

**Superior Court Rules, chapter 2**  
**Section 2-15A**

**Authorized House Counsel**

**(a) Purpose**

The purpose of this chapter is to clarify the status of authorized house counsel as house counsel is defined herein, and to confirm that such counsel are subject to regulation by the judges of the superior court. Notwithstanding any other section of this chapter relating to admission to the bar, this section shall authorize attorneys licensed to practice in jurisdictions other than Connecticut to be permitted to undertake these activities, as defined herein, in Connecticut without the requirement of taking the bar examination so long as they are exclusively employed by an organization.

**(b) Definitions**

**(1) Authorized House Counsel.** An “authorized house counsel” is any person who:

- a. is a member in good standing of the entity governing the practice of law of each state (other than Connecticut) or territory of the United States, or the District of Columbia in which the member is licensed;
- b. has been certified on recommendation of the bar examining committee in accordance with this section;
- c. agrees to abide by the rules regulating members of the Connecticut bar and submit to the jurisdiction of the statewide grievance committee and the superior court.
- d. is, at the date of application for registration under this rule, employed in the state of Connecticut by an organization or relocating to the state of Connecticut in furtherance of such employment within 3 months of such application under this section and receives or shall receive compensation for activities performed for that business organization; and
- e. has complied with subsection d. above.

**(2) Organization.** An “organization” for the purpose of this rule is a corporation, partnership, association, or other legal entity (taken together with its respective parents, subsidiaries, and affiliates) that is not itself engaged in the practice of law or the rendering of legal services outside such organization, whether for a fee or otherwise, and does not charge or collect a fee for the representation or advice other than to entities comprising such organization for the activities of the authorized house counsel.

**(c) Activities**

(1) **Authorized Activities.** An authorized house counsel, as an employee of an organization, may provide legal services in the state of Connecticut to the organization for which a registration pursuant to subsection (d) is effective, provided, however, that such activities shall be limited to:

- a. the giving of legal advice to the directors, officers, employees, and agents of the organization with respect to its business and affairs;
- b. negotiating and documenting all matters for the organization; and
- c. representation of the organization in its dealings with any administrative agency, tribunal or commission having jurisdiction; provided, however, authorized house counsel shall not be permitted to make appearances as counsel before any state or municipal administrative tribunal, agency, or commission, and shall not be permitted to make appearances in any court of this state, unless the attorney is specially admitted by such court in a case.

(2) **Disclosure.** Authorized house counsel shall not represent themselves to be members of the Connecticut bar or commissioners of the superior court licensed to practice law in this state. Such counsel shall represent themselves as Connecticut authorized house counsel.

(3) **Limitation on Representation.** In no event shall the activities permitted hereunder include the individual or personal representation of any shareholder, owner, partner, officer, employee, servant, or agent in any matter or transaction or the giving of advice therefor unless otherwise permitted or authorized by law, code, or rule or as may be permitted by subsection (c)(1). Authorized house counsel shall not be permitted to prepare legal instruments or documents on behalf of anyone other than the organization employing the authorized house counsel.

(4) **Limitation on Opinions to Third Parties.** An authorized house counsel shall not express or render a legal judgment or opinion to be relied upon by any third person or party other than legal opinions rendered in connection with commercial, financial or other business transactions to which the authorized house counsel's employer organization is a party and in which the legal opinions have been requested by another party to the transaction or the opinion is normally expected given the nature of the transaction. Nothing in this subsection (c)(4) shall permit authorized house counsel to render legal opinions or advice in consumer transactions to customers of the organization employing the authorized house counsel.

**(d) Registration**

(1) **Filing with the Bar Examining Committee.** The bar examining committee shall investigate whether the applicant is of good moral character, consistent with the requirement of Section 2-8(3) regarding applicants for admission to the bar. In addition, the applicant shall file with the bar examining committee, and the committee shall consider, the following:

(a) a certificate from each entity governing the practice of law of a state or territory of the United States, District of Columbia in which the applicant is licensed to practice law certifying that the applicant is a member in good standing;

(b) a sworn statement by the applicant:

1. that the applicant has read and is familiar with the Connecticut Rules of Professional Conduct for attorneys and Chapter 2 (Attorneys) of the Superior Court Rules, General Provisions, and will abide by the provisions thereof;

2. that the applicant submits to the jurisdiction of the statewide grievance committee and the superior court for disciplinary purposes, and authorizes notification to or from the entity governing the practice of law of each state or territory of the United States, or the District of Columbia in which the applicant is licensed to practice law of any disciplinary action taken against the applicant;

3. listing any jurisdiction in which the applicant is now or ever has been licensed to practice law; and

4. disclosing any disciplinary sanction or pending proceeding pertaining or relating to his or her license to practice law, including but not limited to reprimand, censure, suspension or disbarment, or has been placed on inactive status;

(c) a certificate from an organization certifying that it is qualified as set forth in subsection (b)(2); that it is aware that the applicant is not licensed to practice law in Connecticut; and that the applicant is employed or about to be employed in Connecticut by the organization as set forth in subsection (b)(1)d;

(d) an appropriate application pursuant to the regulations of the bar examining committee;

(e) remittance of a filing fee to the bar examining committee as prescribed and set by that committee; and

(f) an affidavit from each of two members of the Connecticut bar, who have each been licensed to practice law in Connecticut for at least five years, certifying that the applicant is of good moral character and that the applicant is employed or will be employed by an organization as defined above in subsection (b)(2).

(1) **Certification.** Upon recommendation of the bar examining committee, the court may certify applicant as authorized house counsel.

(2) **Annual Client Security Fund Fee.** Individuals certified pursuant to this section shall comply with the requirements of sections 2-68 and 2-70 of this chapter, including payment of the annual fee and shall pay any other fees imposed on attorneys by court rule.

(3) **Annual Registration.** Individuals certified pursuant to this section shall register annually with the statewide grievance committee in accordance with section 2-26 and section 2-27(d) of this chapter.

(e) **Termination or Withdrawal of Registration**

(1) **Cessation of Authorization to Perform Services.** Authorization to perform services under this rule shall cease upon the earliest of the following events:

a the termination or resignation of employment with the organization for which registration has been filed, provided, however, that if the authorized house counsel shall commence employment with another organization within 30 days of the termination or resignation, authorization to perform services under this rule shall continue upon the filing with the bar examining committee of a certificate as set forth in subsection (d)(1)c;

b. the withdrawal of registration by the authorized house counsel;

c. the relocation of an authorized house counsel outside of Connecticut for a period greater than 180 consecutive days; or

d. the failure of authorized house counsel to comply with any applicable provision of the rule.

Notice of one of the events set forth in subsections (e)(1)a-c or a new certificate as provided in subsection (e)(1)a must be filed with the bar examining committee by the authorized house counsel within 30 days after such action. Failure to provide such notice by the authorized house counsel shall be a basis for discipline pursuant to the Rules of Professional Conduct for attorneys.

(2) **Notice of Withdrawal of Authorization.** Upon receipt of the notice required by subsection (e)(1), the bar examining committee shall forward a request to the statewide bar counsel that the authorization under this chapter be revoked. Notice of the revocation shall be mailed by the statewide bar counsel to the authorized house counsel and the organization employing the authorized house counsel.

(3) **Reapplication.** Nothing herein shall prevent an individual previously authorized as house counsel to reapply for authorization as set forth in subsection (d).

(f) **Discipline**

(1) **Termination of Authorization by Court.** In addition to any appropriate proceedings and discipline that may be imposed by the statewide grievance committee, the superior court may, at any time, with cause, terminate an authorized house counsel's registration, temporarily or permanently.

(2) **Notification to Other States.** The statewide bar counsel shall be authorized to notify each entity governing the practice of law in the state or territory of the United States, or the District of

Columbia, in which the authorized house counsel is licensed to practice law, of any disciplinary action against the authorized house counsel.

**(g) Transition**

**(1) Preapplication Employment in Connecticut.** The performance of an applicant's duties as an employee of an organization in Connecticut prior to the effective date of this rule shall not be grounds for the denial of registration of such applicant if application for registration is made within 6 months of the effective date of this rule.

**(2) Immunity from Enforcement Action.** An authorized house counsel who has been duly registered under this rule shall not be subject to enforcement action for the unlicensed practice of law for acting as counsel to an organization prior to the effective date of this rule.

COMMENTARY

Subsection (c)(1) limits the activities of authorized house counsel to providing services to such counsel's employer organization, including advice to the organization's directors, officers, employees and agents with respect to the business and affairs of that organization. Authorized house counsel shall not render services or advice to those persons in matters unrelated to the employer organization, and may not render services to other persons on behalf of the organization. For example, authorized house counsel for a title insurance company would not be permitted to render legal services or advice to purchasers of title insurance in real estate transactions.

Subsection (c)(1)c. prohibits authorized house counsel from appearing in the capacity of an attorney before any state or municipal administrative agency, tribunal or commission or from making appearances in any court of this state, unless the counsel is specially admitted by such court in a case. The provision does not preclude an authorized house counsel from appearing before an administrative agency, tribunal or commission in a capacity other than as an attorney, for example as an officer or agent of the corporation.

Subsection (c)(3) clarifies the limited scope of authority of authorized house counsel set forth in subsection (c)(1) and specifically prohibits them from preparing legal instruments or documents on behalf of anyone other than the employer organization. For example, authorized house counsel employed by a bank or a title insurance company are clearly prohibited from preparing wills, trusts, or deeds for customers of their employer organizations.

Subsection (c)(4) makes it clear that authorized house counsel would be prohibited from rendering legal opinions or advice to third parties except as specifically permitted therein. For example, authorized house counsel would not be permitted to render opinions on certificates of title for title insurance purposes. It is intended by this provision that house counsel would be permitted to render opinions regarding issues that house counsel are especially well suited to address. These issues typically include the organization's due incorporation (often under the laws of other state jurisdictions), its authority to enter into a particular transaction, the absence of violations with the organization's

governing documents, federal securities regulations and other agreements, and the binding nature of the transaction documents on the organization.

The reference in subsection (d)(1) to section 2-8(3) makes clear that the bar examining committee will be required to investigate the good moral character of applicants under this rule to the same extent that it does with regard to applicants to the bar under section 2-8.