

CODE OF PROFESSIONAL CONDUCT

PREAMBLE

Profession of the legal counsel, which is one of the public trust professions, as well as ethical ideals and obligations shaped in the process of its practicing, form one of guarantees of implementing the principle of a democratic state of the law provided for in the Constitution of the Republic of Poland.

The legal counsel plays a particular role in the Republic of Poland serving interests of the justice and persons who entrusted him or her with the vindication and protection of their rights and freedom. His/her obligations consist in scrupulous practicing as the legal counsel, as well as in observance of moral and ethical principles.

Practicing as the legal counsel imposes legal and ethical obligations to:

- clients;
- courts and other authorities before which the counsel protects client's rights or represents the client;
- other legal counsels and their professional self-government;
- society, whose basic means to protect human rights lies in the existence of a free and independent profession related with the respect of principles laid down by its representatives.

CHAPTER I GENERAL PROVISIONS

Article 1

The legal counsel is obliged to respect rules of the law, provisions of this Code and resolutions of the professional self-government bodies.

Article 2

Principles of professional ethics contained in this Code are aimed at ensuring a proper fulfilment by the legal counsel of functions deemed as necessary in a democratic state of the law.

Article 3

Principles of professional ethics bind legal counsels, lawyers entered in the list of legal counsels and trainee legal counsels, respectively.

Article 4

1. Non-observance by the legal counsel of the principles of professional ethics constitutes basis for his/her disciplinary responsibility.
2. The legal counsel and trainee legal counsel may not be subject to disciplinary responsibility for acts committed before enrolment in the list of legal counsels or trainee legal counsels.

Article 5

The legal counsel entered in the Bar is obliged to use exclusively the professional title of legal counsel when discharging duties of the legal counsel.

Article 6

1. The legal counsel is obliged to carry out his/her professional activities in accordance with the law, as well as in a fair and concise manner, observing the principle of due diligence.
2. The legal counsel is obliged to take care about the professional dignity when carrying out professional activities, as well as in his/her public and private life.

CHAPTER II BASIC VALUES OF THE LEGAL COUNSEL PROFESSION

Article 7

Independence of the legal counsel guarantees protection of civil rights and freedoms as well as functioning of the administration of justice, which means that the legal counsel must be free of any influence, in particular the one resulting from his/her personal interests or external pressures, limitations, inducement, threats of direct or indirect interference on the part of any party or due to any reason.

Article 8

Avoiding conflicts of interests is one of the fundamental obligations of legal counsels to clients.

Article 9

The obligation to keep professional secret with respect to any information received from the client in connection with the provision of legal assistance forms grounds for the confidence placed by the client in the legal counsel and a proper provision of legal services. Maintaining professional secret is an essential element guaranteeing the individual freedom and a proper functioning of the administration of justice.

Article 10

The legal assistance provided by the legal counsel may not be aimed at a facilitation to commit a crime, at a contribution to so called money laundering nor at making avoidance of criminal responsibility for an act to be committed in the future possible.

CHAPTER III
PRINCIPLES OF PRACTICING AS THE LEGAL COUNSEL

Title 1 — Independence

Article 11

1. When discharging professional duties, the legal counsel is obliged to protect his/her independence.
2. When practicing, the legal counsel is obliged to always act in accordance with the law. No extralegal circumstances having no direct connection with the objectively assessed actual state of the case, nor any orders or instructions given by any person, do not release the legal counsel from the obligation to carry out his/her professional activities in an honest and fair manner.
3. The legal counsel is required to resist any influence, in particular the one stemming from his/her personal interests or external pressures. The legal counsel must avoid any limitations to his/her own independence and may not depart from ethical principles in order to satisfy the client, court or third parties.

Title 2 — Professional secret

Article 12

1. Essence of the profession of the legal counsel consists in obtaining from the client confidential information which the client would never reveal to anybody else.
The legal counsel is obliged to keep in secret everything he/she learned in connection with his/her professional activities.
2. The obligation to keep secret, referred to in paragraph 1 above, includes any information obtained by the legal counsel irrespectively of its form or manner in which it was recorded.
3. The obligation to keep professional secret covers not only the ban to disclose the information, but also the ban to use it in the personal interest of the legal counsel or third party.

Article 13

The legal counsel carrying out his/her duties in cooperation with other persons is obliged to require that such persons should keep secrets in accordance with the same principles as those binding himself or herself, as well as to expressly place them under the same obligation.

Article 14

The legal counsel is obliged to make his/her best efforts in order to safeguard information referred to in article 9 and in article 12 paragraph 1 against unauthorised disclosure. Employing means of communication which do not guarantee confidentiality to transmit information being subject of professional secret requires prior notification of the client.

Article 15

The obligation concerning professional secret is unlimited in time and survives the legal relationship forming the basis upon which the legal counsel provided legal assistance.

Article 16

The legal counsel may not carry out his/her professional activities for the benefit of any party if it could lead to a breach of the obligation to keep professional secret.

Article 17

The legal counsel may not produce a proof obtained by hearing another legal counsel or advocate called to testify in connection with circumstances they know due as a result of their professional activities.

Article 18

The legal counsel is obliged to require participation of a representative of the legal counsel self-government in a search which could lead to a disclosure of the legal counsel professional secrets.

Title 3 — Unacceptable activities. Conflicts of interests

Article 19

The legal counsel may not take part nor participate in any manner in activities which would bring discredit on the profession or undermine confidence put in it.

Article 20

1. The legal counsel may not represent nor participate in any manner in the same case on behalf of more than one client, if this would lead to a conflict of interests. If the conflict of interests comes out in the course of a case, the legal counsel is obliged to exclude himself/herself immediately.
2. The above prohibition applies also to further powers of attorney.

Article 21

A conflict of interests takes place if legal counsel:

- a) is obliged to act in the interest of two or more clients in the same or related cases, and his/her obligations are contradictory or there is a significant risk that they could be contradictory,
- b) is obliged to act in a given case in the interest of the client, and the said obligation is in contradiction, or there is a significant risk that it could be in contradiction with the interest of the legal counsel in a given case or in a case related therewith.

Article 22

1. The legal counsel may not plead a cause neither provide legal assistance in any form, if:
 - a) he/she provided legal assistance to the opposing party in the same or related case;
 - b) he/she took participated in the proceedings as a representative of public authorities or institutions of the public law;
 - c) he/she is personally or materially interested in the outcome of a case, unless he/she is a party in that case or the case concerns a member of his/her family, a close person, or the claim concerns both him/her and the client;

- d) he/she maintained or maintains familiar relationships with the adversary of his/her principal or with a person interested in an unfavourable outcome of the case for the principal;
 - e) the case concerns a legal counsel or advocate who in parallel provides legal assistance to the same party;
 - f) he/she testified as a witness in the case or appeared before the court as an expert;
 - g) the opposite party's proxy is his/her spouse or other close person;
 - h) he/she participated in the case or in the related case as an arbitrator, member of other settlement bodies or a mediator.
2. The legal counsel is also obliged to refrain from representing a new client if there is a risk of breaching the obligation to maintain confidentiality with respect to previous clients, or if the counsel's knowledge concerning affairs of the previous client would give the new one an unjustified advantage, particularly if:
- a) the legal counsel acting as advisor to several clients is unable to give them full and fair advice without disclosing interests of his/her one or more clients;
 - b) the legal counsel acting as a plenipotentiary of several clients would have to present reasoning or conclusions different from those he/she would have presented if he had acted for the benefit of one of those clients;
 - c) the counsel's knowledge concerning affairs of a client could give another one any advantages;
 - d) legal counsel, upon written consent of his/her clients, acts as a mediator or arbitrator in a dispute between them.
3. Prohibitions concerning professional activities referred to in paragraph 2 above do not apply insofar clients who were fully informed of the problem by the counsel expressed their consent to such activities.
4. The obligation to exclude himself or herself from the case and to refrain from activity binds the legal counsel when his/her spouse, a close person or a person dependent on the counsel due to any reason, takes even an indirect part in awarding judgment or decision, or in settling the case.
5. The obligation to exclude himself or herself from the case and to refrain from activity binds also those legal counsels who, in the course of a given case, provided legal assistance together with the legal counsel in a team of legal counsels, partnership, company or legal office, even if they were not involved in a given case.

Title 4 — Professional development – lifelong learning

Article 23

1. It is duty of each and every legal counsel to take care of his/her professional development via lifelong learning.

2. The legal counsel is obliged to participate in professional trainings in accordance with principles laid down by the appropriate self-government body.

Title 5 — Information on practicing and acquisition of clients

Article 24

1. The legal counsel has the right to inform about his/her practice and activities related therewith.
2. Informing means an activity initiated by the legal counsel which is not a proposal to conclude an agreement with a specific client, irrespectively of its form, technique and means.

In particular, informing may concern the following data:

- a) first name and family name (with a photograph), professional curriculum vitae, awarded professional titles and degrees, qualifications, experience and professional skills (including additional ones), knowledge of foreign languages, preferred areas of professional practice;
- b) logo of the National Chamber of Legal Counsels, legal form of the professional practice together with its individual symbol and the address of the registered office, form of contact (including electronic communication), principles of remuneration for the provided services, permanent cooperation with other legal counsels, advocates, foreign lawyers or their partnerships or companies, cooperation with patent agents, tax advisors, chartered auditors, personal advisors, financial or insurance advisors, experts, interpreters and translators, the sum of third party insurance against damages caused in the course of professional activities, guarantees granted for the provided services;
- c) other activities of legal counsel.

Article 25

The following forms of informing are prohibited:

- a) informing inconsistent with the law or decorum;
- b) informing inconsistent with the actual situation or misleading;
- c) informing inconsistent with the professional dignity, inter alia through abusing credulity or distress of clients, abusing confidence, putting pressure, forcing oneself, violation of the client's domestic peace;
- d) informing which essentially restricts the client's freedom of choice through making unfair promises or guarantees;
- e) informing about the legal counsel and his/her professional activities when appearing in the mass media and exceeding the indispensable and factual need to inform;
- f) informing about lists of clients who did not express their consent for such information;

- g) informing on the participation in legal rankings, as well as on positions in such rankings, if they are not organised in accordance with principles laid down in a resolution of an appropriate body of legal counsels' professional self-government;
- h) informing on sponsoring, if it is not carried out in accordance with principles laid down in a resolution of an appropriate body of legal counsels' professional self-government.

Article 26

1. Acquisition of clients consists in any activities, irrespective of their form, content, technique or means, constituting a direct proposal to conclude an agreement with a specific client (acquisition of orders).
2. Legal counsel, irrespective of the form of professional practice, may acquire clients in a manner consistent with the law, decorum and professional dignity, in particular without violating principles laid down in article 25 of this Code nor enjoying any paid intermediary services.

Title 7 – Other principles

Article 27

1. The legal counsel shall not take a brief, if he/she has no specialist knowledge or professional experience adequate to plead a given cause. He/she may, though, take the case if he/she secures cooperation of a legal counsel or an advocate having adequate knowledge or experience.
2. In justified cases the legal counsel should inform on the possibility to initiate an attempt to reach a compromise or to mediate, if this is in the client's interest; the legal counsel should make his/her best efforts in order to help the parties to the dispute to reach the agreement without initiating court proceedings or any other proceedings of a similar nature. If, despite the above efforts, the court proceedings take place, the legal counsel should encourage parties to an amicable settlements of the dispute, if this is in the client's interest.
3. Negative approach of the client to the opposing party should have no effect on the legal counsel attitude. When shaping his/her behaviour with respect to that party, the legal counsel should act in accordance with general standards of the professional ethics. He/she should also counteract aggravation of the conflict and work towards a conciliatory settlement of the dispute through a tactful and non-biased approach towards the opposing party.
4. The legal counsel is obliged to have a third party civil liability insurance covering his/her professional activities to the extent justified by the nature of the provided legal assistance and the risk borne.
5. The legal counsel who provides legal services abroad is obliged to obtain insurance covering such services in accordance with the existing laws.
6. When enjoying the freedom of speech and writing in the course of his/her professional activities, the legal counsel may not exceed limits laid down in the legal rules and the

actual necessity.

7. The legal counsel may not threaten with criminal or disciplinary proceedings in his/her professional activities.

CHAPTER IV RELATIONSHIPS WITH CLIENTS

Article 28

1. Relationships between the legal counsel and his/her client should be based upon the trust. Loss of the trust may form the basis for the termination of the powers of attorney by the legal counsel.
2. The legal counsel may not take the case if he/she has not received an order by the client or person representing the client, or if he/she has not been entrusted with the case by an appropriate body.
3. When taking the case, the legal counsel is obliged to set with the client or person representing the client the scope of the provided legal assistance and principles of the remuneration.
4. At the client's request, the legal counsel should inform him/her about the third party civil liability and the body to which complaints concerning the professional activities should be lodged.
5. The legal counsel is obliged to inform the client about the course of the case and its outcome in the manner agreed upon with the client.
6. The legal counsel should obtain the client's consent, if possible in writing, to desist from instituting a measure aimed at a change of a court judgment or constitutional complaint concerning the final judgment in a given instance.
7. When running a case *ex officio*, the legal counsel produces to the client a written legal opinion on the lack of grounds to lodge a measure aimed at a change of a court judgment or a constitutional complaint. Should the legal counsel be appointed by the court chairman to run a given case, he/she should inform the dean of the chamber's board and the court of his/her standpoint in the manner provided for in the act.
8. The legal counsel may, at an explicit request of the client, lodge a suit, motion or appeal also if he/she previously prepared an opinion and informed the client about the lack of purposefulness of such activity; he/she has then the right to require a written confirmation that such action should be carried out at an explicit request. He/she should not, though, lodge any appeal if it would obviously violate the basic statutory requirements in this respect. If the legal counsel is of the opinion that lodging an appeal aimed at a change of the court judgment or the constitutional complaint is unfounded, and the client disagrees with that point of view, he/she may renounce the powers of attorney subject to such a notice as to make it possible for the client to charge another person with the case and lodge the appeal.
9. The legal counsel may resign from the accepted order in such a manner as to make it

possible for the client to make use of the legal assistance provided by another person in order to protect his/her interests.

10. The legal counsel is obliged to provide for a substitute in case of a temporary obstacle, so that cases he/she runs should not suffer therefrom.
11. After termination of the legal relationship on the basis of which the legal counsel ran the case, he/she is obliged to give out to the client, upon the request of the latter, any and all documents obtained from the client, as well as letters received from the court or the body before which the counsel ran the client's case; delivery of the said documents may not be dependent on client's settling all accounts due.

Article 29

1. The legal counsel remuneration covers his fee and expenses. Principles of determining the amount of remuneration should be set with the client before beginning of the provision of legal assistance.
2. The fee amount should be determined taking particularly into account the necessary work expenditures, place where the service is provided, level of difficulty and complexity of the case or task, specialist knowledge required, as well as importance of the matter for the client.
3. The legal counsel may not conclude with client any agreement whereby the client undertakes to pay the fee for the case exclusively in the amount proportionate to the achieved result (*pactum de quota litis*). It is possible, though, to conclude an agreement providing for an additional fee in case of a favourable outcome of the matter.
4. The legal counsel is entitled to require an advance payment to be credited to the remuneration, in the appropriate amount fixed in accordance with the provisions of paragraph 2 above.
5. The legal counsel is not obliged to pay the client's fees and bear client's costs in the case he/she runs. The legal counsel bears no responsibility for the legal consequences which may arise should such fees and costs be not paid, provided that he/she called the client to pay the said amounts and informed him/her about the consequences resulting from the failure to do so.
6. The legal counsel may not share his/her remuneration with persons who did not take any part in the legal assistance he/she provided.
7. The legal counsel may not suspend any actions taken in the case he/she runs due to the lack of remuneration or its part. However, should the client fail to pay the agreed remuneration, the legal counsel may renounce the power of attorneys.

CHAPTER V RELATIONSHIPS WITH COURTS AND AUTHORITIES

Article 30

The legal counsel should make sure his/her behaviour does not offend the dignity of courts, authorities and other institutions before which he appears, as well as ensure his/her

appearances do not offend the dignity of persons being parties to the proceedings.

Article 31

The legal counsel may not publicly manifest his/her personal attitude to the workers of the administration of justice, clients or persons concerned with activities he/she carries out.

CHAPTER VI RELATIONSHIPS BETWEEN LEGAL COUNSELS

Article 32

The legal counsel is obliged to act in a loyal and friendly manner with respect to all members of the professional self-government; in particular, he/she is obliged to inform plenipotentiaries of the opposing party about the taken or intended actions within the framework of the proceedings aimed at the postponement or suspension of the trial.

Article 33

Legal counsels should provide mutual assistance to each other and give advice in matters concerning the professional issues, unless it causes damage to the interests of persons who are beneficiaries of the legal assistance provided by legal counsels.

Article 34

The legal counsel may not take any actions aimed at depriving another counsel of the employment or losing the client, unless it stems from the legal rules.

Article 35

1. Before providing legal assistance in a trial, the legal counsel should make sure whether the client has been making use of the legal assistance provided by another legal counsel, and if so, he/she may not provide the assistance without the consent of that counsel. The consent may be withdrawn only for important reasons.
2. Should the legal counsel substitute a former one, he/she should inform him or her thereof, and make sure that appropriate steps were taken in order to completely terminate the previous legal relationship.
3. In case of an urgent necessity to provide indispensable legal assistance, the legal counsel, having done so, should immediately inform the previous client plenipotentiary thereof.
4. Before accepting an order to prepare a legal opinion, the legal counsel should make an inquiry whether any other legal counsel has already accepted such order or prepared the opinion, and if so, he/she should inform him or her about accepting the said order.

Article 36

1. The legal counsel who took over the case from another legal counsel, or who handed over the case to another legal counsel, is obliged to make appropriate settlements with his predecessor or successor, if the case circumstances indicate that keeping the remuneration by one counsel would mean that the other one runs the case without due payment.
2. The legal counsel is obliged to inform his/her client or employer that the part of the remuneration should be paid to another legal counsel, provided that the right to this part

came into being after expiry of the legal relationship with the previous legal counsel; furthermore, he/she may not accept such remuneration.

Article 37

The legal counsel who coordinates the work of a team, may not violate independence of legal counsels employed in the coordinated team as concerns their professional duties.

Article 38

1. It is inadmissible that the legal counsel should utter negative opinions on the work of another legal counsel in presence of third parties, subject to provisions of paragraphs 2 and 3.
2. The legal counsel asked to prepare a legal opinion on the work of another legal counsel is required to hear the concerned counsel, and when preparing the said opinion he/she is obliged to rely upon documents and known facts, as well as to act in an objective and factual manner.
3. It is possible to issue a negative opinion on a legal counsel, including his professional work, if such an opinion is based on facts, and the need or necessity to prepare it result from the professional or self-governmental tasks or competences.

Article 39

The legal counsel acting as a plenipotentiary in a case against another legal counsel is obliged to immediately inform the board dean of the regional chamber of legal counsels about acceptance of such an order and to make an attempt, through the intermediary of the dean, to settle the case in an amicable manner.

Article 40

In case of a dispute between legal counsel or between a legal counsel and an advocate, the legal counsel should make an attempt to settle the dispute in an amicable manner with the help or participation of an appropriate chamber board.

Article 41

The legal counsel who hands over the case to another legal counsel is obliged to make all documents and data concerning a given case accessible to that counsel without any undue delay.

Article 42

The legal counsel may not contact the opposing party bypassing its plenipotentiary.

Article 43

The legal counsel should admonish any member of the legal counsels' professional self-government who acts inconsistently with the Code of professional conduct of the legal counsel.

Article 44

The legal counsel may file a complaint against another legal counsel concerning his/her professional activities exclusively to the appropriate body of the legal counsels' professional self-government.

CHAPTER VII RELATIONSHIPS BETWEEN LEGAL COUNSELS AND THE SELF- GOVERNMENT

Article 45

1. The legal counsel is obliged to demonstrate respect and loyalty to the bodies of the legal counsels' self-government.
2. The legal counsel is obliged to comply with resolutions adopted by bodies of the legal counsels' self-government, irrespectively of his/her personal point of view.
3. The legal counsel is obliged to pay the self-government membership fee in due dates.

Article 46

The legal counsel is obliged to cooperate with the bodies of the legal counsels' self-government in matters concerning its functioning and tasks, as well as in matters concerning professional practices and complying with this Code.

Article 47

1. The legal counsel summoned by the dean, chamber board, disciplinary court or disciplinary proceedings representative or his/her deputy, is obliged to appear on the appointed date or, in case of a serious obstacle, to produce justification for his/her failure to appear.
2. The legal counsel summoned by persons referred to in paragraph 1 to provide explanations concerning matters resulting from the statutory scope of the tasks of the legal counsels' self-government or this Code is obliged to provide such explanations within the fixed deadline.

Article 48

1. Performing functions in the bodies of the professional self-government is the corporate right and obligation of the legal counsel.
2. The legal counsel is obliged to exercise his/her voting rights during elections to the bodies of the legal counsels' self-government.

Article 49

1. When performing self-governmental duties, the legal counsel is obliged to act in accordance with the will of voters, legal counsels' professional interests and tasks of the self-government.
2. The legal counsel charged with a function in the bodies of the professional self-government is obliged to perform duties resulting therefrom in a fair manner, making his/her best efforts to this end.
3. The legal counsel who resigns from the function he/she was charged with is obliged to state motives for the said resignation.

Article 50

1. The legal counsel performing functions in the self-government bodies:

- a) may not use the function he/she was charged with in his/her own affairs, for his/her own benefit or the benefit of his/her close persons,
 - b) should treat all members of the legal counsels' self-government in an equal way,
 - c) should provide, within the limits of his/her tasks and capabilities, information, assistance and advice to other members of the self-government.
2. The legal counsel whose right to carry out professional activities has been suspended by the legally valid disciplinary judgment should refrain from performing functions exercised within the self-government. Such refraining from the said functions means necessity to tender his/her resignation as well as not standing for elections until erasion of the entry in the register of convictions.

Article 51

The legal counsel who, due to his/her tasks performed in the professional self-government, learned about personal matters of another legal counsel, may not use them for any purpose other than appropriate fulfilment of his/her self-governmental duties.

Article 52

The legal counsel acting as a patron should make his/her best efforts to prepare the trainee legal counsel for the profession by transferring the knowledge and experience, and shaping his/her moral attitude.

CHAPTER VIII FINAL PROVISIONS

Article 53

The legal counsel providing legal assistance abroad in a host state is obliged to comply with the provisions of this Code.

Article 54

The dean, chamber board, as well as the legal counsel, have the right to apply to the National Board of Legal Counsels for the interpretation of the provisions contained in this Code.