



California Rules of Court

(Revised July 1, 2020)

Rule 9.46. Registered in-house counsel

(a) Definitions

The following definitions apply to terms used in this rule:

- (1) "Qualifying institution" means a corporation, a partnership, an association, or other legal entity, including its subsidiaries and organizational affiliates, which has an office located in California. Neither a governmental entity nor an entity that provides legal services to others can be a qualifying institution for purposes of this rule. A qualifying institution must:
 - (A) Employ at least ~~53~~ full time employees; or
 - (B) Employ in California an attorney who is an active licensee in good standing of the State Bar of California.
- (2) strong] "Active licensee in good standing of the bar of a United States state, jurisdiction, possession, territory, or dependency" means an attorney who:
 - (A) Is a licensee in good standing of the entity governing the practice of law in each jurisdiction in which the attorney is licensed to practice law, who has not been disbarred, has not resigned with charges pending, or is not suspended from practicing law for disciplinary misconduct in any other jurisdiction; and
 - (B) em] Remains an active licensee in good standing of the entity governing the practice of law, and eligible to practice law in at least one United States state, jurisdiction, possession, territory, or dependency, other than California, while practicing law as registered in-house counsel in California.

(Subd (a) amended effective March 1, 2019; adopted as subd (j) effective November 15, 2004; previously relettered effective January 1, 2007; previously amended effective January 1, 2019.)

(b) Scope of practice

Subject to all applicable rules, regulations, and statutes, an attorney practicing law under this rule is:

- (1) Permitted to provide legal services in California only to the qualifying institution that employs him or her;
- (2) Permitted to provide *pro bono* legal services under supervision of a California attorney for either eligible legal aid organizations as defined by Rules of Court, rule 9.45(a)(1), or the qualifying institution that employs him or her;
- (3) Not permitted to make court appearances in California state courts or to engage in any other activities for which *pro hac vice* admission is required if they are performed in California by an attorney who is not a licensee of the State Bar of California; and
- (4) Not permitted to provide personal or individual representation to any customers, shareholders, owners, partners, officers, employees, servants, or agents of the qualifying institution, except as described in subdivision (b)(2).

(Subd (b) amended effective March 1, 2019; adopted as subd (a) effective November 15, 2004; previously amended and relettered effective January 1, 2007; previously amended effective January 1, 2019.)

For an attorney to practice law under this rule, the attorney must:

- (1) Be an active licensee in good standing of the bar of a United States state, jurisdiction, possession, territory, or dependency;
- (2) Meet all of the requirements for admission to the State Bar of California, except that the attorney:
 - i. (A) Need not take the California bar examination or the Multistate Professional Responsibility Examination; and
 - (B) May practice law while awaiting the result of his or her Application for Determination of Moral Character;
- (3) Comply with the rules adopted by the Board of Trustees relating to the State Bar Registered In-House Counsel Program;
- (4) Practice law exclusively for a single qualifying institution, except that, while practicing under this rule, the attorney may provide pro bono services through eligible legal aid organizations;
- (5) Abide by all of the laws and rules that govern licensees of the State Bar of California, including the Minimum Continuing Legal Education (MCLE) requirements; **and**
- (6) Satisfy in his or her first year of practice under this rule all of the MCLE requirements, including ethics education, that licensees of the State Bar of California must complete every three years and, thereafter, satisfy the MCLE requirements for the registered in-house counsel's compliance group as set forth in State Bar Rules 2.70 and 2.71. If the registered in-house counsel's compliance group is required to report in less than thirty-six months, the MCLE requirement will be reduced proportionally; **and**

~~(7) Reside in California.~~

(Subd (c) amended effective March 1, 2019; adopted as subd (b) effective November 15, 2004; previously relettered effective January 1, 2007; previously amended effective January 1, 2019.)

(8) Application

The attorney must comply with the following registration requirements:

- a. Register as an in-house counsel; submit an application for the qualifying institution; file an Application for Determination of Moral Character with the State Bar of California; and comply with Rules of Court, rule 9.9.5. governing attorney fingerprinting;
- b. Submit a supplemental form identifying the eligible legal aid organizations as defined by Rules of Court, rule 9.45(a)(1) and the supervising attorney, through which an in-house counsel intends to provide *pro bono* services, if applicable;
- c. Submit to the State Bar of California a declaration signed by the attorney agreeing that he or she will be subject to the disciplinary authority of the Supreme Court of California and the State Bar of California and attesting that he or she will not practice law in California other than on behalf of the qualifying institution during the time he or she is registered in-house counsel in California, except if supervised, a registered in-house counsel may provide pro bono services through eligible legal aid organization; and
- d. Submit to the State Bar of California a declaration signed by an officer, a director, or a general counsel of the applicant's employer, on behalf of the applicant's employer. The declaration must attest:

- (i) that the applicant is employed as an attorney for the employer;
- (ii) that the nature of the employment conforms to the requirements of this rule; that the employer will notify the State Bar of California within 30 days of the cessation of the applicant's employment in California; and
- (iii) that the person signing the declaration believes, to the best of his or her knowledge after reasonable inquiry, that the applicant qualifies for registration under this rule and is an individual of good moral character.

(Subd (d) amended effective March 1, 2019; adopted as subd (c) effective November 15, 2004; previously relettered effective January 1, 2007.)

(9) Duration of practice

A registered in-house counsel must renew his or her registration annually. There is no limitation on the number of years in-house counsel may register under this rule. Registered in-house counsel may practice law under this rule only for as long as he or she remains employed by the same qualifying institution that provided the declaration in support of his or her application. If an attorney practicing law as registered in-house counsel leaves the employment of his or her employer or changes employers, he or she must notify the State Bar of California within 30 days. If an attorney wishes to practice law under this rule for a new employer, he or she must first register as in-house counsel for that employer.

(Subd (e) amended and relettered effective January 1, 2007; adopted as subd (d) effective November 15, 2004.)

(10) Application and registration fees

The State Bar of California may set appropriate application fees and initial and annual registration fees to be paid by registered in-house counsel.

(Subd (f) relettered effective March 1, 2019; adopted as subd (f) effective November 15, 2004; previously amended and relettered as subd (g) effective January 1, 2007.)

(11) State Bar Registered In-House Counsel Program

The State Bar must establish and administer a program for registering California in-house counsel under rules adopted by the Board of Trustees.

(Subd (g) relettered effective March 1, 2019; adopted as subd (g) effective November 15, 2004; previously amended and relettered as subd (h) effective January 1, 2007; previously amended effective January 1, 2019.)

(12) Inherent power of Supreme Court

Nothing in this rule may be construed as affecting the power of the Supreme Court of California to exercise its inherent jurisdiction over the practice of law in California.

(Subd (h) relettered effective March 1, 2019; adopted as subd (h) effective November 15, 2004; previously amended and relettered as subd (i) effective January 1, 2007.)

(13) Effect of rule on multijurisdictional practice

Nothing in this rule limits the scope of activities permissible under existing law by attorneys who are not licensees of the State Bar of California.

(Subd (i) relettered effective March 1, 2019; adopted as subd (i) effective November 15, 2004; previously relettered as subd (14) effective January 1, 2007; previously amended effective January 1, 2019.)

Rule 9.46 amended effective March 1, 2019; adopted as rule 965 by the Supreme Court effective November 15, 2004; previously amended and renumbered effective January 1, 2007; previously amended effective January 1, 2019.