

**SCCA** Singapore Corporate  
Counsel Association

**Code of Ethics and Standards of Professional  
Conduct for In-House Counsel**

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This Code is intended to be the general guide for In-House Counsel on the ethical and professional standards expected from the In-House Counsel community as a whole, so that it may be of help in all industries and whatever jurisdictions within which In-House Counsel may operate.

## **PREFACE**

Singapore Corporate Counsel Association (SCCA)'s Mission is to promote professional standards and provide developmental opportunities to help in-house counsel in Singapore be Better Counsel.

SCCA believes that Better Counsel make Better Corporations, and, in turn, Better Corporations make Better Communities. It is our contribution to making the world a better place.

It is important that the rule of law is manifested in every legal activity in which in-house counsel engage, including those activities in which the corporate community engage in.

As participants in a justice system that advances the rule of law, the legal profession comprising lawyers, practicing attorneys, in-house counsel and state employed prosecutors, judges and magistrates hold a unique and privileged position in society.

Self-regulatory powers have been granted to the different professional groups on the understanding that each profession will exercise those powers in the public interest. Part of that responsibility is ensuring that the legal profession acts in an ethical and professional manner.

This Code of Conduct has been drafted as an International code for the in- house Community and is intended to serve as a general guide on the ethical and professional standards expected from the in house community as a whole.

This Code of Conduct sets out and illustrates the ethical duties and responsibilities which are expected from the in house community worldwide.

SCCA is a member of the global alliance of the In-house Counsel Worldwide which connects with many corporate counsel associations across the world. It is recognized that jurisdictional and geographical differences will exist in respect of certain applications of these ethical and professional standards. However, SCCA believes that the basic tenets of this Code of Conduct will serve any member of the SCCA or in-house counsel well in his/her profession.

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## INTERPRETATION AND DEFINITION

This document must be read in conjunction with the SCCA Constitution and other policies and procedures that SCCA may adopt from time to time (collectively referred to as “SCCA Constitution and Policies”). Unless otherwise stated, or the context indicates to the contrary, terms, words and expressions defined and used under the SCCA Constitution and Policies used in this document shall have the same meanings and descriptions when used in this document as have been ascribed to them under the SCCA Constitution and other SCCA policies and procedures.

### Definitions

**Client** – means the Employer’s employees, colleagues, representatives, agents and contractors that make use of the expertise and skill of an In-House Counsel.

**Code** – means the SCCA Code of Ethics and Standards of Professional Conduct for In-House Counsel.

**Constitution** – means the Constitution.

**Conflict of interest** – means a situation occurring when an individual or organisation, and in particular, In-House Counsel, is involved in multiple interests which are in conflict with each other and/or those of the Client or the Employer who he/she represents, one of which could possibly adversely influence his/ her decision making powers or ability to make an honest and ethical decision.

**Employer** – means the person or entity who/which employs and makes use of the expertise and skill of an In-House Counsel.

**Ethical conduct** – means acting in an honest, fair and circumspect manner which is transparent, objective, analytical, free of conflict and which complies with the general rule of law and where the actions are in the public interest.

**Financial Interest** – means an interest of a pecuniary nature including an interest in, or rights and obligations to acquire such an interest in, equity

or other security or debenture, loan or other debt instrument of an entity, or an interest in contractual relationships for goods and services which In-House Counsel may have in a matter in respect of which he/she is advising on.

**Independence** – means:

a) independence of mind - the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgment, thereby allowing an individual to act with Integrity and exercise Objectivity; and b)

independence in appearance - the avoidance of facts and circumstances that are so significant that a reasonable and informed third party would be likely to conclude, weighing all the specific facts and circumstances, that an entity or a member of that entity has not been compromised.

**Integrity** – means an attitude of mind whereby one commits to certain standards of conduct and behaviour in a consistent manner. Behaving with integrity means taking an honest, fair, ethical and transparent approach to everything one does. It is essentially about doing the right thing, with due regard for the avoidance of conflicts between any personal Financial Interest and one’s responsibilities to one’s employer or client.

**In-House Counsel** – means a qualified lawyer who is employed by a Client or Employer for the purpose of providing that Client or Employer with a dedicated

source of Legal Services and Advice in exchange for a salary or remuneration, and phrases and names such as, but not limited to, “legal advisor”, “general counsel”, “legal counsel”, “in-house legal” and “corporate counsel” have the same meaning.

**In-House Counsel Profession** – means the profession made up of In-House Counsel who are employed by a Client or Employer for the purposes of providing that Client or Employer with a dedicated source of Legal Services and Advice.

**Legal Profession** – means the profession made up of persons holding a legal qualification and having specific legal skill and expertise, including, without detracting from the generality thereof, qualified lawyers, In-House Counsel, advocates, state counsel, public prosecutors, magistrates, legal advisors and/or legal compliance officers, who provide Legal Services and Advice to the public and/or the private sector, Clients and Employers.

**Legal Services and Advice** – means the services provided to a Client or Employer by In-House Counsel.

**Member** – means an SCCA Member.

**Objectivity** – means the quality of being able to maintain an impartial attitude, and requires one to be fair and not allow prejudice or bias to influence one’s judgment or override one’s impartiality and Objectivity, working in a manner that maintains the public interest.

**Organisation** – means company, firm, corporation, institution, establishment, consortium, agency, association, club, society, conglomerate, etc

**Professional misconduct** – means, without detracting from the generality thereof, or from similar professional services and related conduct by In-House Counsel:

- conduct occurring in connection with the provision of Legal Services and Advice that involves a substantial or persistent failure to reach or maintain a reasonable standard of competence or diligence;
- conduct that would justify a finding that a Member is not a fit and proper person to engage in the provision of Legal Services and Advice and includes, but is not limited to, acting dishonestly or providing misleading or deceptive Legal Services and Advice; and
- the wilful breaching, subversion or avoidance of any applicable law, directive or relevant requirements imposed under legislation, including subordinate standards and rules.

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# PURPOSE AND OBJECTIVE

The *purpose* of this Code is to set out a recommended level of Ethical Behaviour and Standards of Professional Conduct which may assist SCCA Members and the In-House Counsel Profession in general.

The *objective* of this Code is to:

- a. define and promote acceptable ethical behaviour for In-House Counsel based on appropriate values;
- b. promote desired standards of conduct for In-House Counsel and for the In-House Counsel Profession as a whole;
- c. develop and maintain a high standard of professionalism for In-House Counsel and the In-House Counsel Profession;
- d. provide a benchmark of expected behaviour and conduct for In-House Counsel and the In-House Counsel Profession;
- e. provide practices and standards for In-House Counsel so that they may evaluate their own practices and behaviours when providing Legal Services and Advice;
- f. provide guidance to In-House Counsel so that In-House Counsel may provide Legal Services and Advice to his/her Employer and where applicable, the public, with Integrity, sincerity and in accordance with the accepted standards;
- g. ensure that In-House Counsel respects the interests of their Employer, Client, the public, SCCA and the Legal profession in general;
- h. promote confidence in In-House Counsel employed by them and in the In-House Counsel Profession;
- i. promote the public's confidence in In-House Counsel and the In-House Counsel Profession and protect the interests of the public.