

Inofficial Translation
of the Swiss

Preliminary Draft of a Federal Law on Corporate Lawyers

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Links to the press release, explanatory report and draft statute, available from the website of the [Swiss Federal Department of Justice and Police](#):

German

Medienmitteilung => http://www.bj.admin.ch/bj/de/home/dokumentation/medieninformationen/2009/ref_2009-04-22.html
Bericht => <http://www.bj.admin.ch/etc/medialib/data/pressemitteilung/2009/2009-04-22.Par.0001.File.tmp/vn-ber-d.pdf>
Entwurf => <http://www.bj.admin.ch/etc/medialib/data/pressemitteilung/2009/2009-04-22.Par.0004.File.tmp/entw-d.pdf>

French

Communiqué => http://www.bj.admin.ch/bj/fr/home/dokumentation/medieninformationen/2009/ref_2009-04-22.html
Rapport => <http://www.bj.admin.ch/etc/medialib/data/pressemitteilung/2009/2009-04-22.Par.0002.File.tmp/vn-ber-f.pdf>
Projet => <http://www.bj.admin.ch/etc/medialib/data/pressemitteilung/2009/2009-04-22.Par.0005.File.tmp/entw-f.pdf>

Italian

Comunicato => http://www.bj.admin.ch/bj/it/home/dokumentation/medieninformationen/2009/ref_2009-04-22.html
Rapporto => <http://www.bj.admin.ch/etc/medialib/data/pressemitteilung/2009/2009-04-22.Par.0003.File.tmp/vn-ber-i.pdf>
Progetto => <http://www.bj.admin.ch/etc/medialib/data/pressemitteilung/2009/2009-04-22.Par.0006.File.tmp/entw-i.pdf>

**Federal Law on Corporate Lawyers
(Corporate Lawyers Act, UJG)**

of

The Federal Assembly of the Swiss Confederation,

based on Article 95 subsection 1 of the Federal Constitution¹
following examination of the Federal Council Dispatch of²

decrees:

Section 1: General provisions

Art. 1 Subject matter

This Act regulates the listing of corporate lawyers in a register as well as the rights and obligations arising from this listing.

Art. 2 Terms

¹ Corporate lawyers are persons, who as employees of a company are engaged in providing legal advice and doing forensic work for the latter.

² Deemed to be companies within the meaning of this Act are the sole traders, juristic persons, trading companies, branches and institutions under public law listed in the Commercial Register.

Art. 3 Register

¹ Each Canton is to keep a Register, in which corporate lawyers can be listed.

² Corporate lawyers are to be registered in the Canton of their business address.

Art. 4 Supervisory authority

¹ Each Canton is to designate an authority, which is to keep its Register and supervise the corporate lawyers listed therein.

¹ SR 101

² BBl [Federal Gazette]

Section 2: Requirements for listing in the Register

Art. 5 Professional requirements for listing

The corporate lawyers must fulfil the following requirements for listing in the Register;

- a. They must have completed studies in law at a Swiss or foreign university or college of higher education with the award of a bachelor degree or comparable degree.
- b. They must have evidence of one year's legal professional practice in Switzerland.

Art. 6 Personal requirements for listing

The corporate lawyers must fulfil the following personal requirements for listing in the Register:

- a. They must have capacity to act.
- b. They must not have any criminal convictions for actions, which are incompatible with the professional regulations set forth in this Act, unless this conviction no longer appears in the extract from the criminal register for private persons.

Art. 7 Listing requirements relating to the employment relationship

¹ The corporate lawyers must fulfil the following requirements for listing in the Register:

- a. They must be an employee of a company, whose objects do not comprise the provision of legal services.
- b. They must be in a position to assess legal issues independently of functional directives issued by persons not listed in the Register of Corporate Lawyers.
- c. They must be engaged essentially in providing legal advice and doing forensic work.
- d. They must practise their activity in Switzerland in the main.

² The registered corporate lawyers must submit to the supervisory authority annually confirmation by the company that these requirements are met.

Section 3: Content and deletion of listing and inspection of the Register

Art. 8 Content of the Register

¹ The Register is to contain the following personal data concerning the corporate lawyers listed:

- a. the surname, first name, date of birth and place or origin or nationality,
- b. the certificates furnishing proof that the requirements according to Articles 5-7 are met,
- c. his or her business address,
- d. the name or business name of the company and also its Commercial Register identification number in accordance with Art. 936a OR [Code of Obligations]³,
- e. the address, at which the company can be contacted at its registered office,
- f. the disciplinary measures which have not been deleted.

² The Register is to contain in addition the surname, first name, date of birth and place of origin or nationality of persons, against whom there is a ban on listing.

Art. 9 Deletion of the Register listing

Corporate lawyers, who have been listed and who no longer meet one of the requirements for listing, will be deleted in the Register.

Art. 10 Inspection of the Register

¹ Permission to inspect the Register is granted to:

- a. the supervisory authorities for the listed corporate lawyers as well as the lawyers' supervisory authorities: for all data of the Registers of all Cantons,
- b. the corporate lawyers: with regard to their listing.

² Everybody has a right to information, whether a corporate lawyer is listed in the Register and whether a listing ban has been imposed against him or her. The Cantons can make these data publicly available.

³ SR 202

Section 4: Professional regulations

Art. 11 General regulations

The following professional regulations shall apply to listed corporate lawyers:

- a. They are to practise their work with due care and conscientiously.
- b. They are to assess legal issues independently of directives of persons not listed in the Register.

Art. 12 Professional secrecy

¹ Listed corporate lawyers are to observe professional secrecy concerning the products of their legal advice and forensic work for an unlimited period of time and towards everybody.

² Corporate lawyers are to ensure professional secrecy is observed by their assistants.

³ The supervisory authority may release the corporate lawyers from professional secrecy.

Art. 13 Professional title

Listed corporate lawyers are to quote their listing in the Register in business dealings.

Art. 14 Reporting requirement of the corporate lawyers

Listed corporate lawyers are to report to the supervisory authority any amendment to the data in the Register relating to them.

Section 5: Disciplinary supervision

Art. 15 Reporting requirements of authorities

The Swiss and Cantonal court and administrative authorities are to report to the supervisory authority of the Canton, in which a corporate lawyer is listed, immediately, if possibly:

- a. a listing requirement is not or no longer met, or
- b. a professional regulation has been infringed.

Art. 16 Disciplinary proceedings

¹ If listed corporate lawyers infringe the professional regulations, the supervisory authority can order the following disciplinary measures:

- a. a warning

- b. a reprimand,
- c. a fine of up to 20,000 francs,
- d. the deletion of the listing and a temporary ban on listing,
- e. the deletion of the listing and a permanent ban on listing.

² The supervisory authority may order as a precaution the deletion of the listing in the Register and a ban on listing for the duration of the disciplinary proceedings.

Art. 17 Validity of the ban on listing

¹ A listing ban shall apply over the whole of Switzerland.

² It is to be reported by the supervisory authority to the supervisory authorities of the other Cantons.

Art. 18 Barring by limitation

¹ Disciplinary prosecution shall be statute-barred one year, after the supervisory authority had knowledge of the incident to which objection was made.

² The period is interrupted by any investigation of the supervisory authority.

³ Disciplinary prosecution shall be statute-barred in each case ten years after the incident to which objection was made.

⁴ If the infringement of the professional regulations constitutes a criminal action, the longer limitation period prescribed by criminal law shall apply.

Art. 19 Deletion of the disciplinary measures

¹ Warnings, reprimands and fines are to be deleted in the Register five years after their imposition.

² A ban on listing is to be deleted in the Register ten years after its lifting.

Section 6: Procedure

Art. 20

¹ The Cantons shall lay down the procedure.

² They shall provide a simple, quick procedure for the listing in the Register.

Section 7: Final provisions

Art. 21 Amendment of previous law

The following federal laws are to be amended as follows:

1. Federal Act of 4th December 1947 on Federal Civil Procedure⁴:

Art. 42 subsection 1 letter b

¹ Evidence may be refused:

- b. by the persons mentioned in Article 321 subparagraph 1 and 1^{bis} of the Criminal Code concerning facts, which according to this provision fall under professional secrecy, unless the entitled party has consented to the disclosure of the secret.

2. Criminal Code⁵:

Art. 321 subparagraph 1^{bis} (new)

1^{bis} Corporate lawyers listed in a Cantonal Register and also their assistants, who disclose secret products of their legal advisory and forensic work, will be punished, upon application, with up to three years' imprisonment or a fine.

3. Federal Act on Federal Criminal Law Procedure of 15th June 1934⁶:

Art. 77 subsection 2 (new)

² Corporate lawyers listed in a Cantonal Register and also their assistants may not be compelled to give evidence on secret products of their legal advisory and forensic work.

4. Federal Act on Administrative Criminal Law of 22nd March 1974⁷:

Art. 50 subsection 2^{bis} (new)

^{2bis} Secrecy is to be observed concerning the products of the legal advisory or forensic work of corporate lawyers and also their professional assistants during the search.

5. Lawyers' Act of 23rd June 2000⁸:

Art. 10 subsection 1 letter c

⁴ SR 273

⁵ SR 311.0

⁶ SR 312.0

⁷ SR 313.0

⁸ SR 935.61

¹ Permission to inspect the Register is granted to:

- c. the lawyers' supervisory authorities and also the supervisory authorities of the listed corporate lawyers;

Art. 22 Coordination with the entry into force of the Swiss Code of Criminal Procedure of 5th October 2007⁹

Irrespective of whether the Code of Criminal Procedure or this Act comes into force first, on entry into force of the Act coming into force later and also on entry into force simultaneously:

- a. the amendment of the Federal Act on Federal Criminal Law Procedure of 15th June 1934 (Article 21 subparagraph 3 of this Act) will become obsolete, and
- b. the Code of Criminal Procedure is to be amended as follows:

Art. 171 subsection 1^{bis} (new) and subsection 2 introductory sentence

^{1bis} Corporate lawyers listed in a Cantonal Register and also their assistants may refuse to give evidence on secret products of their legal advisory or forensic work.

² The persons in accordance with subsections 1 and 1^{bis} have to testify, if they:

Art. 23 Referendum and entry into force

¹ This Act is subject to an optional referendum.

² The Federal Council determines the date on which this Act comes into force.

⁹ BBl [Federal Gazette] 2007 6977