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LEGAL PROFESSION ACT (CHAPTER 161)

LEGAL PROFESSION (LIMITED LIABILITY LAW PARTNERSHIP) RULES 2006

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

Citation and commencement

1. These Rules may be cited as the Legal Profession (Limited Liability Law Partnership) Rules 2006 and shall come into operation on 1st January 2007.

Definitions

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

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

(a) either of the following applies:

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

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

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

[S 249/2012]

Application for approval as limited liability law partnership

2.—(1) An application under section 81Q of the Act for approval of a limited liability partnership or proposed limited liability partnership as a limited liability law partnership and of the name or proposed name of the limited liability law partnership shall be made in such form as may be determined by the Council and shall be accompanied by —

(a) such documents, particulars and information as the Council may require; and

(b) an application fee of \$1,000.

(2) The Council may, in the interests of the legal profession or the public, reject an application made under paragraph (1).

Appeal to High Court

3. An appeal to the High Court under section 81X of the Act against a decision of the Council shall be made by way of originating

summons in Form 4 of Appendix A to the Rules of Court (Cap. 322, R 5).

Primary business

4. The primary business of a limited liability law partnership shall be the supply of legal services.

Partners

5. Every partner of a limited liability law partnership shall be —

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

(b) a foreign lawyer —

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

(ii) to whom the Attorney-General has granted approval under section 130L(1) of the Act to be a partner of the limited liability law partnership.

[S 249/2012]

Notification of transfer of business

6.—(1) Every limited liability law partnership to which the business of a law firm or law corporation has been transferred shall, within 7 days of the transfer, give notice in writing to every client of the law firm or law corporation of the transfer and that with effect from the date of the transfer —

(a) the limited liability law partnership shall replace the law firm or law corporation as the provider of legal services to the client;

(b) the possession of any documents held by the law firm or law corporation for or on behalf of that client shall be transferred to the limited liability law partnership to be held for or on behalf of that client; and

(c) any money or funds held by the law firm or law corporation for or on account of that client shall be transferred to the

limited liability law partnership to be held for or on account of that client.

(2) Every client to whom a notice under paragraph (1) has been given shall, if he objects to any of the matters referred to in paragraph (1)(a), (b) or (c), notify the limited liability law partnership of such objection within 14 days of the receipt of the notice.

(3) Every client who does not give any notice of his objection under paragraph (2) shall be deemed to have consented to the matters specified in paragraph (1)(a), (b) and (c).

Notification of change of particulars

7. Every limited liability law partnership shall, within 7 days of any change in the following particulars, notify the Council of such change:

- (a) particulars of its partners;
- (b) its registered office and the address of every branch office;
and
- (c) its telephone and fax numbers.

Submission of lodged documents

8. Every limited liability law partnership shall, within 7 days of the lodgment of any document with the Registrar of Limited Liability Partnerships, submit to the Council such copies of the lodged document as the Council may require.

Accounts

9. The following Rules relating to the keeping of accounts by solicitors shall apply, with the necessary modifications, to limited liability law partnerships:

- (a) the Legal Profession (Deposit Interest) Rules (R 5);
- (b) the Legal Profession (Solicitors' Accounts) Rules (R 8);
- (c) the Legal Profession (Solicitors' Trust Accounts) Rules (R 9);
- (d) the Legal Profession (Accountant's Report) Rules (R 10).

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

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

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Holding of shares in related law corporation

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

[S 249/2012]

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

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

[S 249/2012]

Supplementary provisions applicable to limited liability law partnership with foreign lawyer

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

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

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

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

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

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

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

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

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

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

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

[S 249/2012]

Made this 8th day of December 2006.

CHAN LAI FUNG
*Permanent Secretary,
Ministry of Law,
Singapore.*

[LAW06/005/038 Vol.2; AG/LEG/SL/161/2002/1 Vol.3]

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