



THE

LAW SOCIETY
OF HONG KONG

香 港 律 師 會

**MANUAL FOR SETTING UP
A GROUP PRACTICE**

The contents of this manual are for reference only. Practitioners intending to set up a group practice should consider the feasibility of such an option on the basis of their own individual circumstances. The Law Society does not accept any responsibility for any acts or omissions purportedly resulted in reliance on the manual.

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1. Solicitors (Group Practice) Rules

The Solicitors (Group Practice) Rules ("Rules") will come into effect on 1 February 2003.

- 1.1 The object of these Rules is to regulate any arrangement whereby 2 or more solicitors or firms of solicitors, each of whom is carrying on the business of practising as a solicitor or as solicitors, conduct their businesses together in mutual co-operation but without being in partnership. Such arrangements are referred to in the Rules as "group practice".
- 1.2 The members of a group practice may not conduct the business of practising as a solicitor from an address other than the address of the group practice.
- 1.3 A group practice must adopt a name approved by the Council of the Law Society by which the group practice is to be known.
- 1.4 Certain requirements apply to the manner in which a group practice's name appears on a member's letterhead.
- 1.5 The members of a group practice are required to maintain a company incorporated with limited liability of which member solicitors or principals of member firms are the sole directors and shareholders, to undertake matters relating to the management of the group practice.
- 1.6 Members of a group practice are required to report to the Law Society the details of the group practice and the group practice management company.
- 1.7 There are restrictions on the number of unqualified persons that may be employed within a group practice.
- 1.8 The promotion of a group practice as such, or in a manner which suggests that the group practice is an entity or that any of its members are in partnership with each other, is prohibited.
- 1.9 The various member solicitors of a group practice and principals of member firms are not to be regarded as being in partnership with each other, except as regards disciplinary matters relating to conflict of interest or confidentiality.
- 1.10 A general power of waiver is vested in the Council.
- 1.11 The various members of a group practice are to be regarded as being in partnership with each other for the purpose of rule 5C of the Solicitors' Practice Rules (Cap. 159 sub. leg. H) (which deals with representation in conveyancing transactions).

2. Benefits of setting up a group practice

- 2.1 Reduction of overheads by enabling solicitors to share the following facilities and costs:
- unqualified staff including secretaries, receptionists, accounts clerks, filing and registration clerks, tea ladies and messengers, administration officers;
 - rent, utility bills and other outgoings;
 - office facilities and equipment including library, conference room, pantry, photocopying and fax machines, telecommunications and computer systems;
 - staff training and precedents
- 2.2 Pooling of resources to obtain the economy of scale while maintaining the independence of individual practices;
- 2.3 Support of other solicitors in the group practice who may have experience and skills in different areas of practice;
- 2.4 Opportunity to share and exchange ideas and consult one another on legal and other problems;
- 2.5 Possibility of referral of work from other solicitors within the group practice.

3. Factors to take into account when considering whether to set up a group practice

- 3.1 Possibility of disharmony within the group practice over the cost of certain shared expenses;
- 3.2 Rivalry between members of the group practice, competing for walk-in clients;
- 3.3 Loss of privacy in relation to practice and clients, compared with that of a sole practitioner and a small firm practice;
- 3.4 Blurring of individual identities;
- 3.5 Resistance by clients to the new mode of practice;
- 3.6 Mixed loyalties of shared staff.

4. Guide to establishing a group practice

4.1 Prepare a business plan taking the following into account:

- (a) the purpose of establishing a group practice
- (b) the preferred location of the group practice
- (c) the number of members in the group practice
- (d) the areas of law in which the members are to practise
- (e) the facilities and costs that are to be shared among members
- (f) a projection of the starting up costs and 12-month expenditures that are to be shared among members

4.2 Look for practitioners or firms that will fit into the overall business plan.

4.3 Agree the terms of the group practice agreement. [*The suggested Heads of Agreement is contained in Appendix I of the manual.*]

4.4 Decide on the location and size of the office premises of the group practice and start negotiating the lease of the premises.

4.5 Choose a name for the group practice and apply to the Council of the Law Society for approval of the proposed name in accordance with rule 5 of the Solicitors (Group Practice) Rules ("Rules"). [*The application form is contained in Appendix II of the manual.*]

4.6 Set up a group practice management company bearing a name that includes "Group Practice Management Company Limited" with its directors and shareholders being parties to the group practice agreement in accordance with rule 7 of the Rules.

4.7 Apply for business registration of the group practice management company.

4.8 Through the group practice management company,

- (a) engage unqualified staff who are to be shared among the members of the group practice;
- (b) enter into the lease in respect of the office premises of the group practice and arrange for the facilities and equipment necessary for the commencement of business in the office including, where appropriate,
 - renovation
 - application for utility supplies
 - installation of office facilities including telephone, computer and other telecommunications systems
 - purchase / lease of office equipment including photocopying machine(s) and fax machine(s)
 - purchase of library and reference materials including court rules and practice books
 - printing of stationery (ensuring that the letterhead of each member of the group practice complies with the provisions of rule 6 of the Rules).

- 4.9 File with the Society the following within 14 days of the commencement of the group practice in accordance with rule 8 of the Rules:
- (a) a declaration signed by all members of the group practice that they have entered into a group practice agreement [*The declaration form is contained in Appendix III of the manual*]; and
 - (b) a notification on the details of the group practice and the group practice management company. [*The notification form is contained in Appendix IV of the manual.*]

5. Matters to note in the operation of a group practice

5.1 No sharing of solicitors

Rule 4(3) of the Solicitors (Group Practice) Rules ("Rules") prohibits the sharing of solicitors among members of a group practice.

Rule 4(2) of the Rules prohibits a solicitor who practises within a group practice from practising or holding himself out as practising other than within the group practice.

5.2 Sharing of unqualified staff

- (a) Members of a group practice are allowed to share unqualified staff, who shall be employed by or through the group practice management company in accordance with rule 7(5) of the Rules.

Rule 4B(2) of the Solicitors' Practice Rules therefore does not apply in relation to the employment of an unqualified person by a member of a group practice provided that the unqualified person is not in the employment of any firm outside the group practice.

- (b) Rule 9(1) of the Rules provides for a restriction on the number of unqualified staff employed within a group practice.

The number of unqualified persons employed within a group practice (whether employed by a member of a group practice or by the group practice management company) shall not exceed 6 plus 8 times the number of solicitors practising within the group practice.

- (c) Rule 9(2) of the Rules provides for a restriction on the number of unqualified staff employed by a member of a group practice.

The number of unqualified persons employed by a member of a group practice shall not exceed 8 times the number of solicitors employed full-time by that member.

Rule 4B(1) of the Solicitors' Practice Rules therefore does not apply to a firm that is a member of a group practice.

5.3 Not a partnership

Members of a group practice conduct their businesses separately but in mutual co-operation. They are not practising in partnership.

5.4 Practice promotion

Rule 10 of the Rules prohibits any practice promotion by the members of a group practice in a manner which gives the impression that the group practice is a firm or legal entity of any kind or that any member of the group practice is in partnership with any other member of the same group practice.

5.5 Conflict of interest and confidentiality

For the purposes of any rule of professional practice, conduct or discipline relating to conflict of interest or confidentiality, the various member solicitors and principals of member firms of a group practice shall be regarded as practising in partnership with each other.

5.6 Rule 5C of the Solicitors' Practice Rules

The various members of a group practice are to be regarded as being in partnership with each other for the purpose of rule 5C of the Solicitors' Practice Rules which deals with representation in conveyancing transactions.

5.7 Notification of changes

The members of a group practice shall, within 14 days of any changes in the particulars of the group practice previously notified to the Society, file with the Society a notification of changes. [*The notification of changes is contained in Appendix V of the manual.*]

5.8 Group practice management company

Any goods, services, facilities or premises to be provided by a third party or unqualified staff to be engaged for the benefit of the members of a group practice shall be done through the group practice's management company, a limited liability company formed by members of the group practice.

The purpose of setting up a group practice management company is solely to deal with matters relating to the management of the affairs of the group practice or the members of the group practice as such. Engagement in any other activity is prohibited.

5.9 Keep clients advised

"Group practice" is a new mode of operation. Members of a group practice should keep their clients fully advised of the nature of "group practice" to avoid any misconception that a group practice is a legal entity or a law firm in which members are practising in partnership.

Information leaflets on solicitors' group practices are prepared for the benefit of the public. Soft and hard copies are available respectively on the website (www.hklawsoc.org.hk) and the Secretariat of the Society. Members of group practices are advised to distribute the leaflets to their clients.

APPENDIX I

SOLICITORS' GROUP PRACTICE

SUGGESTED HEADS OF GROUP PRACTICE AGREEMENT

PARTIES

[Only a member of a group practice may be a party to the group practice agreement in relation to that group practice (rule 4(4) of the Solicitors (Group Practice) Rules ("Rules"))]

RECITALS

Recitals on the status (a sole practitioner or a partnership) and areas of practice of each party to the agreement.

COMMENCEMENT

Commencement date of the agreement

TERM

- (a) Duration of the agreement
- (b) Provision for termination and extension
- (c) Provision for termination on death or otherwise of a member

NAME OF GROUP PRACTICE

- (a) The name of the group practice, subject to the approval of the Council of the Law Society [rules 5(3) and (4) of the Rules]
- (b) The right of members to use the name of the group practice in conjunction with their own names [rule 5(7) of the Rules]

LOCATION OF GROUP PRACTICE

Address of the group practice

ESTABLISHMENT OF GROUP PRACTICE MANAGEMENT COMPANY

- (a) Name and registered office of the management company [rule 7(3) of the Rules]
- (b) Directors and shareholders of the management company [rule 7(4) of the Rules]

- (c) The main provisions in the Memorandum of Association of the management company [rule 7(2) of the Rules]
- (d) Functions of the management company [rule 7(5) of the Rules]

RESPONSIBILITIES OF EACH PARTY

Responsibilities of each party to the agreement as regards overseeing the various management functions of the management company, for instance, matters relating to the lease of the office, purchase of reference materials, engagement of staff, compliance with mandatory provident fund regulations, practice promotion, reporting to the Law Society and so on

GENERAL ADMINISTRATION

- (a) Provision as the holding of keys to the office
- (b) Times of opening and closing of office, closure arrangement for festive events including Chinese New Year
- (c) Entitlement of each member to carparking facilities, if insufficient for each to be allocated one
- (d) Entitlement of each member to visiting and interviewing facilities
- (e) Entitlement of each member to storage facilities

SHARED FACILITIES COSTS AND STAFF

- (a) Facilities that are to be shared among all members of the group practice, for instance, pantry, library, photocopier, fax machines, computer and telephone systems and so on
- (b) Costs that are to be shared and the proportion that is to be allocated to each member of the group practice, for instance, rent, utility bills, premiums for various insurance policies in relation to the office premises, salaries for shared unqualified staff, costs in maintaining the company and business registrations of the management company, audit fees for the accounts of the management company and so on
- (c) Unqualified employees that are to be shared among all members of the group practice, for instance, 1 receptionist, 2 accounts clerks, 3 secretaries, 4 filing clerks, 2 messengers and 1 office administrator and so on

NO PARTNERSHIP

Nothing in the agreement shall be interpreted as creating a partnership relationship between member solicitors and principals of member firms

[WARRANTIES]

[INDEMNITY]

[GUARANTEE]

[MEDIATION AND ARBITRATION]

GOVERNING LAW

APPENDIX II

APPLICATION FOR APPROVAL OF GROUP PRACTICE NAME

[Rule 5 of the Solicitors (Group Practice) Rules]

1. The proposed name of the group practice

In English:

In Chinese, if applicable:

2. Intended date of commencement of group practice:

3. Address of the group practice:

4. Date of group practice agreement:

5. Signed by parties to the group practice agreement as follows:-

Parties to the group practice agreement		Signature (of member solicitor, or of a principal for and on behalf of member firm, where appropriate)
Name of *member solicitor (both in English and Chinese, if applicable)	Name of #member firm	

* "member solicitor" means a member of the group practice other than a member firm and refers to a solicitor who carries on the business of practising as a solicitor in his own name. A solicitor who is an employee of or consultant to a member of a group practice is not a "member solicitor".

"member firm" refers to a firm, whether of a sole practitioner or as a partnership, which is a member of the group practice

APPENDIX III

SOLICITORS (GROUP PRACTICE) RULES

DECLARATION ON HAVING ENTERED INTO A GROUP PRACTICE AGREEMENT PURSUANT TO RULE 8(1)(a) OF THE SOLICITORS (GROUP PRACTICE) RULES

We, being all the members of the group practice by the name of _____

_____ (please print the full name of the group practice, in both English and Chinese, if applicable), declare that we have entered into a group practice agreement in a form approved by the Society and that:

- (i) the date of the group practice agreement is _____; and
- (ii) the commencement date of the group practice agreement is _____; and
- (iii) the parties to the agreement* are as follows:

Name (both in English and Chinese, if applicable)	Status# (member solicitor / member firm)

Signed by all members** of _____ as follows:
(please print the full name of the group practice)

Name (both in English and Chinese, if applicable)	Status (member solicitor / principal of member firm, if principal of member firm, please also state the name of firm)	Signature

Date: _____

* Only a solicitor or firm that is conducting his or its business as a member of a group practice may be a party to the group practice agreement in relation to that group practice (rule 4(4) of the Solicitors (Group Practice) Rules).

** The declaration must be signed by all member solicitors and all principals of each member firm of the group practice (rule 8(1)(a) of the Solicitors (Group Practice) Rules).

"member solicitor" means a member of the group practice other than a member firm and refers to a solicitor who carries on the business of practising as a solicitor in his own name. A solicitor who is an employee of or consultant to a member of a group practice is not a "member solicitor".
"member firm" refers to a firm, whether of a sole practitioner or as a partnership, which is a member of the group practice

APPENDIX IV

COMMENCEMENT OF GROUP PRACTICE

[Rules 8(1)(b) and (c) of the Solicitors (Group Practice) Rules]

1. The name of the group practice:

In English:

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In Chinese, if applicable:

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2. Details of the members of the group practice are set out below:

- (a) Member firm, whether of a sole practitioner or partnership

Full name of firm (both English and Chinese, if applicable)	Date on which it began to conduct its business as a member of the group practice

- (b) Member solicitor carrying on the business of practising as a solicitor in his own name

Full name of solicitor (both English and Chinese, if applicable)	Solicitor No. (at bottom of practising certificate)	Date on which he / she began to conduct his / her business as a member of the group practice

3. Details of the group practice are set out below:

Address	Tel. no.	Fax no.	Telex no. / E-mail	DX No.

4. Details of the group practice's management company are set out below:

Full name of the group practice's management company:

Address:

Address of its registered office:

Tel. No.:

Fax No.:

Telex No. /
e-mail address:

DX No:

Business Registration No:

Company No. on Certificate of Incorporation:

Directors of the group practice's management company:

Full name of director (both English and Chinese, if applicable)	Solicitor No. (at bottom of practising certificate)	Full name of member firm of which the director is a principal (if applicable)

Shareholders of the group practice's management company:

Full name of shareholder (both English and Chinese, if applicable)	Solicitor No. (at bottom of practising certificate)	Full name of member firm of which the shareholder is a principal (if applicable)

APPENDIX V

NOTIFICATION OF CHANGES TO GROUP PRACTICE

[Rule 8(2) of the Solicitors (Group Practice) Rules]

1. The name of the group practice:

In English:

In Chinese, if applicable:

2. The group practice has changed its name to:

In English:

In Chinese, if applicable:

3. (a) If the group practice has moved office, list the new address below:

New address:

With effect from:

- (b) If the group practice's address remains the same but other details have changed (for example, telephone number), list the **new** details below:

With effect from	Tel. no.	Fax no.	Telex no. / E-mail	DX No.

4. The following firms / solicitors have joined as members of the group practice:

(a) Member firm, whether of a sole practitioner or partnership

Full name of the firm (both English and Chinese, if applicable)	Date on which it began to conduct its business as a member of the group practice

(b) Member solicitor carrying on the business of practising as a solicitor in his own name

Full name of solicitor (both English and Chinese, if applicable)	Solicitor No. (at bottom of practising certificate)	Date on which he / she began to conduct his / her business as a member of the group practice

5. The following firms / solicitors have ceased to be members of the group practice:

(a) Member firm, whether of a sole practitioner or partnership

Full name of firm (both English and Chinese, if applicable)	Date on which it ceased to be a member of the group practice

(b) Member solicitor carrying on the business of practising as a solicitor in his own name

Full name of solicitor (both English and Chinese, if applicable)	Solicitor No. (at bottom of practising certificate)	Date on which he / she ceased to be a member of the group practice

9. The following have ceased to be directors / shareholders of the group practice's management company:

Full name (both English and Chinese, if applicable)	Solicitor No. (at bottom of practising certificate)	Cessation of status as director / shareholder (please specify)	Full name of member firm of which the former director / shareholder is a principal (if applicable)	With effect from

10. If the group practice's management company has moved office, list the new address below:

New address:

With effect from:

If the group practice's management company's address remains the same but other details have changed (for example, telephone number), list the **new** details below:

With effect from	Tel. no.	Fax no.	Telex no. / E-mail	DX No.

APPENDIX VI

SOLICITORS (GROUP PRACTICE) RULES

ARRANGEMENT OF SECTIONS

Section

1. Commencement
2. Interpretation
3. "Group practice" defined
4. General provisions
5. Name and style of group practice
6. Letterhead
7. Group practice management company
8. Reporting to Society
9. Employment of unqualified staff
10. Promoting of legal services
11. Professional relationship of solicitors within group practice
12. Power of waiver

Consequential Amendments

Solicitors' Practice Rules

13. Interpretation
14. Representation in conveyancing transactions

Solicitors (Group Practice) Rules

1. Commencement

[Omitted as spent]

2. Interpretation

(1) In these Rules, unless the context otherwise requires –

“business” (業務), in the context of business carried on by a solicitor or firm, means the business of practising as a solicitor or as solicitors;

“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;

“group practice” (律師聯合執業事務所) is to be construed according to that expression as it appears in section 3(1);

“group practice agreement” (律師聯合執業事務所協議) means an agreement between 2 or more solicitors or firms to conduct their businesses as members of a group practice;

“management company” (管理公司), in relation to a group practice, means the company referred to in section 7;

“member firm” (律師行成員), in relation to a group practice, means a member of the group practice that is a firm;

“member of a group practice” (律師聯合執業事務所成員) is to be construed according to that expression as it appears in section 3(1);

“member solicitor” (律師成員), in relation to a group practice, means a member of the group practice other than a member firm;

“Practice Rules” (執業規則) means the Solicitors’ Practice Rules (Cap. 159 sub. leg.);

“practise” (執業) means to practise the law, and “practice” (執業) is to be construed accordingly;

“principal” (主管), in relation to a firm, means any partner of the firm or the sole practitioner constituting the firm, as the case may be.

(2) In these Rules, reference to a solicitor who practises within a group practice is a reference to a solicitor who practises –

(a) as a member of a group practice;

(b) as a principal of a member firm of a group practice; or

(c) as an employee of or consultant to a member of a group practice.

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- (3) For the purposes of these Rules, a solicitor is a consultant to another solicitor or to a firm if he agrees to undertake for remuneration work that forms part of the practice of the other solicitor or of the firm, other than in the capacity of –
- (a) an employee of the other solicitor or of the firm; or
 - (b) a solicitor practising on his own account or in partnership.

3. “Group practice” defined

- (1) For the purposes of these Rules, 2 or more solicitors or firms conduct their businesses as members of a group practice if they conduct their businesses (or any part of their businesses) from the same address, separately but in mutual co-operation.
- (2) Any 2 or more solicitors or firms carrying on the business of practising as solicitors shall not conduct their businesses from the same address other than as members of the same group practice.

4. General provisions

- (1) A member of a group practice shall not –
- (a) conduct his or its business or any part of his or its business; or
 - (b) hold himself or itself out as conducting his or its business or any part of his or its business,
- from an address other than the address from which he or it and the other member or members of the group practice conduct their businesses for the purpose of section 3(1).
- (2) A solicitor who practises within a group practice shall not practise or hold himself out as practising other than within the group practice.
- (3) A member of a group practice shall not employ or engage as a consultant, or continue to employ or engage as a consultant, any solicitor whom he knows to be otherwise practising within the group practice (whether as an employee of or consultant to any other member or in any other capacity).
- (4) For the avoidance of doubt, only a solicitor or firm that is conducting his or its business as a member of a group practice may be a party to the group practice agreement in relation to that group practice.

5. Name and style of group practice

- (1) A group practice shall be identified by –
- (a) a Chinese name or an English name that has been approved; or
 - (b) a Chinese name and an English name that have been approved,
- by the Council under subsection (4).

Solicitors (Group Practice) Rules

- (2) The approved Chinese name (if any) of a group practice shall include the expression “律師聯合執業事務所” and the approved English name (if any) of a group practice shall include the expression “Group Practice”.
- (3) Approval shall not be given to a name that in the opinion of the Council –
 - (a) makes reference to any expertise;
 - (b) implies that the group practice has a particular affiliation or size;
 - (c) implies that the group practice is itself a legal entity;
 - (d) is or may reasonably be regarded as being ostentatious, in bad taste, misleading, exploitative, deceptive, inaccurate, false, sensational, offensive or in any other way out of keeping with the dignity of the legal profession;
 - (e) is so similar to that of an existing group practice or firm as to be likely to be confused with it; or
 - (f) is inconsistent with any provision of the Practice Rules.
- (4) Subject to subsections (2) and (3), the Council may in its discretion, on application by 2 or more solicitors or firms who have agreed to conduct their businesses as members of a group practice, approve or reject any proposed name for the group practice.
- (5) An approval may also specify the manner in which the name of the group practice is to be used in conjunction with the name of each member of the group practice.
- (6) The Council may, if it thinks fit, determine that an approval previously granted under this section in respect of a name be withdrawn and, if such a determination is made, the approval shall cease to have effect for the purpose of subsection (1) on the date 6 weeks from the date on which it is made or on such later date as the Council may specify in the determination.
- (7) Only a member of a group practice may use the name of the group practice in conjunction with his or its own name.
- (8) For the purposes of these Rules, approval of the name of a group practice granted under subsection (4) does not cease to have effect merely because an existing group practice agreement is terminated upon the coming into effect of another group practice agreement that supersedes it.

6. Letterhead

- (1) The following requirements apply in relation to the letterhead of a member of a group practice –
 - (a) the name of the group practice shall be displayed on the letterhead and shall appear as part of the address of the member;
 - (b) the name of the member shall be displayed on the letterhead and shall appear more prominently than the name of the group practice;

Solicitors (Group Practice) Rules

- (c) the name of the group practice displayed on the letterhead shall not appear as forming part of the name of the member.
- (2) For the avoidance of doubt, rule 2B of the Practice Rules applies to a firm that is a member of a group practice as it applies to any other firm.

7. Group practice management company

- (1) The members of every group practice shall, for so long as any member conducts his or its business as a member of the group practice, maintain an incorporated company with limited liability registered under the Companies Ordinance (Cap. 32) ("management company").
- (2) The objects of a group practice's management company as stated in the company's memorandum shall be limited to matters relating to the management of the affairs of the group practice or the members of the group practice as such.
- (3) A group practice's management company shall at all times during the currency of the group practice, as from the date by which a declaration of entry into a group practice agreement is required to be furnished to the Society under section 8(1), maintain registration as a business under section 6 of the Business Registration Ordinance (Cap. 310).
- (4) Only a person who is for the time being either a party to a group practice agreement or a principal of a member firm that is a party to a group practice agreement shall be eligible to become a director or shareholder of the group practice's management company; and any director or shareholder of a group practice's management company who ceases to be either a party to the group practice agreement or a principal of a member firm that is a party to the group practice agreement shall immediately resign his position as a director or tender his shares for sale in accordance with the articles of association of the company, as the case may be.
- (5) Any --
 - (a) goods, services, facilities or premises to be provided by a third party; or
 - (b) unqualified staff to be engaged,for the benefit of the members of a group practice collectively or of any 2 or more members of the group practice shall be provided or engaged by or through the group practice's management company.
- (6) A group practice's management company shall not engage in any activity other than an activity that consists of or is related to the management of the affairs of the group practice or the members of the group practice as such.
- (7) The Chinese name of a management company shall include the expression "律師聯合執業事務所管理有限公司" and its English name shall include the expression "Group Practice Management Company Limited".

8. Reporting to Society

- (1) Where a group practice name has been approved under section 5(4), the members of the group practice shall, within 14 days of any one of the members beginning to practise as member of the group practice –
- (a) furnish the Society with a declaration, in a form approved by the Society and signed by all member solicitors and all principals of each member firm, declaring that they have entered into a group practice agreement and specifying –
 - (i) the date of the agreement;
 - (ii) the commencement date of the agreement; and
 - (iii) the parties to the agreement;
 - (b) notify the Society in writing in a form approved by the Society of the following particulars in relation to the group practice –
 - (i) the name of the group practice as approved by the Council under section 5;
 - (ii) the address of the group practice together with its telephone, fax, telex and DX numbers, where appropriate;
 - (iii) the names of the members of the group practice;
 - (iv) the date on which each member began to conduct his or its business as a member of the group practice; and
 - (c) notify the Society in writing in a form approved by the Society of the following particulars in relation to the group practice's management company –
 - (i) the name of the management company, the address of its registered office, its registration number under the Companies Ordinance (Cap. 32) and its registration number under the Business Registration Ordinance (Cap. 310) ;
 - (ii) the names of the directors and shareholders of the management company;
 - (iii) the address of the management company together with its telephone, fax, telex and DX numbers, where appropriate;
 - (iv) as regards any employee of the management company (whether part-time or full-time, whether remunerated or otherwise and whether or not performing duties as a staff member of the group practice), the employee's name, the number of the identity card issued to him under the Registration of Persons Ordinance (Cap. 177) and the Chinese commercial code appearing on that identity card, his date of birth, his position in the management company and the date on which his employment began.

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- (2) The members of a group practice shall, within 14 days of such occurrence, notify the Society in writing in a form approved by the Society of any change in the particulars referred to in subsection (1) relating to the group practice.
- (3) Except on a formal resolution of the Council or as provided in subsection (4), particulars furnished under subsection (1)(c) shall not be disclosed by the Secretary General of the Society to any person.
- (4) Particulars furnished under subsection (1)(c) may be disclosed to any of the following persons where it is the proper business of that person to have access to such particulars for the purpose of ascertaining whether or not there has been compliance with these Rules or for dealing with the disciplinary consequences of any alleged breach of these Rules –
 - (a) Council members;
 - (b) members of committees established by the Council;
 - (c) a Solicitors Disciplinary Tribunal;
 - (d) the Tribunal Convenor of the Solicitors Disciplinary Tribunal Panel;
 - (e) counsel, accountants, solicitors and agents appointed by the Society;
 - (f) employees of the Society.
- (5) For the avoidance of doubt, rule 5 of the Practice Rules applies in relation to a firm that is a member of a group practice as it applies in relation to any other firm.

9. Employment of unqualified staff

- (1) The number of unqualified persons employed within a group practice (whether employed by a member of the group practice or by the group practice's management company) shall not exceed 6 plus 8 times the number of solicitors practising within the group practice.
- (2) The number of unqualified persons employed by any member of a group practice shall not exceed 8 times the number of solicitors employed full-time by that member.
- (3) For the purposes of this section, persons employed otherwise than by a member of a group practice (for example, by a service company established or maintained by the member) but for the purpose of the member shall be deemed to be persons employed by that member;
- (4) For the purposes of this section, in calculating the number of unqualified persons employed by a member of a group practice, the following shall not be taken into account –
 - (a) trainee solicitors working for the member; or
 - (b) full-time law students working for the member –
 - (i) on a full-time or part-time basis during holidays and breaks; or

Solicitors (Group Practice) Rules

- (ii) on a part-time basis during the academic year.
- (5) Rule 4B(1) of the Practice Rules does not apply to a firm that is a member of a group practice.
- (6) Rule 4B(2) of the Practice Rules does not apply in relation to the employment by a firm that is a member of a group practice of an unqualified person who is in the employment of another member firm of the same group practice but who is not in the employment of any firm outside the group practice.

10. Promoting of legal services

- (1) No member of a group practice or principal of a member firm shall publicise or otherwise promote his, its or his firm's practice, or permit his, its or his firm's practice to be publicised or otherwise promoted, in a manner that gives the impression –
 - (a) that the group practice is a firm or a legal entity of any kind; or
 - (b) that any member of the group practice is in partnership with any other member of the same group practice.
- (2) No member of a group practice or principal of a member firm shall publicise or otherwise promote the group practice as such, or permit the group practice as such to be publicised or otherwise promoted.
- (3) For the avoidance of doubt, rule 2AA of the Practice Rules applies to and in relation to a solicitor who practises within a group practice as it applies to or in relation to any other solicitor.

11. Professional relationship of solicitors within group practice

- (1) A solicitor practising within a group practice who wishes to instruct any other solicitor practising within the group practice to undertake work entrusted to the instructing solicitor by a client shall obtain the written authorization of the client before instructing the other solicitor.
- (2) For the purposes of any rule of professional practice, conduct or discipline relating to conflict of interest or confidentiality, the various member solicitors and principals of member firms of a group practice shall be regarded as practising in partnership with each other.
- (3) Except as otherwise provided by express mention or necessary implication, nothing in these Rules is to be construed as providing that any member solicitor or principal of a member firm of a group practice is for any purpose to be regarded as practising in partnership with any other member solicitor or principal of a member firm of the group practice.

12. Power of waiver

The Council may in writing waive any of the provisions of these Rules in a particular case, either unconditionally or subject to such conditions as the Council may think fit to impose.

Solicitors (Group Practice) Rules

Consequential Amendments

Solicitors' Practice Rules

13. Interpretation

Rule 1A of the Solicitors' Practice Rules (Cap. 159 sub.leg.) is amended by adding –

“group practice” (律師聯合執業事務所) and “member of a group practice” (律師聯合執業事務所成員) have the same meaning as in the Solicitors (Group Practice) Rules (L.N. 122 of 2002);”

14. Representation in conveyancing transactions

Rule 5C is amended by adding –

“(8) This rule applies to 2 or more solicitors or firms conducting their businesses as members of the same group practice as it applies to any 2 or more solicitors practising in partnership or association.”

APPENDIX VII

《律師(律師聯合執業事務所)規則》

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《律師(律師聯合執業事務所)規則》

(經終審法院首席法官事先批准下，由香港律師會理事會
根據《法律執業者條例》(第 159 章)
第 73 條訂立)

1. 生效日期

(已失時效而略去)

2. 釋義

(1) 在本規則中，除文意另有所指外 —

“主管”(principal)就律師行而言，指該律師行的任何合夥人或構成該律師行的獨營執業者(視屬何情況而定)；

“律師行”(firm)指不時以獨營執業者或合夥形式組成並從事律師執業的業務的律師行；

“律師行成員”(member firm)就律師聯合執業事務所而言，指本身是律師行的該事務所成員；

“律師成員”(member solicitor)就律師聯合執業事務所而言，指該事務所中並非律師行成員的成員；

“律師聯合執業事務所”(group practice)須按照該詞在第 3(1)條內所示意思解釋；

“律師聯合執業事務所成員”(member of a group practice)須按照該詞在第 3(1)條內所示意思解釋；

“律師聯合執業事務所協議” (group practice agreement)指合計數目是 2 或多於 2 的律師或律師行之間達成的作為律師聯合執業事務所成員而經營其業務的協議；

“執業” (practise)作為動詞，指從事法律執業業務，而“執業” (practice)作為名詞須據此解釋；

“《執業規則》” (Practice Rules)指《律師執業規則》(第 159 章，附屬法例)；

“業務” (business)在文意是指律師或律師行從事的業務時，指律師執業業務；

“管理公司” (management company)就律師聯合執業事務所而言，指第 7 條所提述的公司。

(2) 在本規則中，凡提述任何在律師聯合執業事務所執業的律師，即提述 —

- (a) 作為律師聯合執業事務所成員而執業的律師；
- (b) 作為律師聯合執業事務所的律師行成員的主管而執業的律師；或
- (c) 作為律師聯合執業事務所成員的僱員或顧問而執業的律師。

(3) 為施行本規則，如一名律師同意承擔有酬工作，而該工作是另一律師或某律師行的執業的部分，且該名律師並非 —

- (a) 該另一律師或該律師行的僱員；或
- (b) 獨自或以合夥形式執業的律師，

則該名律師即屬該另一律師或該律師行的顧問。

3. “律師聯合執業事務所”的定義

(1) 為施行本規則，合計數目是 2 或多於 2 的律師或律師行如在同一地址分別但互相合作地經營其業務(或其業務的任何部分)，即屬作為律師聯合執業事務所成員而經營其業務。

(2) 任何合計數目是 2 或多於 2 的律師或律師行如從事律師執業業務，則該等律師或律師行除作為同一間律師聯合執業事務所的成員而經營業務外，不得於同一地址經營他們本身的業務。

4. 一般條文

(1) 律師聯合執業事務所成員不得 —

(a) 在該成員及該事務所的其他成員為第 3(1)條的目的經營其業務的地址以外的地址，經營該成員本身的業務或其任何部分；或

(b) 顯示本身是在該成員及該事務所的其他成員為第 3(1)條的目的經營其業務的地址以外的地址，經營該成員本身的業務或其任何部分。

(2) 任何在律師聯合執業事務所執業的律師不得在該事務所以外執業，亦不得顯示自己是在該事務所以外執業。

(3) 律師聯合執業事務所成員如知悉某律師以該成員僱用或聘用的顧問以外的身分，在該事務所執業(不論是以任何其他成員的僱員或顧問的身分或以任何其他身分執業)，則不得僱用或聘用或繼續僱用或聘用該律師為顧問。

(4) 為免生疑問，只有作為律師聯合執業事務所成員而經營本身業務的律師或律師行，可成為就該事務所而訂立的律師聯合執業事務所協議的一方。

5. 律師聯合執業事務所的名稱及稱號

(1) 律師聯合執業事務所須以下述名稱予以識別 —

- (a) 由理事會根據第(4)款批准的中文名稱或英文名稱；
或
- (b) 由理事會根據第(4)款批准的中文名稱及英文名稱。

(2) 獲批准的律師聯合執業事務所的中文名稱(如有的話)中須包含“律師聯合執業事務所”一詞，而獲批准的律師聯合執業事務所的英文名稱(如有的話)中須包含“Group Practice”一詞。

(3) 理事會不得批准理事會認為屬於以下情況的名稱 —

- (a) 該名稱提述任何專長；
- (b) 該名稱暗示有關律師聯合執業事務所有某種聯屬關係或具備某規模；
- (c) 該名稱暗示有關律師聯合執業事務所本身是一個法律實體；
- (d) 該名稱的性質屬或在合理情況下可被視為屬浮誇、不雅、具誤導性、僭名圖利、具欺騙性、不準確、虛假、嘩眾取寵、令人反感的或是在任何其他方面未能維護法律專業的尊嚴的；
- (e) 該名稱與現有的另一律師聯合執業事務所或律師行的名稱相似，以致兩者相當可能會混淆；或
- (f) 該名稱抵觸《執業規則》的任何條文。

(4) 在符合第(2)及(3)款的規定下，理事會可應已議定作為律師執業事務所的成員而經營其業務而合計數目是2或多於2的律師或律師行提出的申請，酌情批准或拒絕有關律師聯合執業事務所擬用的名稱。

(5) 有關批准亦可指明將律師聯合執業事務所的名稱連同每名該事務所成員的姓名或名稱一併使用的方式。

(6) 理事會如認為適當，可決定撤回先前根據本條就某名稱而給予的批准；如決定撤回批准，則為第(1)款的施行，有關批准由決定撤回批准之日後 6 星期屆滿之日起失效，或由理事會在該項決定中指明的較後日期起失效。

(7) 只有律師聯合執業事務所成員可將該事務所的名稱連同該成員的姓名或名稱一併使用。

(8) 為施行本規則，如任何現有的律師聯合執業事務所協議，因取代該協議的另一份律師聯合執業事務所協議生效而終止，則根據第(4)款就有關律師聯合執業事務所的名稱給予的批准，並不會只因如此而失效。

6. 箋頭

(1) 以下規定就律師聯合執業事務所成員的箋頭而適用 —

- (a) 該事務所的名稱須展示於該箋頭上，並作為該成員的地址的一部分而顯示；
- (b) 該成員的姓名或名稱須展示在該箋頭上，並須較該事務所的名稱更顯眼地顯示；
- (c) 該事務所的名稱不得作為該成員的姓名或名稱的一部分而展示在該箋頭上。

(2) 為免生疑問，《執業規則》第 2B 條適用於屬律師聯合執業事務所成員的律師行，一如該條適用於任何其他律師行。

7. 律師聯合執業事務所管理公司

(1) 每間律師聯合執業事務所的成員須在有任何成員作為該律師執業事務所的成員而經營其業務的期間內，時刻維持一間根據《公司條例》(第 32 章)註冊的有限法律責任法團公司(“管理公司”)。

(2) 律師聯合執業事務所的管理公司的公司組織章程大綱內所述明的宗旨，須限於與管理該事務所的業務或與管理該事務所成員作為該事務所成員的事務有關的事宜。

(3) 律師聯合執業事務所的管理公司須在根據第 8(1)條須向律師會呈報一項已訂立律師聯合執業事務所協議的聲明的日期起，在該事務所存在期間，時刻維持《商業登記條例》(第 310 章)第 6 條所指的業務登記。

(4) 只有在當其時是訂立律師聯合執業事務所協議的一方或是訂立律師聯合執業事務所協議的一方的律師行成員的主管，才具有成為有關律師聯合執業事務所的管理公司的董事或股東的資格；而律師聯合執業事務所的管理公司的任何董事或股東，在停止作為訂立律師聯合執業事務所協議的一方或停止作為訂立律師聯合執業事務所協議的一方的律師行成員的主管時，須立即按照有關公司的章程細則，辭去其董事職位或提出將其股份出售(視屬何情況而定)。

(5) 任何為律師聯合執業事務所成員的共同利益或為該事務所的任何 2 名或多於 2 名成員的利益而

(a) 由第三者提供的物品、服務、設施或處所；或

(b) 聘用的不合資格職員，

須由或經由該事務所的管理公司提供或聘用。

(6) 除管理有關律師聯合執業事務所的事務或管理該事務所成員作為該事務所成員的事務的活動，以及與管理該事務有關的活動外，律師聯合執業事務所的管理公司不得參與其他活動。

(7) 管理公司的中文名稱須包含“律師聯合執業事務所管理有限公司”一詞，而其英文名稱須包含“Group Practice Management Company Limited”一詞。

8. 呈報律師會

(1) 如律師聯合執業事務所的名稱已根據第 5(4)條獲批准，該事務所的成員須在任何一名成員開始作為該事務所成員而執業的 14 天內 —

- (a) 向律師會呈報一份以律師會批准的格式和已由所有律師成員及每間律師行成員的所有主管簽署的聲明，聲明他們已訂立一份律師聯合執業事務所協議，並指明 —
 - (i) 協議的日期；
 - (ii) 協議的生效日期；及
 - (iii) 訂立協議的各方；
- (b) 以律師會批准的格式，書面通知律師會關於該事務所的以下各項詳情 —
 - (i) 理事會根據第 5 條批准的該事務所的名稱；
 - (ii) 該事務所的地址與電話、傳真、電傳及 DX 號碼(如屬適當)；
 - (iii) 該事務所的成員的姓名或名稱；
 - (iv) 每名成員開始作為該事務所成員而經營該成員的業務的日期；及
- (c) 以律師會批准的格式，將關於該事務所的管理公司的以下各項詳情書面通知律師會 —

- (i) 管理公司的名稱、註冊辦事處地址、根據《公司條例》(第 32 章)註冊的註冊編號以及根據《商業登記條例》(第 310 章)登記的登記號碼；
- (ii) 管理公司的董事及股東的姓名或名稱；
- (iii) 管理公司的地址與電話、傳真、電傳及 DX 號碼(如屬適當)；
- (iv) 管理公司每名僱員(不論該僱員屬非全職或全職、受薪與否及是否作為該事務所的職員而履行職務)的姓名、根據《人事登記條例》(第 177 章)發予他的身分證的號碼以及該身分證上的中文商用電碼、出生日期、在管理公司的職位及開始受僱的日期。

(2) 如第(1)款所提述的與律師聯合執業事務所有關的詳情有任何改變，該事務所的成員須在該項改變發生後的 14 天內，以律師會批准的格式，將該項改變書面通知律師會。

(3) 除獲理事會以正式決議通過或依照第(4)款的規定外，律師會秘書長不得向任何人披露根據第(1)(c)款呈報的詳情。

(4) 如下列任何人士的正當業務，是查閱根據第(1)(c)款呈報的詳情，以確定本規則是否已獲遵從或處理任何指稱違反本規則的行為的紀律處分事宜 —

- (a) 理事會成員；
- (b) 理事會所設立的委員會的成員；
- (c) 律師紀律審裁組；
- (d) 律師紀律審裁團的審裁組召集人；
- (e) 律師會所委任的大律師、會計師、律師及代理人；

(f) 律師會的僱員，

則該等詳情可提供予該人。

(5) 為免生疑問，《執業規則》第 5 條就作為律師聯合執業事務所成員的律師行而適用，一如該條就任何其他律師行而適用。

9. 僱用不合資格職員

(1) 每間律師聯合執業事務所僱用的不合資格人士(不論是由該事務所的成員或由該事務所的管理公司僱用)的人數，不得多於在該事務所執業的律師人數的 8 倍再加 6。

(2) 每名律師聯合執業事務所成員所僱用的不合資格人士的人數，不得多於該成員所僱用的全職律師人數的 8 倍。

(3) 就本條而言，並非由律師聯合執業事務所成員僱用(例如是由該成員所成立或維持的服務公司所僱用)但是為該成員的目的而僱用的人士，須當作是受僱於該成員的人士。

(4) 就本條而言，在計算受僱於律師聯合執業事務所成員的不合資格人士的人數時，下列人士不得計算在內 —

(a) 為該成員工作的實習律師；或

(b) (i) 在假期中及學期休假期間為該成員全職或非全職工作的全日制法律學生；或

(ii) 在學年中為該成員非全職工作的全日制法律學生。

(5) 《執業規則》第 4B(1)條不適用於屬律師聯合執業事務所成員的律師行。

(6) 對於屬律師聯合執業事務所成員的律師行如僱用(“有關僱用”)一名受僱於同一間律師聯合執業事務所的另一律師行成員但又並非受僱於該事務所以外的任何律師行的不合資格人士，則《執業規則》第4B(2)條並不就有關僱用而適用。

10. 推廣法律服務

(1) 律師聯合執業事務所成員或律師行成員的主管，不得宣傳或以其他方式推廣其或其律師行的執業事宜，亦不得准許以令他人有以下印象的方式，宣傳或以其他方式推廣該成員或該成員的律師行的執業事宜。

- (a) 該事務所是一間律師行或任何類別的法律實體；或
- (b) 該事務所的任何成員是與同一間律師聯合執業事務所的任何其他成員以合夥形式執業的。

(2) 律師聯合執業事務所成員或律師行成員的主管，不得以該事務所為一間律師聯合執業事務所而予以宣傳或以其他方式推廣，亦不得准許以該事務所本身為一間律師聯合執業事務所而予以宣傳或以其他方式推廣。

(3) 為免生疑問，《執業規則》第2AA條適用於在律師聯合執業事務所執業的律師以及就該律師而適用，一如該條適用於任何其他律師或就任何其他律師而適用。

11. 律師聯合執業事務所內各律師之間的專業關係

(1) 如任何於律師聯合執業事務所執業的律師受當事人委託辦理任何工作，而該律師欲委託該事務所執業的另一律師辦理該等工作，該律師在委託該另一律師之前須取得該當事人的書面授權。

(2) 就任何與利益衝突或保密有關的專業執業規則、行為操守規則或紀律規則而言，律師聯合執業事務所各律師成員及各律師行成員的主管，均視為與每一其他成員以合夥形式執業。

(3) 除非另有明文規定或由於必然含意而另有規定，否則本規則不得解釋為規定一間律師聯合執業事務所的律師成員或律師行成員的主管須就任何目的而視為是與該事務的任何其他律師成員或律師行成員的主管以合夥形式執業。

12. 寬免的權力

理事會可在個別個案中以書面寬免遵守本規則的任何條文，寬免可以是無條件的或附帶理事會認為適合施加的條件。

相應修訂

《律師執業規則》

13. 釋義

《律師執業規則》(第 159 章，附屬法例)第 1A 條現予修訂，加入 —

“ “律師聯合執業事務所”(group practice)及“律師聯合執業事務所成員”(member of a group practice)的涵義，與《律師(律師聯合執業事務所)規則》(2002 年第 號法律公告)中該等詞語的涵義相同；”。

14. 物業轉易交易中的代表

第 5C 條現予修訂，加入 —

“(8) 本條適用於合計數目是 2 或多於 2 且作為同一律師聯合執業事務所的成員而經營業務的律師或律師行，一如本條適用於任何 2 名或多於 2 名以合夥或組織的形式執業的律師。”。

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