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BR /2009

**BERMUDA BAR ACT 1974**

**1974 : 105**

**BERMUDA BAR (PROFESSIONAL COMPANIES) RULES 2009**

The Bar Council, in exercise of the powers conferred by section 9 of the Bermuda Bar Act 1974, makes the following Rules:

**Citation**

1 These Rules may be cited as the Bermuda Bar (Professional Companies) Rules 2009.

**Form of application**

2 An application by a company under section 16C of the Act for a certificate of recognition as a professional company shall be in accordance with Form 1 of the Schedule, and shall be accompanied by the fee and documents listed in paragraph 2 of Form 1.

**Form of certificate**

3 A certificate of recognition as a professional company shall be in accordance with Form 2 of the Schedule.

**Fees**

4 The application fee for a certificate of recognition is \$750 for the first application and \$250 for each subsequent application by a company.

**Suspension and revocation**

5 (1) If the Council is of the opinion that a professional company does not meet the conditions set out in the Act, or is otherwise not in compliance with the Act or rules made under the Act, the Council shall give notice in writing (a "notice of non-compliance") to the company—

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- (a) specifying in what respect the company is not in compliance;
  - (b) requiring the company to bring itself into compliance within such period as the Council determines; and
  - (c) stating that the company has a period of 14 days from the date the notice is given to respond to the notice.

(2) After considering any response from a professional company, the Council shall confirm, vary or withdraw the notice of compliance by a further notice in writing (a "further notice") to the company.

(3) If a professional company fails to bring itself into compliance as required by a notice of compliance, or further notice, the Council may take such action as it considers appropriate, including—

- (a) suspending the company's certificate of recognition for a period to be determined by the Council or until compliance; or
- (b) revoking the company's certificate of recognition.

(4) The Council shall publish in the Gazette a notice of suspension or revocation of a certificate immediately following the period for appeal referred to in section 16E of the Act unless—

- (a) an appeal against the suspension or revocation is made; and
- (b) the court grants a stay of the suspension or revocation pending the appeal.

(5) Where a stay has been granted in an appeal and the appeal is subsequently dismissed, the Council shall publish in the Gazette a notice of suspension or revocation of a certificate immediately following a final decision on the appeal.

(6) If a professional company whose certificate of recognition has been suspended or revoked subsequently brings itself into compliance, the Council shall reinstate the company's certificate of recognition and publish notice of the reinstatement in the Gazette.

#### **Deemed revocation**

6 (1) The certificate of recognition of a professional company is deemed to have been revoked from the date of—

- (a) commencement of a voluntary winding-up of the company under the Companies Act 1981; or

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(b) the making of a winding-up order in respect of the company by the Supreme Court under the Companies Act 1981.

(2) If the sole shareholder of a professional company dies or ceases to hold a valid practising certificate, the company's certificate of recognition is deemed to have been revoked on the date when the shareholder dies or ceases to hold a valid practising certificate.

(3) As soon as the Council becomes aware that a certificate of recognition is deemed to have been revoked under paragraph (1) or (2), the Council shall publish notice of the deemed revocation in the Gazette.

### **Register of Professional Companies**

7 (1) The Register of Professional Companies established under section 16F of the Act shall contain the information referred to in paragraph (2).

(2) Every professional company shall provide the Council with the following information and documents in relation to the company—

- (a) the name of the company;
- (b) a copy of the company's certificate of incorporation and memorandum of association;
- (c) the address of the principal office of the company;
- (d) the name of all shareholders and directors of the company; and
- (e) the name of all barristers who are members or employees of the company and all registered associates who are employees of the company.

(3) Every professional company shall, within 30 days after any change in the information or documents referred to in paragraph (2), notify the Council of that change.

(4) If the certificate of recognition of a professional company has been revoked or is deemed to have been revoked, the name of the company shall be removed from the Register.

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**SCHEDULE**

**FORM 1**

**(Rule 2)**

THE BERMUDA BAR ACT 1974

APPLICATION  
for a  
CERTIFICATE OF RECOGNITION

To: The Bermuda Bar Council.

I, [name of applicant] hereby apply on behalf of [name of company] (the "Company") for a Certificate of Recognition under section 16C of the Bermuda Bar Act 1974 (the "Act").

I hereby state that the following particulars are true—

1 I was admitted as a Barrister and Attorney under section 51 of the Supreme Court Act 1905 and I am not now suspended under section 57 of that Act and my name is not now removed from or struck off the Roll.

2 The Company was incorporated on [date] and the following items accompany this application—

- (a) a copy of the certificate of incorporation of the Company
- (b) a copy of the memorandum of association of the Company certified by the secretary of the Company;
- (c) a list of shareholders and directors of the Company certified by the secretary of the Company;
- (d) a list of all barristers who are members or employees of the company and all registered associates who are employees of the company;
- (e) a certificate of insurance confirming that the Company has professional liability insurance under section 16B(1)(h) of the Act that meets the requirements of paragraph 4 of the Bermuda Bar (Insurance) Rules 2009;
- (f) a declaration under section 16C(6)(b) of the Act, signed by a director of the Company, confirming that the conditions set out in section 16B of the Act are met in respect of the Company;



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**FORM 2**

**(Rule 4)**

THE BERMUDA BAR ASSOCIATION  
THE BERMUDA BAR ACT 1974

CERTIFICATE OF RECOGNITION AS A PROFESSIONAL COMPANY

The Bermuda Bar Council hereby certifies that [name of company], having complied with the requirements of section 16B of the Bermuda Bar Act 1974 and paid the prescribed fee, is recognized as a professional company under Part IVA of that Act, and as such is entitled to provide professional services of the sort provided by individuals who practise as barristers and attorneys in Bermuda, or act as registered associates in Bermuda, for the period from the date of issue of this certificate to the 31st day of December, 20 .

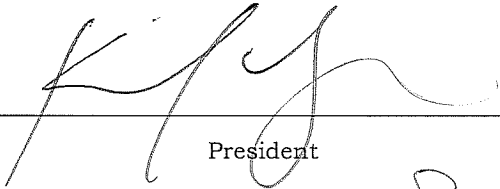
Issued this    day of                    , 20

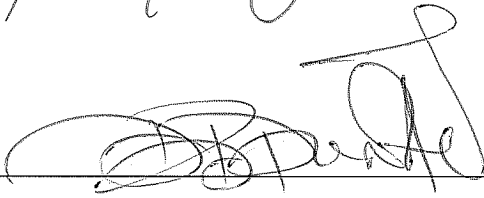
\_\_\_\_\_  
Signature of President

\_\_\_\_\_  
Signature of Secretary

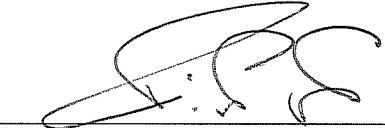
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Made by the Bar Council this 19<sup>th</sup> day of October, 2009

  
\_\_\_\_\_  
President

  
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~~Secretary~~  
VICE PRESIDENT

Confirmed by the Chief Justice this 21<sup>st</sup> day of October, 2009

  
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Chief Justice