



THE
LAW SOCIETY
OF HONG KONG
香港律師會

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28 January 2011

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Ms. Flora Tai,
Clerk to the Panel on Administration of Justice
and Legal Services,
3rd Floor, Citibank Tower,
3 Garden Road, Central,
Hong Kong.

Dear Ms. Tai,

Solicitor Corporation Rules

1. A set of the draft Solicitor Corporation Rules (the "Draft Rules") was last considered by the Panel on 31 March 2005. The DOJ had provided advice on the legislative drafting aspects of the Draft Rules; and at that meeting the Deputy Solicitor General (General) advised the Panel that DOJ was satisfied that the legal policy aspects of the Draft Rules were in order.
2. The Draft Rules were subsequently approved by the Council of the Law Society on 12 April 2005; and also approved by the Chief Justice in July 2005.
3. In the course of preparing the Chinese text of the Draft Rules in August 2005, the Law Drafting Division of the DOJ proposed an additional sub-rule to rule 11 of the Draft Rules along the line of the provisions in s. 5(1) of the Companies Ordinance to the effect the memorandum of association of every company must contain the word "Limited" as the last word of the name of the company. The Judiciary queried whether the proposed new sub-rule to rule 11 would limit the discretion of the Council under rule 12(2); and whether there was a conflict between these two sections in the Rules. The Judiciary also sought clarification from the Law Society on, inter alia, the circumstances where the Council of the Law Society would (a) grant a waiver under rule 6(1)(a)

...../2

Ms. Flora Tai
Clerk to Panel

for a solicitor corporation not to comply with rule 6(2)(e), requiring the memorandum and articles of association of a solicitor corporation to comply with the Companies Ordinance and the Solicitor Corporation Rules; and grant approval under rule 12(2) for the name of a solicitor corporation not to contain the word "Limited" as its last word.

4. The Draft Rules went through a number of revised versions, including minor textual changes.
5. On 12 January 2011, the Council of the Law Society approved the attached 8th draft of the Draft Rules (the version dated 05.01.2011). Before submitting this latest set of the Draft Rules to the Chief Justice for approval, the Council of the Law Society wishes to consult the Panel on the newly revised Draft Rules first.
6. The new version of the Draft Rules is substantially the same as the Draft Rules last considered by the Panel in March 2005. The major changes are:
 - (a) to carve out the discretion of the Council to grant a waiver in respect of the requirement under subrule 2(e) of rule 6, i.e. the requirement that the memorandum and articles of association of a solicitor corporation must comply with the Companies Ordinance (Cap. 32) and the Solicitor Corporation Rules;
 - (b) to clarify in rule 6(2)(c) that every member or director of a solicitor corporation must be a solicitor holding an unconditional practising certificate, i.e. having been bona fide employed in the practice of a solicitor in Hong Kong for at least 2 years; and is not subject to condition under section 6(6) that he shall not practise as a solicitor on his own account or in partnership; and
 - (c) to impose an application fee of \$2,500 for an application for approval of an amendment to the memorandum and articles of association of a solicitor corporation under rule 11(2)(b).

Ms. Flora Tai
Clerk to Panel

Consequential amendments to the Solicitors (Professional Indemnity) Rules, Cap.159M

7. In November 2005, the Law Drafting Division started to draft the consequential amendments to the Solicitors (Professional Indemnity) Rules, Cap.159M to implement the Solicitor Corporation Rules. It went through a number of revised versions.
8. The Council of the Law Society has also approved the attached 6th draft (revised) of the draft Solicitors' (Professional Indemnity) (Amendment) (No.2) Rules 2010. But this latest version of the draft consequential amendments to the Solicitors (Professional Indemnity) Rules, Cap.159M will be submitted to Chief Justice for final approval together with the latest version of the Draft Rules.

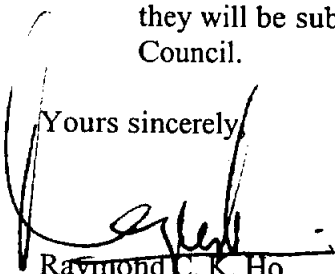
Consequential amendments to the other subsidiary legislation under the Legal Practitioners Ordinance, Cap. 159

- 9 The Law Society has identified the consequential amendments necessary to be made to the other subsidiary legislation of the Legal Practitioners Ordinance for the implementation of the Solicitor Corporation Rules. The Law Drafting Division of the DOJ will be consulted on drafting these amendments that are of technical in nature.

The Way Forward

- 10 On final approval of the Solicitor Corporation Rules and the consequential amendments to the Solicitors (Professional Indemnity) Rules, Cap.159M now approved by the Council of the Law Society, they will be subject to the negative vetting procedure of the Legislative Council.

Yours sincerely



Raymond C. K. Ho
Secretary General

Encl.

Drafter: Mabel Cheung
File ref: LDT 272/35/0C

Solicitor Corporation Rules

DRAFTING HISTORY TABLE

Draft no.	Release date	Doc. no. & version
1st draft	17.01.2005	#106505v5
2nd draft	24.03.2005	#106505v7
3rd draft	02.08.2005	#106505v8
4th draft	23.09.2005	#106505v9
5th draft	15.09.2009	#161716v1
6th draft	23.11.2010	#172183v2
7 th draft	15.12.2010	#172183v3
8 th draft	05.01.2011	#172183v4

Solicitor Corporation Rules

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Solicitor Corporation Rules

(Made by the Council of The Law Society of Hong Kong under section 73 of the Legal Practitioners Ordinance (Cap. 159) subject to the prior approval of the Chief Justice)

Part 1

Preliminary

1. **Commencement**

These Rules come into operation on a day to be appointed by the President of The Law Society of Hong Kong by notice published in the Gazette.

2. **Interpretation**

In these Rules—

company (公司) means a company formed and registered under the Companies Ordinance (Cap. 32);

firm (律師行) means a firm as from time to time constituted, whether of a sole practitioner or as a partnership, carrying on the business of practising as a solicitor or as solicitors and whether conducted from one address or more than one address;

qualified company (合資格公司)—see section 6;

shares (股份) has the same meaning as in the Companies Ordinance (Cap. 32).

3. Effect of these Rules

These Rules do not affect the application to a solicitor of any laws, enactments, practice directions and codes of conduct relating to the practice of a solicitor.

Part 2

Approval as Solicitor Corporation

4. Application for approval of company or proposed company as solicitor corporation

An application under section 7C of the Ordinance for approval of a company or proposed company as a solicitor corporation must—

- (a) be made in a form approved by the Society; and
- (b) be accompanied by an application fee of \$5,000.

5. Provisions relating to approvals

- (1) The Society must not approve an application under section 7C of the Ordinance unless the Council is satisfied that—
 - (a) the company is, or the proposed company will on its formation and registration as a company become, a qualified company;
 - (b) the name of the company or proposed company complies with section 12; and
 - (c) giving of the approval is not, in the opinion of the Council, contrary to the interests of the public.
- (2) The approval of a company or proposed company as a solicitor corporation may be withdrawn by the Society at any time if—
 - (a) the company ceases to be a qualified company; or
 - (b) the continuance of the approval is, in the opinion of the Council, contrary to the interests of the public.
- (3) The approval of a company as a solicitor corporation ceases to have effect if—
 - (a) an order for winding up of the company is made;

- (b) a resolution for voluntary winding up of the company is passed; or
- (c) a person is appointed as receiver or manager of the property of the company.

6. Meaning of qualified company

- (1) For the purposes of these Rules, a company is a qualified company if—
 - (a) the company satisfies all the requirements set out in subsection (2); or
 - (b) to the extent that the company does not satisfy any requirement specified in subsection (2)(a), (b), (c) or (d), the Council has granted a waiver in respect of the requirement.
 - (2) The requirements referred to in subsection (1) are—
 - (a) all the members of the company are directors or employees of the company;
 - (b) all the directors of the company are members or employees of the company;
 - (c) every member or director of the company is a solicitor holding a current practising certificate which is not subject to the condition imposed under section 6(6) of the Ordinance;
 - (d) every member of the company beneficially owns the share or shares that the member holds in the company; and
 - (e) the memorandum and articles of association of the company comply with these Rules and the Companies Ordinance (Cap. 32).
-

Part 3

Conduct of Solicitor Corporation and its Members, etc.

7. Conduct of solicitor corporation

- (1) A solicitor corporation must not engage in any activity that does not form part of, or is not incidental to, the business of practising as a solicitor or as solicitors.
- (2) A solicitor corporation must at all times be managed and controlled by a solicitor or solicitors.
- (3) A solicitor corporation must not conduct its business in any name other than that approved under these Rules.
- (4) Within 14 days after delivering any document to the Registrar of Companies in purported compliance with the Companies Ordinance (Cap. 32), a solicitor corporation must provide the Society with a copy of the document.

8. Conduct of member, etc.

- (1) A member of a solicitor corporation must not create any charge or other third party interest over any share in the corporation.
- (2) For the purpose of attending and voting at any meeting of a solicitor corporation, a member of the corporation must not appoint as a proxy any person other than a solicitor who is a member or employee of the corporation.
- (3) A member of a solicitor corporation, or an employee of a solicitor corporation who is a solicitor (whether the member or employee holds a current practising certificate or not), must not without the prior written consent of the Council—
 - (a) hold in any capacity (including that of trustee), or beneficially own any interest in, any share in any other solicitor corporation;

- (b) be or act as an officer, consultant or employee of any other solicitor corporation;
 - (c) be or act as a partner, consultant or employee of a firm;
or
 - (d) practise as a solicitor on the member's or employee's own account.
-

Part 4

Death, etc. of Member

9. Death of member

If a member of a solicitor corporation dies, the corporation must ensure that any share in the corporation registered in the member's name at the time of the member's death are, within 24 months of the member's death—

- (a) registered in the name of a solicitor who satisfies the requirement set out in section 6(2)(c); or
- (b) are repurchased by the corporation itself.

10. Member's name struck off roll of solicitors, member becoming bankrupt, etc.

(1) If—

- (a) the name of a member of a solicitor corporation is removed from or struck off the roll of solicitors;
- (b) a member of a solicitor corporation becomes bankrupt; or
- (c) a member of a solicitor corporation is suspended from practice by an order of a Solicitors Disciplinary Tribunal,

any share in the corporation registered in the member's name may, despite section 6(2)(c), remain so registered for not longer than 6 months.

- (2) During those 6 months, the member must not exercise any voting rights in respect of the share at any meeting of the corporation.
-

Part 5

Memorandum and Articles of Association and Name of Solicitor Corporation

- 11. Provisions relating to memorandum and articles of association**
- (1) The memorandum of association of a solicitor corporation must provide that the corporation may only carry out activities that form part of, or are incidental to, the business of practising as a solicitor or as solicitors.
 - (2) An application under section 7E of the Ordinance for approval of an amendment to the memorandum or articles of association of a solicitor corporation must—
 - (a) be made in a form approved by the Society; and
 - (b) be accompanied by an application fee of \$2,500.
 - (3) The Society must not approve an application under subsection (2) if the amendment will render the memorandum or articles of association in contravention of the Companies Ordinance (Cap. 32).
- 12. Provisions relating to names**
- (1) In this section—
name (名稱) includes part of a name or the initials of a name.
 - (2) The name of a solicitor corporation must—
 - (a) except with the approval of the Council, consist solely of the name or names of one or more solicitors who are members of the corporation;
 - (b) if the name is in Chinese, contain “有限公司” as its last 4 characters;
 - (c) if the name is in English, contain “Limited” as its last word; and

- (d) if the name is both in English and Chinese, contain “有限公司” as its last 4 characters of the name in Chinese, and “Limited” as its last word of the name in English.
- (3) Subsection (2) does not preclude the use of—
 - (a) the name of any former member of the solicitor corporation;
 - (b) the name of any predecessor firm of the solicitor corporation; or
 - (c) the title “solicitor”, “notary public”, “trade-mark agent”, “patent agent”, “律師”, “公證人”, “商標代理人” or “專利代理人”.
 - (4) For the purposes of subsection (3), a firm is a predecessor firm of a solicitor corporation if—
 - (a) the firm ceases to be in practice at the time when the approval given in respect of the corporation under section 7C of the Ordinance takes effect; and
 - (b) the membership of the corporation includes not less than one-third of the principals of the firm immediately before that time.
 - (5) An application under section 7E of the Ordinance for approval of a change of the name of a solicitor corporation must—
 - (a) be made in a form approved by the Society; and
 - (b) be accompanied by an application fee of \$2,500.
 - (6) The Society must not approve an application referred to in subsection (5) or section 4 if the name or proposed name to which the application relates—
 - (a) does not comply with subsection (2);
 - (b) is the same as the name of a solicitor corporation or is, in the opinion of the Council, so similar to the name of a solicitor corporation as to be likely to cause confusion to the public;

Solicitor Corporation Rules

Part 5
Section 12

11

Made this day of 2010.

Explanatory Note

The purpose of these Rules is to enable solicitors to incorporate their practices and to establish a regulatory framework under which they may do so.

Drafter: Mabel Cheung
File ref: LDT 272/35/0C

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**Solicitors' (Professional Indemnity) (Amendment)(No.
2) Rules 2010**

DRAFTING HISTORY TABLE

Draft no.	Release date	Doc. no. & version
1st working draft	02.12.2005	#130087v1
2nd working draft	03.09.2009	#130087v2
2nd working draft (revised)	14.09.2009	#130087v3
3rd working draft	26.04.2010	#130087v4
4 th working draft	16.09.2010	#172065v1
5 th working draft	12.10.2010	#172065v2
5 th working draft (clean version)	12.10.2010	#172065v3
6 th working draft	13.10.2010	#172065v4
6 th working draft (revised)	13.10.2010	#172065v4

Solicitors' (Professional Indemnity) (Amendment)(No. 2) Rules 2010

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Solicitors' (Professional Indemnity) (Amendment)(No. 2) Rules 2010¹

(Made by the Council of The Law Society of Hong Kong under section 73A of the Legal Practitioners Ordinance (Cap. 159) subject to the prior approval of the Chief Justice)

1. Commencement

These Rules come into operation on a day to be appointed by the President of The Law Society of Hong Kong by notice published in the Gazette.

2. Solicitors (Professional Indemnity) Rules amended

The Solicitors (Professional Indemnity) Rules (Cap. 159 sub. leg. M) are amended as set out in sections 3 to 10.

3. Rule 2 amended (Interpretation)

(1) Rule 2, definition of *indemnified*—

Repeal the definition

Substitute

"indemnified (獲彌償保障者) means—

- (a) the practice entity named in the receipt referred to in rule 9;
- (b) any principal of the practice entity, and the principal's estate or legal representatives;

¹ Title to be finalized when the date for gazettal of the Rules is decided.

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- (c) any person employed in or in connection with the practice entity (whether as an assistant solicitor, consultant, trainee solicitor or otherwise);
 - (d) any solicitor who has ceased by reason of death, retirement or otherwise to practise as a principal of the practice entity, and the solicitor's estate or legal representatives;
 - (e) any person formerly employed in or in connection with the practice entity (whether as an assistant solicitor, consultant, trainee solicitor or otherwise), and the person's estate or legal representatives; and
 - (f) any service, administrative or nominee company or trust insofar as its activities are carried out in connection with the Practice;".
- (2) Rule 2, definition of *panel solicitor*—
- Repeal**
"firm of solicitors"
- Substitute**
"practice entity".
- (3) Rule 2, definition of *principal*—
- Repeal the definition**
- Substitute**
"*principal* (主管)—
- (a) in relation to a firm, means a partner or the sole practitioner of the firm, including any solicitor holding out as such a partner or the sole practitioner; or
 - (b) in relation to a solicitor corporation, means a member of the solicitor corporation, including any solicitor holding out as such a member;".
- (4) Rule 2, definition of *relevant date*, paragraph (c)—

Section 4

Deleted:

Deleted: Section 10.9

Repeal

“firm” (wherever appearing)

Substitute

“practice entity”.

(5) Rule 2–

Add

“*practice entity* (執業實體) means a firm or a solicitor corporation;

“*solicitor corporation* (律師法團) means a company that is approved by the Society under section 7C of the Ordinance, carrying on the Practice;”.

4. Rule 8 amended (Production of documents and information)

Rule 8(1)(b)(vi)–

Repeal

“firm”

Substitute

“practice entity”.

5. Rule 9 amended (Receipt)

Rule 9–

Repeal

“firm”

Substitute

“practice entity”.

6. Rule 16 amended (Payment of amounts not covered by scheme)

Rule 16(1) and (2)–

Repeal

“firm” (wherever appearing)

Deleted:

Deleted: Section 10.9

Substitute

“practice entity”.

7. Rule 17 amended (Panel of firms of solicitors)

(1) Rule 17, heading—

Repeal

“Panel of firms of solicitors”

Substitute

“Appointment of panel solicitors”.

(2) Rule 17—

Repeal

“firms of solicitors”

Substitute

“practice entities”.

8. Schedule 1 amended (Contributions to fund)

(1) Schedule 1, paragraph 1—

Repeal

“firm”

Substitute

“practice entity”.

(2) Schedule 1, paragraph 2(1)(a)(i)—

Repeal

“firm” (wherever appearing)

Substitute

“practice entity”.

(3) Schedule 1, paragraph 2(1)(b)(i), (ii) and (iii)—

Repeal

Section 8

Deleted:

Deleted: Section 10.9

“firm” (wherever appearing)

Substitute

“practice entity”.

- (4) Schedule 1, paragraph 2(1)(b)(iv)—

Repeal

“firm” (wherever appearing)

Substitute

“practice entity”.

- (5) Schedule 1, paragraph 2(1)(b)(iv), before “principals” (wherever appearing)—

Add

“principal or”.

- (6) Schedule 1, paragraph 2(1)(c)(i) and (d)(i) and (ii)—

Repeal

“firm” (wherever appearing)

Substitute

“practice entity”.

- (7) Schedule 1, paragraph 2(2)—

Repeal

“firms”

Substitute

“practice entities”.

- (8) Schedule 1, paragraph 2(6)(b)(i)—

Repeal

“firm” (wherever appearing)

Substitute

“practice entity”.

- (9) Schedule 1, paragraph 2(7)(a)—

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Repeal

“firms”

Substitute

“practice entities”.

- (10) Schedule 1, paragraph 2(7)(b)—

Repeal

“firms”

Substitute

“practice entities”.

- (11) Schedule 1, paragraph 2(7)(b)—

Repeal

“firm”

Substitute

“practice entity”.

- (12) Schedule 1, paragraph 2(7)(c)—

Repeal

“firm” (wherever appearing)

Substitute

“practice entity”.

- (13) Schedule 1, paragraph 2(7)(c)—

Repeal

“firms”

Substitute

“practice entities”.

- (14) Schedule 1, paragraph 3(b), (d), (i) and (j)—

Repeal

“firm” (wherever appearing)

Section 9

Deleted:

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Substitute

“practice entity”.

9. Schedule 2 amended (Management and administration of fund)

Schedule 2, paragraph 3(c)—

Repeal

“firm”

Substitute

“practice entity”.

10. Schedule 3 amended (Exclusions and conditions)

(1) Schedule 3, paragraph 1(1), proviso, paragraph (a)—

Repeal

“firm” (wherever appearing)

Substitute

“practice entity”.

(2) Schedule 3, paragraph 1(2)(c)(iiia)—

Repeal

“firm or the indemnified”

Substitute

“practice entity, or of a service, administrative or nominee company or trust insofar as its activities are carried out in connection with the Practice of the practice entity.”.

(3) Schedule 3, paragraph 1(2)(c)(iiia)—

Repeal

“in the conduct or management of the Practice”.

(4) Schedule 3, paragraph 2—

Add

Section 10

8

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“(ba) where the indemnified is a solicitor corporation, the first \$20,000 in respect of any one claim multiplied by the number of principals in the solicitor corporation at the relevant date;”.

- (5) Schedule 3, paragraph 2(2)(c)—

Repeal

“or (b)”

Substitute

“, (b) or (ba)”.

- (6) Schedule 3, paragraph 2(2)(c)—

Repeal

“firm”

Substitute

“practice entity”.

- (7) Schedule 3, paragraph 2(3)—

Repeal

“or (b) and (c)”

Substitute

“, (b) or (ba) and subparagraph (2)(c)”.

- (8) Schedule 3, paragraph 2(3)—

Repeal

“firm”

Substitute

“practice entity”.

- (9) Schedule 3, paragraph 2(4)(a)—

Repeal

“or (b)”

Substitute

Solicitors' (Professional Indemnity) (Amendment)(No. 2) Rules 2010

Section 10

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“, (b) or (ba)”.

- (10) Schedule 3, paragraph 3(2)(b)(ii)—

Repeal

“partner”

Substitute

“partner of a firm or a member of a solicitor corporation”.

- (11) Schedule 3, paragraph 7(1)—

Repeal

“paragraph 1(c)(vii)”

Substitute

“paragraph 1(2)(c)(vii)”.

- (12) Schedule 3, paragraph 8(6)—

Repeal

“firm or indemnified”

Substitute

“practice entity or of a service, administrative or nominee company or trust insofar as its activities are carried out in connection with the Practice of the practice entity,”.

- (13) Schedule 3, paragraph 9—

Repeal

“firm” (wherever appearing)

Substitute

“practice entity”.

Deleted: principal

Solicitors' (Professional Indemnity) (Amendment)(No. 2) Rules 2010

Section 10

10

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Approved this 15th day of 2010.

Chief Justice

Explanatory Note
Paragraph 1

12

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Explanatory Note

The main purpose of these Rules is to make amendments to the Solicitors (Professional Indemnity) Rules (Cap. 159 sub. leg. M) ("Indemnity Rules") that are consequential to the enactment of the Solicitor Corporations Rules (L.N. [] of 2010). The Rules also seek to make minor textual amendments to the Indemnity Rules.

2. The major amendments include—
- (a) adding the new definition of "practice entity", which means either a firm or a solicitor corporation;
 - (b) replacing references to a firm by references to a practice entity; and
 - (c) providing for the sum of deductibles in respect of a solicitor corporation that are not covered by the indemnity under the Indemnity Rules.