section 170, and any matter has arisen before 19 September 2008 which may constitute a ground for the cancellation of that registration under the provisions of the repealed section 130F as in force immediately before 19 September 2008, the Director of Legal Services may, on or after the prescribed date, rely on that matter as a sufficient reason under subsection (1) to do any thing referred to in subsection (1)(a), (b) or (c) in relation to that alliance.

(7) Where an alliance formed by one or more foreign law practices and one or more Singapore law practices which was licensed as a Formal Law Alliance under the repealed section 130C as in force immediately before the prescribed date is deemed under section 170(10) to be a Formal Law Alliance formed under section 170, and any matter has arisen before the prescribed date which may constitute a ground for the suspension or revocation of the Formal Law Alliance licence issued in respect of that alliance under the repealed section 130G as in force immediately before the prescribed date, the Director of Legal Services may, on or after the prescribed date, rely on that matter as a sufficient reason under subsection (1) to do any thing referred to in subsection (1)(a), (b) or (c) in relation to that entity.

### **Regulatory control over Qualifying Foreign Law Practice or licensed foreign law practice**

**175.**—(1) The Director of Legal Services may, by notice in writing to a foreign law practice, do any of the following things,

if the Director of Legal Services is satisfied that there is sufficient reason for doing so:

- (a) suspend or revoke the Qualifying Foreign Law Practice licence or foreign law practice licence which was issued to the foreign law practice; 5
- (b) order the foreign law practice to pay a penalty of not more than \$100,000;
- (c) give a warning to the foreign law practice.

(2) Without prejudice to the generality of subsection (1), the Director of Legal Services may, by notice in writing to a foreign law practice, do any thing referred to in subsection (1)(a), (b) or (c), if — 10

- (a) the registration or authorisation of the foreign law practice to practice law in a state or territory outside Singapore — 15
  - (i) has been cancelled by the relevant authority of that state or territory as a result of any criminal, civil or disciplinary proceedings; or
  - (ii) has lapsed;
- (b) the foreign law practice contravenes Part VA or any rules made under section 70H, or fails to comply with any requirement under this Division; 20
- (c) the foreign law practice fails to comply with any condition subject to which its Qualifying Foreign Law Practice licence or foreign law practice licence was issued or renewed, as the case may be; 25
- (d) the foreign law practice has been dissolved or is in liquidation; or
- (e) the Director of Legal Services is satisfied that it is in the public interest to do so. 30

(3) Before doing under subsection (1) or (2) any thing referred to in subsection (1)(a), (b) or (c), the Director of Legal Services



shall give the foreign law practice not less than 14 days after the date of the notice to make representations in writing.

5 (4) Where a foreign law practice which was issued a licence under the repealed section 130D as in force immediately before the prescribed date is deemed under section 171(7) to be a  
Qualifying Foreign Law Practice, and any matter has arisen before the prescribed date which may constitute a ground for the suspension or revocation of that licence under the repealed  
10 section 130H as in force immediately before the prescribed date, the Director of Legal Services may, on or after the prescribed date, rely on that matter as a sufficient reason under subsection (1) to do any thing referred to in subsection (1)(a), (b) or (c) in relation to that foreign law practice.

15 (5) Where a foreign law practice which was or was deemed to be issued a licence under the repealed section 130E as in force immediately before the prescribed date is deemed under section 172(6) to be a licensed foreign law practice, and any matter has arisen before the prescribed date which may constitute a ground for the suspension or revocation of that licence under  
20 the repealed section 130H as in force immediately before the prescribed date, the Director of Legal Services may, on or after the prescribed date, rely on that matter as a sufficient reason under subsection (1) to do any thing referred to in subsection (1)(a), (b) or (c) in relation to that foreign law  
25 practice.

### **Foreign interests in Singapore law practices**

30 **176.**—(1) Subject to the provisions of this Division, where a foreign lawyer is registered under section 36B, 36C or 36D, nothing in this Act shall prevent the foreign lawyer, with the approval of the Director of Legal Services, from —

- (a) being a director, partner or shareholder in the Singapore law practice; or
- (b) sharing in the profits of the Singapore law practice.

(2) Every foreign lawyer to whom an approval under subsection (1) has been granted, and every Singapore law practice referred to in subsection (1), shall comply with —

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case on the foreign lawyer or Singapore law practice, as the case may be.

(3) For the avoidance of doubt, the approval of the Director of Legal Services under subsection (1) shall lapse if the registration of the foreign lawyer under section 36B, 36C or 36D is cancelled or suspended, or lapses.

(4) With effect from the prescribed date —

(a) a foreign lawyer who, immediately before that date, was or was deemed to be granted an approval under the repealed section 130L(1) as in force immediately before that date —

(i) shall be deemed to be granted an approval under subsection (1); and

(ii) shall comply with —

(A) the conditions referred to in subsection (2)(a);

(B) the conditions (if any) imposed by the Attorney-General on the foreign lawyer under the repealed section 130L(2)(b) or 130P(5)(b) as in force immediately before that date; and

(C) such conditions as the Director of Legal Services may think fit to impose in any particular case on the foreign lawyer;

(b) a Singapore law practice which, immediately before that date, was a Singapore law practice referred to in the repealed section 130L(1) as in force immediately before that date —

(i) shall be deemed to be a Singapore law practice which is referred to in subsection (1); and

(ii) shall comply with —

5 (A) the conditions referred to in subsection (2)(a);

10 (B) the conditions (if any) imposed by the Attorney-General on the Singapore law practice under the repealed section 130L(2)(b) or 130P(5)(b) as in force immediately before that date; and

(C) such conditions as the Director of Legal Services may think fit to impose in any particular case on the Singapore law practice; and

15 (c) any undertaking provided by that foreign lawyer, that Singapore law practice or any partner or director of that Singapore law practice under the repealed section 130M or 130Q as in force immediately before that date shall be enforceable by the Director of Legal Services as if that  
20 undertaking was provided under section 177 or 179 (as the case may be).

25 (5) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any foreign lawyer referred to in subsection (4)(a), and the Director of Legal Services may, upon receiving those particulars, issue a certificate of approval to that foreign lawyer, without any action on the part of that foreign lawyer.

(6) With effect from the prescribed date —

30 (a) any application which was made before that date for a foreign lawyer to be granted an approval under the repealed section 130L(1) as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application for that foreign lawyer to be granted an approval under subsection (1);  
35 and

(b) any undertaking provided under the repealed section 130M or 130Q as in force immediately before that date, by that foreign lawyer, by a Singapore law practice in respect of which that foreign lawyer applied for an approval under the repealed section 130L(1) as in force immediately before that date, or by a partner or director of that Singapore law practice, shall be deemed to be an undertaking provided under section 177 or 179 (as the case may be) by that foreign lawyer, Singapore law practice, partner or director (as the case may be).

(7) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any application referred to in subsection (6).

(8) For the avoidance of doubt, for the purposes of this section and section 177, it shall be irrelevant whether a foreign lawyer practises in Singapore or elsewhere.

(9) Subject to the provisions of this Division, nothing in this Act shall prevent a foreign law practice, with the approval of the Director of Legal Services, from —

(a) being a shareholder in any Singapore law practice which is a law corporation; or

(b) sharing in the profits of any Singapore law practice.

(10) Every foreign law practice and every Singapore law practice referred to in subsection (9) shall comply with —

(a) such conditions as may be prescribed; and

(b) such conditions as the Director of Legal Services may think fit to impose in any particular case on the foreign law practice or Singapore law practice, as the case may be.

(11) With effect from the prescribed date —

(a) a foreign law practice, immediately before that date, was granted an approval under the repealed section 130L(6) as in force immediately before that date —

(i) shall be deemed to be granted an approval under subsection (9); and

(ii) shall comply with —

5 (A) the conditions referred to in subsection (10)(a);

10 (B) the conditions (if any) imposed by the Attorney-General on the foreign law practice under the repealed section 130L(7)(b) or 130P(5)(b) as in force immediately before that date; and

(C) such conditions as the Director of Legal Services may think fit to impose in any particular case on the foreign law practice;

15 (b) a Singapore law practice which, immediately before that date, was a Singapore law practice referred to in the repealed section 130L(6) as in force immediately before that date —

(i) shall be deemed to be a Singapore law practice which is referred to in subsection (9); and

20 (ii) shall comply with —

(A) the conditions referred to in subsection (10)(a);

25 (B) the conditions (if any) imposed by the Attorney-General on the Singapore law practice under the repealed section 130L(7)(b) or 130P(5)(b) as in force immediately before that date; and

30 (C) such conditions as the Director of Legal Services may think fit to impose in any particular case on the Singapore law practice; and

(c) any undertaking provided by that foreign law practice, that Singapore law practice or any partner or director of that foreign law practice or Singapore law practice under

the repealed section 130M or 130Q as in force immediately before that date shall be enforceable by the Director of Legal Services as if that undertaking was provided under section 177 or 179 (as the case may be).

(12) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any foreign law practice referred to in subsection (11)(a), and the Director of Legal Services may, upon receiving those particulars and documents, issue a certificate of approval to that foreign law practice, without any action on the part of that foreign law practice.

(13) With effect from the prescribed date —

(a) any application which was made before that date for a foreign law practice to be granted an approval under the repealed section 130L(6) as in force immediately before that date, and which is pending immediately before that date, shall be deemed to be an application for that foreign law practice to be granted an approval under subsection (9); and

(b) any undertaking provided under the repealed section 130M or 130Q as in force immediately before that date, by that foreign law practice, by a Singapore law practice in respect of which that foreign law practice applied for an approval under the repealed section 130L(6) as in force immediately before that date, or by a partner or director of that Singapore law practice, shall be deemed to be an undertaking provided under section 177 or 179 (as the case may be) by that foreign law practice, Singapore law practice, partner or director (as the case may be).

(14) The Attorney-General may transfer to the Director of Legal Services the particulars of and documents relating to any application referred to in subsection (13).

(15) For the avoidance of doubt, for the purposes of this section and section 177, it shall be irrelevant whether a foreign law practice is licensed under section 169, 170, 171 or 172 or has

given notice of the establishment of a representative office under section 173.

### **Measures to ensure compliance with section 176**

5        **177.**—(1) Where a Singapore law practice applies for an approval under section 176(1) in respect of a foreign lawyer, the Director of Legal Services may require the Singapore law practice making the application, the foreign lawyer and any partner or director of the Singapore law practice to provide such undertakings as the Director of Legal Services thinks fit to prevent any direct or indirect circumvention of section 176 or any condition under section 176(2).  
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(2) Where any foreign lawyer, Singapore law practice or partner or director referred to in subsection (1) has contravened section 176 or any undertaking provided by that person or Singapore law practice, as the case may be, under subsection (1) —  
15

- 20        (a) the foreign lawyer, Singapore law practice or partner or director concerned (as the case may be) shall without delay notify the Director of Legal Services in writing of the contravention;
- (b) the foreign lawyer or partner or director concerned (as the case may be) shall immediately cease to exercise his voting rights as a shareholder or partner in the Singapore law practice concerned;
- 25        (c) subject to any direction issued by the Director of Legal Services under subsection (4)(b), the foreign lawyer concerned shall as soon as practicable repay to the Singapore law practice concerned any payment he has received in excess of the amount permitted under any rules made under section 184;
- 30        (d) the foreign lawyer, Singapore law practice or partner or director concerned (as the case may be) shall take all reasonable steps to remove the circumstances giving rise to the contravention; and

- (e) the foreign lawyer, Singapore law practice or partner or director concerned (as the case may be) shall comply with any directions issued by the Director of Legal Services under subsections (3) and (4).

(3) Where any foreign lawyer, Singapore law practice or partner or director referred to in subsection (1) has contravened section 176 or any undertaking required under subsection (1), the Director of Legal Services may — 5

- (a) cancel the approval under section 176(1) in respect of the foreign lawyer concerned; and 10
- (b) issue directions to the foreign lawyer, Singapore law practice or partner or director concerned (as the case may be) to ensure compliance with section 176.

(4) Without prejudice to the generality of subsection (3)(b), the Director of Legal Services may direct — 15

- (a) the foreign lawyer concerned to divest himself of any shares or equity interests he may have in the Singapore law practice within such time as the Director of Legal Services may specify;
- (b) the foreign lawyer concerned to repay to the Singapore law practice concerned any payment he has received in excess of the amount permitted under any rules made under section 184 within such time as the Director of Legal Services may specify; and 20
- (c) the foreign lawyer concerned to cease doing any act in his capacity as a partner, a director or an officer of the Singapore law practice concerned. 25

(5) Where a Singapore law practice applies for an approval under section 176(9) in respect of a foreign law practice, the Director of Legal Services may require the Singapore law practice making the application, the foreign law practice and any partner or director of the Singapore law practice or foreign law practice to provide such undertakings as the Director of Legal Services thinks fit to prevent any direct or indirect circumvention of section 176 or any condition under section 176(10). 30 35



(6) Where any Singapore law practice, foreign law practice or partner or director referred to in subsection (5) has contravened section 176 or any undertaking provided by the Singapore law practice, foreign law practice or partner or director concerned (as the case may be) under subsection (5) —

(a) the Singapore law practice, foreign law practice or partner or director concerned (as the case may be) shall without delay notify the Director of Legal Services in writing of the contravention;

(b) the partner or director concerned shall, if he is a partner or director of the Singapore law practice concerned, immediately cease to exercise his voting rights as a shareholder or partner in the Singapore law practice concerned;

(c) subject to any direction issued by the Director of Legal Services under subsection (8)(b), the foreign law practice concerned shall as soon as practicable repay to the Singapore law practice concerned any payment it has received in excess of the amount permitted under any rules made under section 184;

(d) the Singapore law practice, foreign law practice or partner or director concerned (as the case may be) shall take all reasonable steps to remove the circumstances giving rise to the contravention; and

(e) the Singapore law practice, foreign law practice or partner or director concerned (as the case may be) shall comply with any directions issued by the Director of Legal Services under subsections (7) and (8).

(7) Where any Singapore law practice, foreign law practice or partner or director referred to in subsection (5) has contravened section 176 or any undertaking required under subsection (5), the Director of Legal Services may —

(a) cancel the approval under section 176(9) in respect of the foreign law practice concerned; and

(b) issue directions to the Singapore law practice, foreign law practice or partner or director concerned (as the case may be) to ensure compliance with section 176.

(8) Without prejudice to the generality of subsection (7)(b), the Director of Legal Services may direct the foreign law practice concerned —

(a) to divest itself of any shares it may have in the Singapore law practice concerned within such time as the Director of Legal Services may specify; and

(b) to repay to the Singapore law practice concerned any payment the foreign law practice has received in excess of the amount permitted under any rules made under section 184 within such time as the Director of Legal Services may specify.

(9) A direction under this section shall be —

(a) issued in writing and shall specify the provision under section 176 or the undertaking provided under this section that has been contravened; and

(b) sent to the person or law practice to which it relates at the last known address of that person or law practice.

(10) Any undertaking provided under the repealed section 130M(1) or (4A) as in force immediately before the prescribed date shall, with effect from that date, be deemed to be an undertaking provided under subsection (1) or (5), as the case may be.

(11) Any directions issued by the Attorney-General under the repealed section 130M(3), (4), (4C) or (4D) as in force immediately before the prescribed date shall, with effect from that date, be deemed to be directions issued by the Director of Legal Services under subsection (3), (4), (7) or (8), as the case may be.

**Application for and renewal of licence or approval under this Division**

**178.**—(1) An application for any licence or approval under this Division shall be —

5           (a) made to the Director of Legal Services in such form and manner as the Director of Legal Services may require; and

          (b) accompanied by —

                  (i) such fee as may be prescribed; and

10           (ii) such documents and information as the Director of Legal Services may require.

          (2) Any licence or approval under this Division which is prescribed for the purposes of this subsection shall remain valid until it is suspended, revoked or cancelled in accordance with this Division.

15           (3) Any licence or approval under this Division which is prescribed for the purposes of this subsection shall, unless it is sooner suspended, revoked or cancelled in accordance with this Division, be valid for such period as the Director of Legal Services may specify.

          (4) The Director of Legal Services may renew any licence or approval referred to in subsection (3) for such period as the Director of Legal Services may specify, on an application —

25           (a) made to the Director of Legal Services in such form and manner as the Director of Legal Services may require; and

          (b) accompanied by —

                  (i) such fee as may be prescribed; and

30           (ii) such documents and information as the Director of Legal Services may require.

          (5) The Director of Legal Services may renew any licence or approval referred to in subsection (3) subject to —

- (a) such conditions as may be prescribed for the renewal of that type of licence or approval; and
- (b) such conditions as the Director of Legal Services may think fit to impose in any particular case.

(6) The Director of Legal Services may suspend, revoke or cancel any licence or approval under this Division if that licence or approval was obtained by fraud or misrepresentation. 5

(7) With effect from the prescribed date, any application which was made before that date, under the repealed section 130P(4) as in force immediately before that date, to renew any licence or approval referred to in the repealed section 130P(3) as in force immediately before that date (being a licence under the repealed section 130B, 130C, 130D or 130E as in force immediately before that date, or an approval under the repealed section 130L(1) or (6) as in force immediately before that date), and which is pending immediately before that date, shall be deemed to be an application under subsection (4) to renew the corresponding licence or approval referred to in subsection (3) (being a licence under section 169, 170, 171 or 172 or an approval under section 176(1) or (9), as the case may be). 10  
15  
20

(8) The Attorney-General may transfer to the Director of Legal Services the particulars of and any documents relating to any application referred to in subsection (7).

**Compliance with guidelines, directions, undertakings and conditions** 25

**179.**—(1) The Director of Legal Services may require any person making an application for any licence or approval under this Division to provide such undertakings as the Director of Legal Services thinks fit to prevent any direct or indirect circumvention of the provisions of this Division. 30

(2) The Director of Legal Services may, from time to time, issue guidelines relating to any licence or approval under this Division.

(3) Where any requirement of any guideline issued under this section conflicts with any requirement specified in this Division, the latter shall prevail.

5 (4) The Director of Legal Services shall cause all guidelines issued under this section to be published in such manner as will give persons to whom, or entities to which, the guidelines relate notice of the requirements specified in the guidelines.

10 (5) It shall be a condition of every licence or approval under this Division that the person or entity licensed or granted approval shall comply with the requirements of this Division, including any guideline issued under this section and any undertaking provided under this section or section 177.

15 (6) The Director of Legal Services may, if he is satisfied that any person or entity licensed or granted approval under this Division has contravened any provision of this Division, any guideline issued under this section or any undertaking provided under this section or section 177, issue directions to that person or entity to ensure compliance by that person or entity.

(7) A direction under subsection (6) shall be —

20 (a) issued in writing and shall specify the provision of this Division or the guideline issued under this section or the undertaking provided under this section or section 177 that has been contravened; and

25 (b) sent to the person or entity to which it relates at the last known address of that person or entity.

30 (8) The Director of Legal Services may cancel the licence or approval under this Division in respect of any person or entity if that person or entity fails to comply with any condition of the licence or approval or with any direction of the Director of Legal Services issued under subsection (6) or section 177.

35 (9) Where any undertaking was or was deemed, immediately before the prescribed date, to be provided, under the repealed section 130Q as in force immediately before that date, for the purposes of any licence or approval under the repealed section 130B, 130C, 130D, 130E, 130F or 130L as in force

immediately before that date, that undertaking shall, with effect from that date, be deemed to be an undertaking provided under this section.

(10) Any guidelines or directions issued by the Attorney-General under the repealed section 130Q as in force immediately before the prescribed date for the purposes of any licence or approval under the repealed section 130B, 130C, 130D, 130E, 130F or 130L as in force immediately before that date shall, with effect from that date, be deemed to be guidelines or directions (as the case may be) issued by the Director of Legal Services under this section.

(11) For the avoidance of doubt, a reference to guidelines in this section includes a reference to notices, guidance notes or other similar communications by whatever name called.

**Appeal against decision of Director of Legal Services under this Division, etc.**

**180.**—(1) Any person who is aggrieved by a decision of the Director of Legal Services under this Division may, within the prescribed period, appeal to the Minister in the prescribed manner.

(2) A person making an appeal under subsection (1) must comply with any rules made under section 184 for the purposes of this section.

(3) In determining an appeal under this section, the Minister may —

(a) confirm, vary or reverse the decision of the Director of Legal Services; or

(b) direct the Director of Legal Services to reconsider that decision.

(4) The Director of Legal Services may, if he is satisfied that it is in the public interest to do so, vary or revoke any condition imposed by him under this Division.

## Failure to apply for licence, register or furnish information

**181.** Where —

- (a) a foreign law practice and a Singapore law practice are required to obtain a Joint Law Venture licence or Formal Law Alliance licence but fail to apply for the licence;
- (b) a foreign law practice is required to obtain a Qualifying Foreign Law Practice licence or foreign law practice licence but fails to apply for the licence; or
- (c) a Joint Law Venture or its constituent foreign law practice or constituent Singapore law practice, or a foreign law practice, fails to furnish any particulars or information required under this Division,

then the rights of the Joint Law Venture or foreign law practice under or arising out of any contract in relation to the legal services provided through the office or place of business in Singapore of the Joint Law Venture or foreign law practice (as the case may be) shall not be enforceable in legal proceedings in the name of the Joint Law Venture or foreign law practice.

### Civil penalty

**182.**—(1) Any person (including a Joint Law Venture, Formal Law Alliance, foreign law practice or Singapore law practice) that contravenes any provision in this Division shall be liable to pay a civil penalty in accordance with this section.

(2) Whenever it appears to the Director of Legal Services that any such person has contravened any provision in this Division, the Director of Legal Services may bring an action in a court to seek an order for a civil penalty in respect of that contravention against —

- (a) that person;
- (b) the foreign law practice or Singapore law practice in which that person is a partner, a director, a consultant or an employee;

- (c) the Joint Law Venture or its constituent foreign law practice or constituent Singapore law practice, in which that person is practising; or
- (d) the Formal Law Alliance or any foreign law practice or Singapore law practice which is a member of the Formal Law Alliance and in which that person is practising.

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(3) If the court is satisfied on a balance of probabilities that the person has contravened a provision in this Division, the court may make an order for the payment of a civil penalty against —

- (a) the person, being an individual, of a sum not exceeding \$50,000; or
- (b) the foreign law practice, Singapore law practice, Joint Law Venture or Formal Law Alliance against which the action is brought under subsection (2), of a sum not exceeding \$100,000.

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(4) Notwithstanding subsection (3), where an action has been brought against a person or a foreign law practice, Singapore law practice, Joint Law Venture or Formal Law Alliance (referred to in this section as the defendant), the court may make an order against the defendant if the Director of Legal Services has agreed to allow the defendant to consent to the order with or without admission of a contravention of a provision in this Division and the order may be made on such terms as may be agreed between the Director of Legal Services and the defendant.

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(5) Nothing in this section shall be construed to prevent the Director of Legal Services from entering into an agreement with the defendant to pay, with or without admission of liability, a civil penalty within the limits referred to in subsection (3) for a contravention of any provision in this Division.

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(6) A civil penalty imposed under this section shall be paid into the Consolidated Fund.

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(7) If the defendant fails to pay the civil penalty imposed on him within the time specified in the court order referred to in subsection (3) or (4) or specified under the agreement referred to in subsection (5), the Director of Legal Services may recover the

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civil penalty as though the civil penalty were a judgment debt due to the Government.

(8) Rules of Court may be made to —

(a) regulate and prescribe the procedure and practice to be followed in respect of proceedings under this section; and

(b) provide for costs and fees of such proceedings, and for regulating any matter relating to the costs of such proceedings.

(9) This section shall apply notwithstanding that any disciplinary action has been taken against the foreign lawyer or solicitor concerned under any other provision of this Act or by any professional disciplinary body (whether in Singapore or in any state or territory outside Singapore).

### **Liability of partners, directors and shareholders**

**183.** Where a Joint Law Venture, Formal Law Alliance, foreign law practice or Singapore law practice is proved to have contravened any provision in this Division, every partner, director and shareholder of the Joint Law Venture, Formal Law Alliance, foreign law practice or Singapore law practice (as the case may be) at the time of the contravention shall be deemed to have contravened the provision, unless he proves that —

(a) the contravention occurred without his consent or connivance; and

(b) he exercised such diligence to prevent the contravention as he ought to have exercised having regard to the nature of his function in that capacity and to all the circumstances.

### **Rules for this Division**

**184.**—(1) The Minister may make such rules as may be necessary or expedient for the purposes of this Division.

(2) Without prejudice to the generality of subsection (1), the Minister may make rules —

- (a) to prescribe anything which may be prescribed under this Division;
- (b) to prescribe the experience and expertise required for eligibility to apply for a Joint Law Venture licence or a Formal Law Alliance licence; 5
- (c) to prescribe the manner or means by which a Joint Law Venture or a Formal Law Alliance may conduct its business or publicise itself;
- (d) to provide for any provision of this Act (other than this Division) to apply, with such modifications as may be specified, to — 10
  - (i) a constituent Singapore law practice of a Joint Law Venture; or
  - (ii) a Singapore law practice which is a member of a Formal Law Alliance; 15
- (e) to prescribe any condition for eligibility to apply for any licence or approval under this Division;
- (f) to provide, without prejudice to the generality of section 178, for the making of any application for any licence or approval under this Division, or for the renewal of any such licence or approval, and for all other related matters; 20
- (g) to provide for —
  - (i) the payment of fees (including administrative fees and processing fees) and other charges for — 25
    - (A) any application for, issue of or renewal of any licence under this Division;
    - (B) any application for or renewal of any approval under this Division;
    - (C) any notice required to be given under section 173; and 30
    - (D) any matter related or incidental to any such application, issue, renewal or notice; and

(ii) all other related matters;

(h) to provide for the cancellation, suspension, revocation or lapsing of any licence or approval under this Division;

5 (i) to require the submission of information and particulars relating to any Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or foreign law practice required to be licensed under section 169, 170, 171 or 172 or granted approval under section 176(9), any representative office in respect of which notice is  
10 required to be given under section 173, and any person practising in or employed by any such Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice, foreign law practice or representative office;

15 (j) to require the submission of information and particulars relating to any foreign lawyer required to be granted approval under section 176(1);

20 (k) to provide for the form and manner in which registers of Joint Law Ventures, Formal Law Alliances, Qualifying Foreign Law Practices, foreign law practices and representative offices licensed under this Division or given notice of under section 173 are to be kept;

25 (l) to provide for the form and manner in which registers of approvals of the Director of Legal Services under section 176(1) or (9) are to be kept;

(m) to provide for the issuance and amendment of licences or certificates of approval, and certified true copies of such licences or certificates, and for the payment of fees in relation to such licences or certificates;

30 (n) for regulating Joint Law Ventures, Formal Law Alliances, Qualifying Foreign Law Practices, foreign law practices and foreign lawyers licensed or granted approval under this Division, including the imposition of compulsory insurance cover and financial controls;

- (o) to provide for any provision of this Act that is applicable to an advocate and solicitor to apply, with such modifications as may be specified, to any foreign lawyer granted the approval of the Director of Legal Services under section 176(1); 5
- (p) to provide for measures to ensure compliance with the requirements of section 176, including —
- (i) measures requiring any foreign lawyer who is a shareholder or partner in a Singapore law practice to divest himself of his shares or interests in the Singapore law practice; and 10
  - (ii) measures requiring any foreign law practice which is a shareholder in a Singapore law practice to divest itself of its shares in the Singapore law practice; 15
- (q) to provide for sections 72 and 73 and any rules made under section 72 or 73 to apply, with such modifications as may be specified, to —
- (i) a Joint Law Venture or its constituent foreign law practice; 20
  - (ii) a Qualifying Foreign Law Practice; or
  - (iii) a licensed foreign law practice,
- in respect of the practice of Singapore law;
- (r) to exempt any person or entity, or any class of persons or entities, from any provision of this Division or of any rules made under section 74(3) or 75B(3); and 25
- (s) to prescribe such transitional, savings, incidental, consequential or supplementary provisions as the Minister considers necessary or expedient.”.

## **Amendment of First Schedule**

**59.** Part I of the First Schedule to the principal Act is amended —

(a) by deleting the words “section 81K” in paragraph 7(1) and substituting the words “section 163”; and

5 (b) by deleting the words “section 81Y” in paragraph 8C(1) and substituting the words “section 147”.

## **Miscellaneous amendments**

**60.** The principal Act is amended —

10 (a) by deleting the words “section 135” in sections 15(7) and 16(3) and substituting in each case the words “section 189”;

(b) by deleting the words “section 71” in section 75C(1)(a) and substituting the words “section 59”; and

(c) by renumbering sections 131 to 137 as sections 185 to 191, respectively.

## **15 Savings and transitional provision**

**61.** For a period of 2 years after the date of commencement of any provision of this Act, the Minister may, by rules, prescribe such provisions of a savings or transitional nature consequent on the enactment of that provision as the Minister may consider necessary or expedient.

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## **Consequential amendments to Singapore Academy of Law Act**

**62.** The Singapore Academy of Law Act (Cap. 294A) is amended —

25 (a) by deleting sub-paragraphs (i) and (ii) of section 14(c) and substituting the following sub-paragraphs:

“(i) is registered under section 36B or 36D of the Legal Profession Act; or

(ii) is granted approval under section 176(1) of the Legal Profession Act,”; and

(b) by deleting paragraph (ba) of section 16(1) and substituting the following paragraph:

“(ba) being a foreign lawyer referred to in section 14(c), his registration under section 36B or 36D of the Legal Profession Act (Cap. 161), or his approval under section 176(1) of that Act, is cancelled;”.

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## EXPLANATORY STATEMENT

This Bill seeks to amend the Legal Profession Act (Cap. 161) —

- (a) to give effect to the recommendations of the Committee to Review the Regulatory Framework of the Singapore Legal Services Sector;
- (b) to establish a regulatory framework for foreign lawyers who will be allowed to appear in certain proceedings in the Singapore International Commercial Court and certain appeals from judgments or orders of that Court;
- (c) to enhance the regulatory framework relating to the prevention of money laundering and the financing of terrorism which is applicable to legal practitioners and law practices; and
- (d) to make certain miscellaneous changes.

The Bill also makes consequential amendments to the Singapore Academy of Law Act (Cap. 294A).

Clause 1 relates to the short title and commencement.

Clause 2 —

- (a) inserts in section 2(1) new definitions for the terms “Director of Legal Services”, “Formal Law Alliance”, “investigator”, “law firm”, “law practice entity”, “public accountant”, “regulated foreign lawyer”, “regulated legal practitioner”, “regulated non-practitioner” and “representative office”;
- (b) amends or replaces the existing definitions for the terms “foreign practitioner certificate”, “Joint Law Venture”, “law corporation”, “licensed foreign law practice”, “limited liability law partnership”, “Qualifying Foreign Law Practice”, “roll” and “Singapore law practice” in section 2(1); and

- (c) makes changes to section 2(4) and (6)(b) that are consequential to the changes made by clauses 33 and 58 to the regulatory framework for law practice entities.

Clause 3 inserts a new Part IA (comprising new sections 2A to 2I) to establish the office of the Director of Legal Services and to provide for matters related to that office.

The new section 2A —

- (a) empowers the Minister to appoint a Director of Legal Services to administer the new Parts IVA and IXA and perform other functions and duties assigned by the Minister; and
- (b) provides for the Director of Legal Services to delegate the functions, duties and powers of that office to any public officer.

The new section 2B empowers the Director of Legal Services to investigate whether any law practice entity has breached or contravened any requirement, condition, direction, guideline or undertaking under the new Part IXA or any subsidiary legislation made under that Part, and to appoint an investigator to conduct the investigation.

The new sections 2C and 2D set out the powers exercisable by the Director of Legal Services or an investigator on an investigation, and how those powers are to be exercised. Those powers include the power to require by notice in writing any person to provide any specified document or information, and the power to enter premises (and require certain things) under a warrant issued by the High Court, a District Court or a Magistrate's Court.

The new section 2E provides for co-operation through the exchange of information and other mutual assistance between the Director of Legal Services and the Attorney-General, the Registrar of the Supreme Court (the Registrar), the Singapore Institute of Legal Education (the Institute), the Law Society of Singapore (the Society), the Council of the Society (the Council), a ministry or department of the Government, an organ of State or a statutory board.

The new section 2F enables the Director of Legal Services to require any law practice entity, or any director or partner of any law practice entity, to provide information relating to that law practice entity, for the purposes of carrying out the Director's functions or compiling statistics on law practice entities.

The new section 2G makes it an offence to fail to comply with a requirement under the new sections 2C, 2D and 2F, and provides for certain defences to that offence.

The new section 2H makes it an offence to intentionally or recklessly destroy, dispose of, falsify or conceal, or cause or permit the destruction, disposal,

falsification or concealment of, any document required to be produced under the new section 2C or 2D.

The new section 2I confers certain protection from personal liability on the Director of Legal Services, a public officer delegated the functions, duties and powers of the Director, an investigator, or any other person acting under the direction of the Director.

Clauses 4 and 5 make changes to sections 4(1)(c)(ii) and (h)(ii) and 10(2)(e), (f) and (i) and (3) that are consequential to the changes made by clauses 17 and 58 to the regulatory framework for foreign lawyers practising in any Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or licensed foreign law practice.

Clause 6 —

- (a) replaces certain certificates required for an application for a practising certificate with declarations in writing by the applicant; and
- (b) makes changes that are consequential to the insertion of the new section 25AA and the changes made by clauses 17 and 58 to the regulatory framework for solicitors practising in any Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or licensed foreign law practice.

Clause 7 deletes section 25A(2A) and amends section 25A(2) and (7)(b) to make changes that are consequential to the changes made by clauses 17 and 58 to the regulatory framework for solicitors practising in any Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice.

Clause 8 inserts a new section 25AA to empower the Registrar to refuse an application for a practising certificate, or to suspend a practising certificate, if a solicitor fails to pay certain sums when the payment is due.

Clause 9 amends section 25B to provide for an appeal from the Registrar's decision under the new section 25AA.

Clauses 10 to 15 amend sections 25C, 26(1)(a)(ii), 27A, 27B, 29(3) and 32(1) and (2)(c), respectively, to make changes that are consequential to the changes made by clauses 17 and 58 to the regulatory framework for solicitors practising in any Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice.

Clause 16 —

- (a) amends section 34(1)(ea) and (eb) and the definition of “relevant matter or proceeding” in section 34(3) to enable Family Justice Rules to provide for an officer of a company or limited liability partnership, or of an unincorporated association, to act on its behalf in any relevant matter or proceeding to which it is a party;



- (b) amends section 34(1)(l) as the term “approved company auditor” has been replaced by the term “public accountant” pursuant to section 58 of the Companies (Amendment) Act 2004 (Act 5 of 2004); and
- (c) deletes the definition of “Rules of Court” in section 34(3), as a consequence of changes to be made to the definition of “Rules of Court” in the Interpretation Act (Cap. 1) by the Family Justice Act 2014 (Act 27 of 2014).

Clause 17 inserts a new Part IVA (comprising new sections 36A to 36N) to establish, pursuant to the recommendations of the Committee to Review the Regulatory Framework of the Singapore Legal Services Sector, in place of the existing regulatory frameworks under the existing Part IXA, new regulatory frameworks for —

- (a) foreign lawyers practising in any Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or licensed foreign law practice; and
- (b) solicitors practising in any Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice.

The new section 36A provides for the interpretation of certain terms used in the new Part IVA.

The new section 36B provides for the registration of a foreign lawyer to practise both Singapore law and foreign law in Singapore, and for related matters, including the qualifications and requirements for such registration, the conditions subject to which the foreign lawyer is registered, and the privileges conferred by such registration.

The new section 36C provides for the registration of a foreign lawyer to practise foreign law in Singapore, and for related matters, including the qualifications and requirements for such registration, the conditions subject to which the foreign lawyer is registered, and the privileges conferred by such registration.

The new section 36D provides for the registration of a foreign lawyer (who does not practise in Singapore) to be a director, partner or shareholder in, or to share in the profits of, a Singapore law practice, and for related matters, including the qualifications and requirements for such registration, the conditions subject to which the foreign lawyer is registered, and the privileges conferred by such registration.

The new section 36E provides for the registration of a solicitor to practise Singapore law in a Joint Law Venture or its constituent foreign law practice, a Qualifying Foreign Law Practice or a licensed foreign law practice, and for related matters, including the qualifications and requirements for such registration, the conditions subject to which the solicitor is registered, and the privileges conferred by such registration.

The new section 36F provides for the registration of a solicitor to practise foreign law in a Joint Law Venture or foreign law practice, and for related matters, including the qualifications and requirements for such registration, the conditions subject to which the solicitor is registered, and the privileges conferred by such registration.

The new section 36G provides for the registration of an individual (not being a regulated legal practitioner) as a regulated non-practitioner, and for related matters, including the requirements for such registration, the conditions subject to which the individual is registered, and the privileges conferred by such registration. An individual (not being a regulated legal practitioner) cannot be a director, partner or shareholder in, and cannot share in the profits of, any Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice, unless the individual is registered under the new section 36G.

The new section 36H provides for the procedural matters relating to an application for any registration under the new Part IVA, and for the period of validity of any such registration. It also provides, in the case of any such registration which is valid for a fixed period, for the procedural matters relating to the renewal of the registration, and for the period of and conditions for the renewal of the registration.

The new section 36I provides for —

- (a) the issuing of guidelines and directions by the Director of Legal Services;
- (b) the giving of undertakings by any applicant for any registration under the new Part IVA; and
- (c) measures to ensure compliance with such guidelines, directions and undertakings and the conditions of any registration under the new Part IVA.

The new section 36J —

- (a) provides for appeals to the Minister from decisions of the Director of Legal Services under the new Part IVA; and
- (b) empowers the Director of Legal Services to vary or revoke any condition imposed by the Director under the new Part IVA, if the Director is satisfied that it is in the public interest to do so.

The new section 36K provides for the consequences of any failure to apply for certain types of registration, or to furnish any particulars or information, required under the new Part IVA.

The new section 36L provides for the Director of Legal Services to bring an action in court to seek an order for a civil penalty in respect of any contravention of the new Part IVA.

The new section 36M empowers the Minister to make rules for the purposes of the new Part IVA.

The new section 36N empowers the Minister to administratively exempt a foreign lawyer from all or any, and from the whole or any part of any, of the requirements under the rules made under the new section 36M(2)(c), (f), (g), (h), (i) or (j).

Clause 18 inserts a new Part IVB (comprising new sections 36O to 36Y) to establish a regulatory framework for foreign lawyers who will be allowed to appear in certain proceedings in the Singapore International Commercial Court and certain appeals from judgments or orders of that Court.

The new section 36O provides for the interpretation of certain terms used in the new Part IVB.

The new section 36P provides for the registration of a foreign lawyer to do certain things in relation to certain proceedings in the Singapore International Commercial Court and certain appeals from judgments or orders of that Court, and for related matters, including —

- (a) the types of registration under that section;
- (b) the privileges conferred by each type of registration;
- (c) the qualifications and requirements for each type of registration;
- (d) the procedural matters relating to an application for any such registration;
- (e) the conditions subject to which the foreign lawyer is registered;
- (f) the cancellation of any such registration in certain circumstances; and
- (g) the procedural matters relating to any such cancellation of any such registration.

The new section 36Q provides for the appointment of an appointing committee to appoint a solicitor to perform certain duties under the new Part IVB, and for related matters.

The new section 36R provides for the appointment of an instructing authority to give instructions to any solicitor appointed by an appointing committee, and make an application under the new section 36T(1) or 36U(1). Every solicitor appointed by the appointing committee must act on the instructions of the instructing authority.

The new section 36S provides for matters related to complaints against foreign lawyers registered under the new section 36P and matters related to complaints committees, such as —

- (a) the punishments that may be awarded against any such foreign lawyer;
- (b) how any such complaint is to be made;

- (c) the procedure for dealing with any such complaint;
- (d) the appointment of a complaints committee to hear and investigate any such complaint;
- (e) the types of determinations and orders which a complaints committee may make;
- (f) how the findings and determination, and the record of proceedings, of a complaints committee are to be published or made available;
- (g) the decision-making process for a complaints committee; and
- (h) the powers of a complaints committee.

The new section 36T provides for an application to review certain determinations of a complaints committee, and for related matters, including the procedure for the application, and the powers of the Judge hearing the application.

The new section 36U provides for an application to a court of 3 Judges of the Supreme Court for certain orders to be made against a foreign lawyer registered under the new section 36P, and for related matters, including the procedure for the application, and the powers of the court hearing the application.

The new section 36V provides that there will be no judicial review in any court of any act done or decision made by a complaints committee except in accordance with the new sections 36T and 36U. The court hearing an application under the new section 36T or 36U will have the power to consider any matter which might otherwise have been raised at an application for judicial review of a decision of a complaints committee, including any question as to the legality or propriety of the determination of the complaints committee, or as to the regularity of any proceedings of the complaints committee.

The new section 36W provides for matters related to penalties payable under the new Part IVB, including the payment of any such penalty to the Registrar, and the recovery by the Government of any such penalty which is not paid as a judgment debt.

The new section 36X provides for the instructing authority, the appointing committee, any member (including a temporary member) or the secretary of the appointing committee, a complaints committee, or any member or the secretary of the complaints committee, to be protected from personal liability for anything done (including any statement made) or omitted to be done in good faith in the execution or purported execution of any function, duty or power of the instructing authority, the appointing committee, the member or secretary of the appointing committee, the complaints committee or the member or secretary of the complaints committee (as the case may be).

The new section 36Y empowers the Rules Committee to make rules for the purposes of the new Part IVB.

Clause 19 replaces section 39(b), (c) and (d) to make changes that are consequential to the changes made by clause 20.

Clause 20 replaces section 40A to create, pursuant to the recommendations of the Committee to Review the Regulatory Framework of the Singapore Legal Services Sector, a new class of associate members of the Society. Every foreign lawyer who is registered under the new section 36B or 36D, or is granted an approval under the new section 176(1), will automatically be an associate member of the Society. Every foreign lawyer who is registered under the new section 36C but does not have an approval under the new section 176(1) will, on application, be admitted as a member of the Society.

Clauses 21 and 22 amend sections 41(1), (1A), (3) and (4) and 44, respectively, to make changes that are consequential to the changes made by clause 20.

Clause 23 —

- (a) amends section 46(1A) to enable a solicitor to pay his subscription to the Society when, instead of before, he makes his application for a practising certificate; and
- (b) replaces section 46(1B) and amends section 46(3), (3A), (4) and (6)(c) to make changes that are consequential to the changes made by clauses 20 and 21.

Clause 24 —

- (a) inserts a new section 59(1)(aa) to enable the Council to make rules relating to the provision of services other than for or in expectation of any fee, gain or reward (commonly described as *pro bono* services) by members of the Society; and
- (b) inserts a new section 59(3) to provide for the Council to consult the Professional Conduct Council (to be established under the new section 71) before issuing practice directions, guidance notes and rulings relating to professional practice, etiquette, conduct and discipline.

Clause 25 inserts a new Part VA (comprising new sections 70A to 70H) to enhance the regulatory framework relating to the prevention of money laundering and the financing of terrorism which is applicable to legal practitioners and law practices.

The new section 70A explains the purpose of the new Part VA and provides for the interpretation of certain terms used in that Part.

The new section 70B prohibits a legal practitioner or law practice from opening or maintaining any account for, or holding or receiving moneys from, an anonymous source or a client with an obviously fictitious name.

The new section 70C requires a legal practitioner or law practice to perform certain customer due diligence measures at certain times.

The new section 70D requires a legal practitioner who, or law practice which, knows or has reasonable grounds to suspect any matter referred to in section 39(1) of the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act (Cap. 65A) to disclose that matter in accordance with section 39 of that Act.

The new section 70E requires a legal practitioner, and a law practice, to maintain certain documents and records.

The new section 70F confers on the Council certain powers to enable the Council to ascertain whether the new Part VA is being complied with.

The new section 70G —

- (a) enables disciplinary proceedings to be taken against any legal practitioner who contravenes the new Part VA; and
- (b) enables regulatory action to be taken against any law practice which contravenes the new Part VA.

The new section 70H empowers the Council, with the approval of the Minister, to make rules for the purposes of the new Part VA.

Clause 26 deletes the reference to solicitors in the heading of Part VI, as certain provisions in that Part will be extended to persons admitted under section 15, regulated foreign lawyers, regulated non-practitioners and certain law practice entities.

Clause 27 replaces section 71 to establish, pursuant to the recommendations of the Committee to Review the Regulatory Framework of the Singapore Legal Services Sector, a Professional Conduct Council —

- (a) to make rules for regulating —
  - (i) the professional practice, etiquette, conduct and discipline of every regulated legal practitioner (i.e. a solicitor, or a foreign lawyer who is registered under the new section 36B, 36C or 36D or granted an approval under the new section 176(1)) and every person admitted under section 15;
  - (ii) the conduct and discipline of every regulated non-practitioner (i.e. an individual (not being a regulated legal practitioner) who is a director, partner or shareholder in, or who shares in the profits of, any Singapore law practice, Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice); and

- (iii) the management of every Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice and licensed foreign law practice;
- (b) to grant exemptions from requirements under those rules; and
- (c) to issue practice directions, guidance notes and rulings in respect of any matter relating to those rules.

The Professional Conduct Council may appoint committees to carry out certain functions, and may delegate certain functions and powers to any such committee.

Disciplinary proceedings may be taken against any regulated legal practitioner, person admitted under section 15 or regulated non-practitioner who contravenes those rules. The Director of Legal Services may also take regulatory action against any Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or licensed foreign law practice which contravenes those rules.

Clause 28 amends section 72(2A) to make changes that are consequential to the changes made by clauses 17 and 58.

Clause 29 amends section 74(2)(a) and (b) and (3) to make changes that are consequential to the changes made by clauses 17 and 58 to the regulatory frameworks for —

- (a) foreign lawyers practising in any Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or licensed foreign law practice; and
- (b) solicitors practising in any Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice.

Clause 30 —

- (a) amends section 75(2) to enable a solicitor to pay to the Society his contribution to the Compensation Fund when, instead of before, he makes his application for a practising certificate; and
- (b) replaces section 75(3A) and (3B)(a) and (b) to make changes that are consequential to the changes made by clauses 17 and 58 to the regulatory framework for foreign lawyers practising in any Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or licensed foreign law practice.

Clauses 31 and 32 amend sections 75B(2), (2A) and (3) and 75D(1A), respectively, to make changes that are consequential to the changes made by clauses 17 and 58 to the regulatory framework for foreign lawyers practising in any Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or licensed foreign law practice.

Clause 33 repeals Parts VIA and VIB, as the existing regulatory frameworks for law corporations and limited liability law partnerships under those Parts will be replaced by a new regulatory framework for all law practice entities under a new Part IXA.

Clauses 34 to 54 amend Part VII to give effect to the recommendation of the Committee to Review the Regulatory Framework of the Singapore Legal Services Sector to extend the disciplinary framework under that Part to every regulated foreign lawyer (i.e. a foreign lawyer who is registered under the new section 36B, 36C or 36D or granted an approval under the new section 176(1)) and every regulated non-practitioner.

Clause 34 replaces section 82B to provide for disciplinary proceedings against regulated non-practitioners, including the punishments that may be awarded, how due cause for punishment may be established, and the procedure for those proceedings.

Clause 35 —

- (a) replaces section 83(2)(b) to enable certain breaches of any of the following to constitute improper conduct or practice as an advocate and solicitor:
  - (i) any usage or rule of conduct made by the Professional Conduct Council under the new section 71 or by the Council under the provisions of the Act;
  - (ii) the new Part VA or any rules made under the new section 70H;
  - (iii) any rules made under the new section 36M(2)(r);
- (b) amends section 83(2)(d) and (e) to make changes that are consequential to the changes made by clauses 17 and 58 to the regulatory framework for foreign lawyers practising in any Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or licensed foreign law practice;
- (c) amends section 83(2)(k) to clarify that due cause for punishment may be established against a solicitor, if the solicitor has been disbarred, struck off, suspended, ordered to pay a penalty, censured or reprimanded in his capacity as a legal practitioner in any other jurisdiction (whether or not a country); and
- (d) inserts a new section 83(2A) to extend Part VII, and to set out how Part VII will be modified in its application, to a person admitted under section 15.

Clause 36 inserts a new section 83A to provide (in place of the existing section 82B, which will be repealed by clause 34) for certain matters relating to disciplinary proceedings against any regulated foreign lawyer, such as —



- (a) the punishments that may be awarded;
- (b) how due cause for punishment may be established;
- (c) matters which the court may or must take into account; and
- (d) the interaction between proceedings under Part VII and proceedings under the new Part IVB, in any case where a foreign lawyer is or becomes both a regulated foreign lawyer and a foreign lawyer registered under the new section 36P.

Clause 37 amends section 84(1) and (2) to provide for the appointment of regulated foreign lawyers to the Inquiry Panel.

Clause 38 —

- (a) amends section 85 to extend the application of that section to a regulated legal practitioner (instead of a solicitor);
- (b) amends section 85(3) to expressly provide for a Judicial Commissioner of the Supreme Court, and to provide for a Senior Judge of the Supreme Court, an International Judge of the Supreme Court or the Director of Legal Services, to refer to the Society information touching on the conduct of a solicitor or regulated foreign lawyer;
- (c) amends section 85(5) to provide for the Council to furnish a solicitor or regulated foreign lawyer with a copy of any complaint or information against the solicitor or regulated foreign lawyer;
- (d) amends section 85(6) to provide for the composition of a Review Committee constituted to review any complaint or information against a regulated foreign practitioner; and
- (e) amends section 85(10) to provide for the composition of an Inquiry Committee constituted to inquire into any complaint or information against a regulated foreign practitioner.

Clauses 39 to 42 amend sections 86 to 89, respectively, to extend the application of those sections to a regulated legal practitioner (instead of a solicitor).

Clause 43 —

- (a) makes a technical amendment to section 90(1)(a);
- (b) amends section 90(1) and (4)(b)(i)(B) to extend the application of section 90 to a regulated legal practitioner (instead of a solicitor); and
- (c) amends section 90(1) to provide for the composition of a Disciplinary Tribunal appointed to hear and investigate any matter against a regulated foreign lawyer.

Clause 44 amends section 91(2)(b) to extend the application of section 91 to a regulated legal practitioner (instead of a solicitor).

Clause 45 amends section 92 —

- (a) to provide, in any case where a Judicial Commissioner of the Supreme Court, a Senior Judge of the Supreme Court or an International Judge of the Supreme Court has referred information under section 85(3), for references in Part VII to a person who made the complaint to be construed to include a reference to the Attorney-General; and
- (b) to extend the application of section 92 to a regulated legal practitioner (instead of a solicitor).

Clauses 46, 47, 48, 49, 50 and 51 amend sections 93, 94, 94A, 95, 96 and 97, respectively, to extend the application of those sections to a regulated legal practitioner (instead of a solicitor).

Clause 52 —

- (a) amends section 98 to extend the application of that section to a regulated legal practitioner (instead of a solicitor);
- (b) replaces section 98(1) to specify, in addition to the orders which may be made against a solicitor, the orders which may be made against a regulated foreign lawyer;
- (c) inserts a new section 98(8)(c) to empower the court of 3 Judges of the Supreme Court to direct the Registrar to inform either or both of the following of the decision of the court of 3 Judges:
  - (i) the foreign authority responsible for authorising or registering persons to practise law in the state or territory in which the regulated foreign lawyer is authorised or registered to practise law;
  - (ii) any relevant professional disciplinary body of the state or territory in which the regulated foreign lawyer concerned is authorised or registered to practise law; and
- (d) inserts a new section 98(9A) to provide for the consequences, if a regulated foreign lawyer's registration under the new section 36P is cancelled pursuant to an order of the court of 3 Judges.

Clauses 53 and 54 amend sections 98A and 103, respectively, to extend the application of those sections to a regulated legal practitioner (instead of a solicitor).

Clause 55 amends section 106A(b) to make changes that are consequential to the changes made by clauses 17 and 58 to the regulatory frameworks for —

- (a) foreign lawyers practising in any Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or licensed foreign law practice; and

- (b) solicitors practising in any Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice.

Clause 56 replaces section 108(6) —

- (a) as a consequence of the renumbering of the existing section 131 as section 185; and
- (b) to provide for every order made under section 108 to be presented to Parliament as soon as possible after the publication of the order in the *Gazette*.

Clause 57 amends section 116(2)(b) to make changes that are consequential to the changes made by clauses 17 and 58 to the regulatory frameworks for —

- (a) foreign lawyers practising in any Singapore law practice, Joint Law Venture, Formal Law Alliance, Qualifying Foreign Law Practice or licensed foreign law practice; and
- (b) solicitors practising in any Joint Law Venture, Qualifying Foreign Law Practice or licensed foreign law practice.

Clause 58 repeals and re-enacts Part IXA to establish, pursuant to the recommendations of the Committee to Review the Regulatory Framework of the Legal Services Sector, a new regulatory framework for all law practice entities. The new Part IXA (comprising the new sections 131 to 184) consists of 4 Divisions.

Division 1 of the new Part IXA (comprising the new sections 131 to 136) provides for the regulation of law firms by the Director of Legal Services. A law firm will be defined in section 2(1) as a partnership, or a practice of a solicitor who practises on his own account, which is licensed as a law firm under the new section 131, so as to enable persons other than solicitors to be partners in a law firm.

The new section 131 provides for the licensing, and the approval of the name, of a law firm, and for related matters, including the requirements to be satisfied by a solicitor's practice or a partnership before a law firm licence is issued, and the conditions subject to which the licence is issued.

The new section 132 provides for matters related to the name of a law firm, including the criteria for the approval of the name of a law firm, and the changing of the name of a law firm.

The new section 133 provides for the taking of regulatory action against a law firm in certain circumstances, and for related matters, including the types of regulatory action which may be taken, and the procedure for the taking of regulatory action.

The new section 134 provides for appeals to the Minister from decisions of the Director of Legal Services under Division 1 of the new Part IXA.

The new section 135 —

- (a) provides for the Director of Legal Services to keep a register of law firms, and for the inspection of the register; and
- (b) provides for the lapsing of the licence, and empowers the Director to cancel the registration, of a law firm which has ceased providing legal services or has been wound up.

The new section 136 empowers the Minister to make rules for the purposes of Division 1 of the new Part IXA.

Division 2 of the new Part IXA (comprising the new sections 137 to 151) provides for the regulation of limited liability law partnerships by the Director of Legal Services and related matters. This Division is modelled after and replaces the existing Part VIB.

The new section 137 provides for the interpretation of certain terms used in Division 2 of the new Part IXA.

The new section 138 provides for the licensing, and the approval of the name, of a limited liability law partnership, and for related matters, including the requirements to be satisfied by a limited liability partnership before a limited liability law partnership licence is issued, and the conditions subject to which the licence is issued.

The new section 139 provides for matters related to the name of a limited liability law partnership, including the criteria for the approval of the name of a limited liability law partnership, and the changing of the name of a limited liability law partnership.

The new section 140 sets out some of the effects of becoming a limited liability law partnership.

The new section 141 provides for matters related to the relationship between a limited liability law partnership and its client, including —

- (a) the rights of the limited liability law partnership;
- (b) the fiduciary, confidential and ethical requirements to which the limited liability law partnership is subject; and
- (c) the solicitor-client privilege which exists between a limited liability law partnership and its client.

The new section 142 —

- (a) clarifies that an act or omission done or occurring while providing legal services through a limited liability law partnership may constitute unsatisfactory professional conduct or professional misconduct;
- (b) makes certain partners of a limited liability law partnership jointly liable to disciplinary proceedings for any unbefitting conduct of the business of the limited liability law partnership which cannot be attributed to one or more identified individuals; and
- (c) prohibits certain conduct by certain partners or employees of a limited liability law partnership.

The new section 143 prohibits certain individuals from being a manager of a limited liability law partnership.

The new section 144 sets out additional grounds for winding up a limited liability law partnership under the Limited Liability Partnerships Act (Cap. 163A). Only the Attorney-General or the Council may apply for winding up on these grounds.

The new section 145 provides for the taking of regulatory action against a limited liability law partnership in certain circumstances, and for related matters, including the types of regulatory action which may be taken, and the procedure for the taking of regulatory action.

The new section 146 provides for appeals to the Minister from decisions of the Director of Legal Services under Division 2 of the new Part IXA.

The new section 147 —

- (a) provides for the Director of Legal Services to keep a register of limited liability law partnerships and for the inspection of the register; and
- (b) provides for the lapsing of the licence, and empowers the Director to cancel the registration, of a limited liability law partnership which has ceased providing legal services or has been wound up.

The new section 148 provides that Division 2 of the new Part IXA and any rules made under the new section 150 will prevail over any inconsistent provision of the limited liability partnership agreement of a limited liability law partnership.

The new section 149 provides for the application of the Limited Liability Partnerships Act and certain other written laws to a limited liability law partnership.

The new section 150 empowers the Minister to make rules for the purposes of Division 2 of the new Part IXA.

The new section 151 provides for a reference in any other written law to a solicitor, an advocate or an advocate and solicitor to be construed as including a reference to a limited liability law partnership, subject to any modifications or exceptions prescribed under the new section 150.

Division 3 of the new Part IXA (comprising the new sections 152 to 167) provides for the regulation of law corporations by the Director of Legal Services and related matters. This Division is modelled after and replaces the existing Part VIA.

The new section 152 provides for the interpretation of certain terms used in Division 3 of the new Part IXA.

The new section 153 provides for the licensing, and the approval of the name, of a law corporation, and for related matters, including the requirements to be satisfied by a company before a law corporation licence is issued, and the conditions subject to which the licence is issued.

The new section 154 provides for matters related to the name of a law corporation, including the criteria for the approval of the name of a law corporation, and the changing of the name of a law corporation.

The new section 155 sets out some of the effects of becoming a law corporation.

The new section 156 provides for matters related to the relationship between a law corporation and its client, including —

- (a) the rights of the law corporation;
- (b) the fiduciary, confidential and ethical requirements to which the law corporation is subject; and
- (c) the solicitor-client privilege which exists between a law corporation and its client.

The new section 157 —

- (a) clarifies that an act or omission done or occurring while providing legal services through a law corporation may constitute unsatisfactory professional conduct or professional misconduct;
- (b) makes certain directors of a law corporation jointly liable to disciplinary proceedings for any unbecoming conduct of the business of the law corporation which cannot be attributed to one or more identified individuals; and
- (c) prohibits certain conduct by certain directors or employees of a law corporation.

The new section 158 requires the directors of a law corporation to ensure that any amendment or alteration to the memorandum or articles of association or

constitution of the law corporation must comply with all the requirements with respect to law corporations in the Act.

The new section 159 —

- (a) provides for matters related to shares in a law corporation, including restrictions on the holding, transfer and disposal of shares in a law corporation; and
- (b) prohibits any of certain individuals —
  - (i) from holding any shares in a law corporation, except during any grace period granted to the individual by the Director of Legal Services, on the individual's application, to transfer or dispose of the individual's shares in the law corporation; and
  - (ii) from taking part or being concerned in the management or practice of a law corporation.

The new section 160 sets out additional grounds for winding up a law corporation under the Companies Act (Cap. 50). Only the Attorney-General or the Council may apply for winding up on these grounds.

The new section 161 provides for the taking of regulatory action against a law corporation in certain circumstances, and for related matters, including the types of regulatory action which may be taken, and the procedure for the taking of regulatory action.

The new section 162 provides for appeals to the Minister from decisions of the Director of Legal Services under Division 3 of the new Part IXA.

The new section 163 —

- (a) provides for the Director of Legal Services to keep a register of law corporations and for the inspection of the register; and
- (b) provides for the lapsing of the licence, and empowers the Director to cancel the registration, of a law corporation which has ceased providing legal services or has been wound up.

The new section 164 provides that Division 3 of the new Part IXA and any rules made under the new section 166 will prevail over any inconsistent provision of the memorandum and articles of association or constitution of a law corporation.

The new section 165 provides for the application of the Companies Act and certain other written laws to a law corporation.

The new section 166 empowers the Minister to make rules for the purposes of Division 3 of the new Part IXA.

The new section 167 provides for a reference in any other written law to a solicitor, an advocate or an advocate and solicitor to be construed as including a

reference to a law corporation, subject to any modifications or exceptions prescribed under the new section 166.

Division 4 of the new Part IXA (comprising the new sections 168 to 184) provides for the regulation of Joint Law Ventures, Formal Law Alliances, Qualifying Foreign Law Practices, licensed foreign law practices, representative offices of foreign law practices and foreign interests in Singapore law practices by the Director of Legal Services. This Division is modelled after and replaces the provisions in the existing Part IXA relating to Joint Law Ventures, Formal Law Alliances, Qualifying Foreign Law Practices, licensed foreign law practices, representative offices of foreign law practices and foreign interests in Singapore law practices.

The new section 168 provides for the interpretation of certain terms used in Division 4 of the new Part IXA.

The new section 169 provides for the licensing of Joint Law Ventures, and for related matters, including the conditions to be satisfied by the joint applicants for a Joint Law Venture licence, the conditions subject to which the licence is issued, and the privileges conferred by the licence.

The new section 170 provides for the licensing of Formal Law Alliances, and for related matters, including the conditions to be satisfied by the joint applicants for a Formal Law Alliance licence, the conditions subject to which the licence is issued, and the privileges conferred by the licence.

The new section 171 provides for the licensing of Qualifying Foreign Law Practices, and for related matters, including the conditions to be satisfied by an applicant for a Qualifying Foreign Law Practice licence, the conditions subject to which the licence is issued, and the privileges conferred by the licence.

The new section 172 provides for the licensing of foreign law practices, and for related matters, including the conditions to be satisfied by an applicant for a foreign law practice licence, the conditions subject to which the licence is issued, and the privileges conferred by the licence.

The new section 173 —

- (a) provides for a foreign law practice which establishes a representative office in Singapore to give the Director of Legal Services notice in the prescribed manner of the establishment, and the cessation of operation, of that representative office; and
- (b) provides for the Director to maintain a register of representative offices of foreign law practices.

The new section 174 provides for the taking of regulatory action against a Joint Law Venture or Formal Law Alliance in certain circumstances, and for related



matters, including the types of regulatory action which may be taken, and the procedure for the taking of regulatory action.

The new section 175 provides for the taking of regulatory action against a Qualifying Foreign Law Practice or licensed foreign law practice in certain circumstances, and for related matters, including the types of regulatory action which may be taken, and the procedure for the taking of regulatory action.

The new section 176(1) to (8) —

- (a) enables a foreign lawyer registered under the new section 36B, 36C or 36D, with the approval of the Director of Legal Services, to be a director, partner or shareholder in, or to share in the profits of, a Singapore law practice; and
- (b) provides for related matters, including the conditions to be complied with by the foreign lawyer and the Singapore law practice.

The new section 176(9) to (15) —

- (a) enables a foreign law practice, with the approval of the Director of Legal Services, to be a shareholder in a law corporation, or to share in the profits of a Singapore law practice; and
- (b) provides for related matters, including the conditions to be complied with by the foreign law practice and the Singapore law practice.

The new section 177 provides for measures to ensure compliance with the new section 176. In particular, the new section 177 —

- (a) empowers the Director of Legal Services —
  - (i) to require a Singapore law practice applying for approval under the new section 176(1) in respect of a foreign lawyer, the foreign lawyer, and any partner or director of the Singapore law practice, to provide undertakings; and
  - (ii) to require a Singapore law practice applying for approval under the new section 176(9) in respect of a foreign law practice, the foreign law practice, and any partner or director of the Singapore law practice or foreign law practice, to provide undertakings; and
- (b) specifies the consequences of contravening the new section 176 or any such undertaking.

The new section 178 provides for the procedural matters relating to an application for any licence or approval under Division 4 of the new Part IXA, and for the period of validity of any such licence or approval. It also provides, in the case of any such licence or approval which is valid for a fixed period, for the procedural matters relating to the renewal of the licence or approval, and for the period of and conditions for the renewal of the licence or approval.

The new section 179 provides for —

- (a) the issuing of guidelines and directions by the Director of Legal Services;
- (b) the giving of undertakings by any applicant for any licence or approval under Division 4 of the new Part IXA; and
- (c) measures to ensure compliance with such guidelines, directions and undertakings and the conditions of any licence or approval under Division 4 of the new Part IXA.

The new section 180 —

- (a) provides for appeals to the Minister from decisions of the Director of Legal Services under Division 4 of the new Part IXA; and
- (b) empowers the Director of Legal Services to vary or revoke any condition imposed by the Director under Division 4 of the new Part IXA, if the Director is satisfied that it is in the public interest to do so.

The new section 181 provides for the consequences of any failure to apply for any licence, or to furnish any particulars or information, required under Division 4 of the new Part IXA.

The new section 182 provides for the Director of Legal Services to bring an action in court to seek an order for a civil penalty in respect of any contravention of Division 4 of the new Part IXA.

The new section 183 provides for the liability of a partner, director or shareholder of a Joint Law Venture, Formal Law Alliance, foreign law practice or Singapore law practice for any contravention of any provision of Division 4 of the new Part IXA by that Joint Law Venture, Formal Law Alliance, foreign law practice or Singapore law practice (as the case may be).

The new section 184 empowers the Minister to make rules for the purposes of Division 4 of the new Part IXA.

Clause 59 amends paragraphs 7(1) and 8C(1) of Part I of the First Schedule to make changes that are consequential to the replacement of the existing Parts VIA and VIB with Divisions 3 and 2, respectively, of the new Part IXA.

Clause 60 —

- (a) renumbers the existing sections 131 to 137 as sections 185 to 191, respectively, so as to enable the provisions in the new Part IXA to have reader-friendly section numbers;
- (b) makes changes to sections 15(7) and 16(3) that are consequential to the renumbering of the existing section 135 as section 189; and
- (c) makes an amendment to section 75C(1)(a) that is consequential to the repeal and re-enactment of section 71.

Clause 61 is a savings and transitional provision.

Clause 62 makes consequential amendments to the Singapore Academy of Law Act.

## EXPENDITURE OF PUBLIC MONEY

This Bill will involve the Government in extra financial expenditure, the exact amount of which cannot at present be ascertained.

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