

Project Tool Kit
Model Law Firm and Corporate
Pro Bono Documents

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INTRODUCTION

Pro bono legal services are important not only to the lives of those served, but they also enrich the individuals and organizations who offer their services, as well as the community as a whole. The purpose of this document is to help law firms and organizations engage in pro bono activity and to provide recommended tools that will enhance the ability for them to positively impact the community. INTA hopes that its members take responsibility for advancing their organization's pro bono services and, in the process, advancing the profession as a whole worldwide. As Albert Schweitzer said, "the only ones among you who will be really happy are those who will have sought and found how to serve."

In particular, this document offers an overview of issues to consider for both organizations/corporations and law firms when adopting, expanding or refining a pro bono program. It also provides model documents to consider as part of this program, including sample law firm and corporate pro bono policies and engagement letters. The checklists and forms provided should not be seen as static or exclusive, but serve merely as a guide or starting point to work from or modify. Local practice, laws, customs or regulations may dictate a different approach to pro bono policies, the pro bono representation of clients, engagement letters, etc., and they must be checked before relying on or adopting any of the information in this document. Pro bono services are more effective when adapted to the specific needs of the community.

The document is a product of the INTA's Pro Bono Committee's research into best practices for pro bono programs across a wide range of organizations, including law firms of various sizes, organizations in a variety of industries, clearinghouses and law schools. The end result is a document that can be tailored for applications to specific countries and regions. We also provide an appendix with useful resources relating to pro bono practice in a variety of states, provinces, countries and regions.

For this project, the Committee was guided by INTA's definition of "pro bono" as the provision of legal services by attorneys and non-attorney professionals without compensation or the expectation of compensation. The focus is on providing these services to low income individuals or not-for-profit organizations serving low income individuals or other societal or charitable needs, with an emphasis on trademark, copyright, unfair competition, advertising and related areas of law, in line with INTA's own focus. That being said, these materials could be consulted to help promote pro bono legal representation for indigent individuals or not-for-profit organizations in other fields of law – especially relating to litigation.

Also, while some organizations or firms may view pro bono as covering non-legal activities such as volunteer work for not-for-profit, charity or civic groups, or committee work for bar or trade associations, this Committee sees value in taking a more targeted approach, focusing on the provision of legal services to clients in need. Therefore, the definition of pro bono in the model policies is limited to legal representation. For INTA's complete definition of "pro bono legal services," please see the document included as Exhibit 1.

**We hope you will find this information useful and look forward to any
comments on how it may be improved.**

**MODEL LAW FIRM
PRO BONO DOCUMENTS**

Pro Bono – Background Considerations

What to consider before adopting a pro bono policy for your law firm.

Why Pro Bono?

- Provide full and fair access to the legal system to all.
- Engage in voluntary programs to improve individuals' quality of life.
- Support the objectives of non-profit organizations.
- Contribute to the progression of an ethical social and economic environment.
- Gain useful hands-on experience and valuable skills development.
- Achieve versatility and a broader understanding of issues beyond your normal practice area.
- Take responsibility for your organization's impact on the community.

Benefits of Pro Bono Legal Work

- Provides access to quality legal services to those who otherwise might not have, or cannot afford, such access.
- Enhances your and your organization's reputation.
- Boosts morale and fosters teamwork.
- Fulfills ethical obligations.
- Builds on skills and expand the skill base.
- May fulfill certain professional requirements (jurisdiction-specific).

Malpractice Insurance Coverage for Pro Bono

Malpractice coverage is an important consideration in developing a law firm's pro bono program. Often, pro bono matters are covered under the firm's existing malpractice coverage. Consult with your malpractice insurance provider to find out if your firm's policy covers pro bono and to understand the scope of coverage; if not, you can add pro bono coverage to your policy. If your firm does not have coverage for pro bono matters, firm lawyers desiring to engage in pro bono legal services may obtain malpractice coverage from other sources. For example, some pro bono referral agencies have malpractice insurance that covers volunteer services. Some states in the U.S. provide free malpractice protection for pro bono attorneys for certain authorized matters. U.S. Federal law, for example, the Volunteer Protection Act (VPA), 42 USC Sections 14501-05, also provides protection for volunteers. The laws or regulations of specific countries must be consulted on this point.

Management of the Pro Bono Program

Who will be responsible for managing and overseeing the pro bono program, reviewing and approving new pro bono matters, and keeping track of the pro bono work? Proper management of a pro bono program is essential to its success.

Larger law firms often appoint a pro bono coordinator who is responsible for administering the firm's program or create a pro bono committee. A number of firms combine the two and have a non-attorney pro bono coordinator or full-time pro bono partner/counsel who administers the program under the committee's direction.

Typical responsibilities of the pro bono coordinator or committee include:

- Develop, monitor and implement the firm's pro bono policy;
- Identify, review, accept or reject pro bono projects/cases;
- Encourage participation internally;
- Establish an e-mail distribution group in order to disseminate pro bono opportunities;
- Coordinate and monitor all pro bono activities;
- Monitor the hours and costs spent on approved pro bono projects;
- Provide periodic reports on the firm's pro bono activities;
- Ensure that the same firm standards of quality and care are given to the pro bono client as are given to a paying client; and
- Promote success of the program via the firm's marketing department.

Many firms require that a partner or a senior attorney supervise junior attorneys or associates on all pro bono matters.

Process for Taking on a Pro Bono Case

The firm should have an approval process for pro bono matters. The firm may allow attorneys to identify their own opportunities and then present them to the committee or coordinator for approval. Alternatively, the pro bono committee or coordinator may identify opportunities. Many firms choose a combination of the two approaches.

If attorneys are allowed to identify their own opportunities, it is recommended that the following information be submitted to the coordinator or the committee:

- Legal aid agency description;
- Agency process for screening clients;
- Case description and impending deadlines (e.g., applicable statute of limitations);
- Information necessary for conflict of interest check; and
- Expected duration and scope of representation.

Setting Pro Bono Hours Requirement

Participating in a pro bono program is voluntary, and many firms do not announce a required number of hours. Generally, attorneys in the U.S. tend to target anywhere between 20 to 50 hours per year on pro bono work. The average amount of time to target in other countries varies significantly.

Jurisdiction-Specific Ethical Issues

Check with your local bar association or regulatory authority if there are any jurisdiction-specific ethical issues that you need to be aware of before adopting a pro bono policy for your firm.

Types of Pro Bono Matters

It is recommended that the firms identify a number of legal aid agency partners (if available) that will provide attorneys with a variety of pro bono options. Firms should identify the types of matters they are willing to take on (or not take on) keeping in mind firm expertise and resource requirements. Typically, pro bono matters include:

Direct legal representation for low income individuals

Legal representation of not-for-profit organizations serving low income individuals or addressing other societal or charitable needs

Getting Support from Firm Staff

Firms show dedication to pro bono by providing support to attorneys who undertake pro bono work. This gesture also helps make pro bono more attractive to attorneys. Types of support that might be available include:

Use of staff, including paralegals and secretaries; and

Covering ordinary costs associated with the matter, including copying, postage, telephone calls, and faxing.

If additional funds are needed to handle a pro bono case, firms may provide an approval process for obtaining additional funds, if necessary.

Costs Not Covered

Pro bono clients are generally expected to pay costs associated with a matter, but not attorneys' fees. For example, clients may need to pay local Patent and Trademark Office costs for a trademark application, but will not need to pay the attorneys' fees associated with preparing and filing the application. Of course, a firm may decide to waive such costs.

Recognition for Pro Bono Work

The firm should decide how much billable or bonus credit, if any, will be given to pro bono matters. This is an important component of the pro bono policy as it shows how the firm values pro bono contributions by its attorneys, therefore, some credit should be considered. Many firms allow their attorneys to credit a certain number of their pro bono hours towards their billable requirement. Some, in addition or as an alternative, factor an attorney's pro bono work (or lack thereof) into salary, bonus and promotion considerations.

Determine how the firm will measure and evaluate pro bono work:

- Tracking of legal work assessment by pro bono client;
- Recording comments in a register when a paying client makes favorable mention of pro bono work done by the firm;
- Tracking and recording media references to the firm's pro bono work;
- Obtaining testimonials from beneficiaries and/or participants in pro bono programs;
- Incorporating questions (and recording information) about the firm's pro bono practice into staff appraisals, intake interviews and orientations; and/or
- Checking on the training and experience attorneys receive through the pro bono service.

Internal Challenges

Getting buy-in from partners in small firms is often difficult. The common feedback is that the firm's limited resources cannot accommodate a pro bono program. To address this concern, it is recommended that the pro bono coordinator or the pro bono committee initially select cases that will not require a large commitment of time or money from the firm. In addition, the legal agency sending the work may be able to screen and summarize matters to save time for attorneys. Partnering with organizations that provide pro bono legal services can also reduce time and resource commitments.

Maximize the Program's Potential

Involve your legal staff actively in the program and encourage them to identify worthy matters or causes for your organization to support. Coordinate with the firm's marketing department to publicize the pro bono program's successes. This will enhance the firm's reputation among clients and will also boost morale and foster teamwork internally. It also may help in recruiting new attorneys.

Sample Law Firm Pro Bono Policy

A. Definition of Pro Bono

*Firms should set a definition for what is included in pro bono work and what type of clients will be considered for pro bono status. If in the U.S., consider including a reference to the Pro Bono Institute's definition of pro bono in the firm's policy (see *What Counts? A Compilation of Queries and Answers*, available at <http://www.probonoinst.org/images/pdfs/what%20counts%202008.pdf>). Other countries may have similar model definitions. A policy may also provide a mission statement for the firm's pro bono program and/or a statement regarding the firm's overall support of pro bono.*

Sample language:

[Firm Name] recognizes the importance of giving back to the communities where we are privileged to practice. Above and beyond what may be required by law, we believe that as a Firm and as individuals we have ethical and moral obligations to provide pro bono legal services to the low income individuals as well as to nonprofit organizations. The Firm strives to ensure that pro bono service is part of the practice of every lawyer and is committed to achieving the goal of contributing each year at least [fill in] percent of total billable Firm hours to the provision of pro bono legal services to the poor.

1. **Define Acceptable Clients – Legal Matters: The delineation of suitable pro bono clients may include the provision of legal services to:**
 - a. **Low income persons; and**
 - b. **Charitable, religious, civic, community, governmental and educational organizations which operate on a not-for-profit basis and serve low income individuals or important societal needs.**

Note: The firm may also want to set forth the types of matters that are not acceptable (for example, the firm may not wish to handle criminal matters). Consider also whether the firm has a significant number of paying non-profit clients and discuss internally how to define pro bono in a manner that is sensitive to those clients' continued business.

2. **Explain that while Community Service Projects do not count as pro bono, they should not be discouraged. This includes community service volunteer hours, service on a non-profit Board of Directors, etc.**

Sample Language:

Every lawyer and staff member is urged to provide volunteer service by supporting the work of social service organizations, charities and other groups helping the disadvantaged, such as volunteering at a homeless shelter, serving food at a soup kitchen or working on a Habitat for Humanity project. While this is not "pro bono time", it should continue and individual projects may be recognized by the firm from time to time.

3. **Clarify additional activity that is not acceptable for pro bono credit: Clarify in the policy what will not count (for example, favors to family members and**

friends, favors for clients, business development, religious organizations that do not meet the qualification criteria, schools affiliated with an attorney or family members, non-firm-sponsored community service/volunteer opportunities).

Sample Language:

Although some of the following legal services might fall within the definition of pro bono legal services, the Firm has, as a matter of policy, excluded the following from our internal definition of pro bono time: Favors for friends or family members of attorneys, staff members or other employees of the Firm; favors to clients; legal services provided for employees of a paying client of the Firm; business development (including legal services performed with the expectation of a fee either in the instant matter or in a future matter for that client or for a related client); personally-affiliated religious and educational organizations (unless that work solely involves the charitable works of that institution or involves the provision of other direct benefits for low income individuals); community service activities; and Board and Trustee Service.

C. Determine Billable Credit for Pro Bono Work

- 1. Firms should determine whether pro bono work will count for billable credit, and if so, whether all work or a portion of the work will provide billable credit. Whether pro bono hours will count toward any bonuses (awarded based in whole or in part on hour requirements) should also be determined.**

Sample Language:

Time dedicated to the provision of pro bono legal services and to approved community and board service activities and the administration of the pro bono practice will be treated as client chargeable time (i.e. billable time) for up to fifty (50) [or fill in another number] hours.

- 2. Will paralegals, agents, staff members, etc. be able to get “credit” for pro bono work?**
- 3. Will pro bono hours be capped? If so, will attorneys need to seek approval for hours beyond the cap? How will attorneys report their pro bono hours?**

Sample Language:

Although there is no limit to the number of hours an attorney may devote to Pro Bono Time during a given year, such time should be in conjunction with strong billable performance on paying client work. Every attorney should strive for an appropriate balance of both paying client hours and Pro Bono Time. As such, the Pro Bono Counsel will monitor each attorney’s Pro Bono Time, and the Pro Bono Committee will ensure that all pro bono client work, as with paying client work, is necessary, efficiently delivered and properly supervised. The Pro Bono Counsel may be assisted in this task by a staff-appointed Pro Bono Coordinator.

D. Supervision of Pro Bono Work

- 1. Firms should assign partners to direct and administer all aspects of the firm’s pro bono program, including appropriate supervision and expertise for a given matter.**
- 2. Define in the policy what “supervision” means (active participation in strategic decisions related to representation, review correspondence with client, review all filings, etc.).**

- 3. Firms should set a policy for ensuring that all associates and legal and administrative staff working on pro bono matters have appropriate supervision.**

Sample Language:

A partner must *actively* supervise all pro bono matters. A partner will supervise each pro bono project undertaken by an associate, trainee or staff attorney in the same manner that projects for paying clients are supervised. It shall be the responsibility of all partners and any other attorney with expertise or experience in a relevant area of law to offer assistance and to supervise or otherwise coordinate the conduct or provision of pro bono legal services, including the actions of legal and administrative staff. The hours billed by such supervising attorneys shall be treated as approved pro bono hours.

- 4. Policy should explain how pro bono matters are transitioned when an attorney leaves the firm. For example, is the committee responsible for reassigning a matter? Is the departing attorney responsible for finding an attorney to handle the matter? This must be done in accordance with ethical rules of the applicable jurisdiction.**

Sample Language:

Prior to departing the firm, it is each attorney's responsibility to appropriately transition all pro bono matters to another lawyer(s), just as one would transition a paying matter. It is also the attorney's responsibility to make the attorney(s) to whom the matter is transitioned aware of any impending deadlines (e.g. court filing deadlines, trial dates, transaction closing dates, government filing deadlines, etc.) and inform the client, the court, the government agency and any other relevant party of the attorney's departure and of the name(s) and contact information for the attorney(s) to whom the matter has been transitioned. It is also the attorney's responsibility to keep appropriate files (both hard copies and electronic copies) identified by the relevant client/matter number(s) and to inform his/her assistant and the mail room of any issues with pending matters and the name(s) and contact information for the attorney(s) to whom the matter has been transitioned.

E. Describe Firm's Pro Bono Committee/Leadership

- 1. Firms should determine whether to create Pro Bono Committees and a Pro Bono Committee Chair – either firm wide and/or by office – to actively direct and implement pro bono strategy and monitor the involvement of office attorneys in pro bono matters, and to approve new pro bono matters.**
- 2. Committee considerations: How will committee members be selected? What are the committee member responsibilities? (For example, each member could be responsible for a relationship with a pro bono referral agency, each member could be responsible for a practice group within the firm, etc. Members may need to identify and evaluate new pro bono opportunities. Members may approve new pro bono matter requests.)**

Sample Language:

There shall be a Pro Bono Committee that shall consist of the following:

- The Pro Bono Counsel, who will co-chair the committee with the Chair;

- A Chair, who will be a partner in the Firm and who will be appointed by the Management Committee upon recommendation by the Pro Bono Counsel;
- At least one member from each office of the Firm, said member being a partner in that office; and
- Such other members, including a staff member acting as a Pro Bono Coordinator, as the Pro Bono Counsel and the Chair select, subject to the approval of the Management Committee.

The committee members shall serve one-year terms, subject to renewal or replacement by the Pro Bono Counsel and Chair, subject to the approval of the Management Committee.

The Pro Bono Committee shall have general administrative, management and supervisory responsibility for the pro bono practice. In that regard, the committee shall:

- Identify pro bono legal services and encourage participation by lawyers and staff, as appropriate.
- Select approved referral sources for the Firm generally or for each office, which shall be the primary source of pro bono projects to the Firm.
- Set and determine the standards for financial eligibility for pro bono legal services, which shall, to the extent practicable, track the threshold levels of financial qualification in effect for the referral agencies used by the Firm.
- Approve or disapprove all projects which are proposed in accordance with the guidelines set forth in this policy.
- Supervise, coordinate and monitor all pro bono matters, and be responsible for providing assistance, supervision and resources as necessary.
- Ensure that Firm standards of quality and care given our paying clients are afforded to pro bono legal services projects and clients.
- Monitor the hours and costs involved in each project, intervening where necessary to provide assistance or seek to limit or accommodate cost needs.
- Implement, maintain and propose modifications to this policy, with proposed substantive changes to be approved by the Management Committee.
- Perform any and all other tasks which are necessary in the ongoing management, administration and improvement of the pro bono practice.

3. **Consider whether administrative support will also be available to the pro bono program (committee members, Pro Bono Counsel/partner, Pro Bono Coordinator, marketing support, etc.).**

F. Legal Fees for Pro Bono Work

1. **Payment: Firms should set a policy for payment of certain costs by pro bono clients, including legal costs, travel expenses, government filing fees, and fees for experts and other consultants.**
2. **Recovery of Fees: Firms should develop a policy for recovery of fees pursuant to a fee-shifting statute, or negotiated settlement, for matters on**

behalf of a client who otherwise qualifies for pro bono services. If the firm's policy provides that these funds may be used for charitable purposes, such as contributions to organizations which refer pro bono matters to the firm, the policy should determine who makes such decisions and provide the standards for making the determination.

- 3. Describe how disbursements will be handled. Does the firm have a budget for fees that pro bono clients will not have to pay? What is the approval process to spend that money?**

G. Describe Procedure for In-Take and Approval of Pro Bono Matters

- 1. Firms should set clear guidelines for determining how and when pro bono representation should be undertaken.**

Sample Language:

Pro bono legal services projects will be approved under two different paths – those referred by an approved referral agency, and those presented through the referral of individual lawyers or staff at the Firm. All pro bono matters must go through the same Client Intake process as all other matters, and upon approval, will be assigned their own client/matter number for each case, matter or project.

Approved Referral Sources. The Pro Bono Committee shall select and designate certain referral agencies, who customarily screen individuals and organizations for free or reduced cost legal services, as approved referral sources for participation in the Firm's pro bono legal services program. Matters referred by such approved organizations will not require an independent review of the proposed client's eligibility for pro bono legal services. However, all matters must still undergo an evaluation of both direct and positional conflicts. Attorneys and staff who would like to take on matters from a particular referral agency that is currently not listed as an approved referral agency should send a brief memorandum to the Pro Bono Counsel detailing the referral agency's mission and intake guidelines.

Individually Referred Matters. When opening a new pro bono matter request for a matter not referred through an approved referral agency, additional information may be requested to aid the Pro Bono Committee in evaluating whether or not the individual or entity qualifies for pro bono legal assistance.

- 2. Conflicts: Firms should ensure that they have a conflicts check policy in place for potential pro bono clients. Define how to handle conflicts (for example, will firm ask a paying client for a waiver?) and whether firm will consider positional conflicts (for example, if representation of pro bono client create a conflict with a potential future paying client).**

Sample Language:

In the pro bono context, however, the Firm is not only providing services to the client without charge, but also foregoing the revenue from the precluded representation. For many reasons, we do not want to take pro bono cases that reasonably may be viewed as precluding us from representing paying clients. Accordingly, in every case, all proposed pro bono matters must go

through the same intake process as all other matters before we do any work on behalf of the proposed client. When vetting pro bono matters, particular care should be taken to perform a full and complete conflict check, which requires: including all companies and individuals known to be affiliated with an adverse party; identifying persons and entities holding an interest in the adverse party as well as its officers and directors; if the matter concerns representation of a nonprofit organization, identifying individuals and entities affiliated with the group, such as its officers and directors; and identifying parties (and their affiliates) with whom the Firm might become adverse during the course of the representation. If such parties only come to light part way through the representation, contact Client Intake immediately to update the parties associated with the matter.

- 3. Engagement Letter: Require an engagement letter (attach sample letter as an exhibit to the policy). Advise attorneys to describe the scope of the representation carefully. If necessary, revise language in engagement letter to ensure that client understands the representation.**
- 4. Letter Declining to Take on Representation: Pro bono clients are often unfamiliar with the legal process and to avoid any unintentional creation of an attorney-client relationship where none is intended by the firm, letters declining to take on a pro bono representation should be sent as appropriate.**

Sample Language:

As in all client retentions, pro bono representations must be governed by a concrete and discrete engagement letter. A sample engagement letter is on pages 15-19 herein. When describing the legal services to be rendered, such description must be provided in as much detail as possible and must include the scope of the representation. For example, where litigation services are being provided pro bono, indicate whether the representation will only include services through trial, or does that include trial and any appeal? If a pro bono representation is declined, a letter also should be sent informing the potential pro bono client that the firm has declined to accept the representation.

H. Describe Procedure for Termination of Pro Bono Representation

- 1. Describe termination process, including a sample termination letter to the pro bono client and administrative considerations (closing a client-matter/billing number).**

Sample Language:

Upon the completion of a pro bono representation, the responsible lawyer(s) must send a closing letter to the client(s) informing the client(s) that the representation as articulated in the engagement letter has come to a close. The responsible lawyer(s) should inform the Pro Bono Counsel and the chair or co-chairs of the Pro Bono Committee for the lawyer's respective office of the result of the matter, and if appropriate, draft an internal announcement regarding the matter and the Firm's contributions to the client(s).

- 2. Provide sample internal announcement to describe representation within the firm. Coordinate with firm's marketing department on external announcements.**

Pro Bono – Sample Engagement Letter for Law Firms

Not specific to any particular jurisdiction

Introduction

The sample engagement letter is an example only. Firms should check the legislative and professional requirements in their own jurisdiction and adapt their letters to the particular circumstances of each engagement. Consider consulting with your firm's malpractice carrier for any specific considerations to include in the engagement letter.

This letter is an example of a situation where no costs are to be charged, and no conditional fee agreement is to be made, but allowing an option for the firm to charge for or recover disbursements. It also assumes the firm's standard terms of engagement will be attached.

Re: Retention for Pro Bono Legal Services for [Matter description]

Dear [Client name]:

Thank you for your instructions to act for you in relation to the above matter. [Firm name] is pleased to represent [Client Name] in connection with [detailed description of scope of project]

The scope of our representation in this matter may evolve in accordance with our discussions with you; in the event of such changes, the terms of this letter will apply to these services as well. To the extent you need legal assistance with matters other than this matter, we would be happy to discuss those with you, with the understanding that we may not be able to represent you in those other matters. If we agree to represent you in any other matter, our representation in that matter will be addressed in a separate letter.

The purpose of this letter is to inform you of our terms of engagement. This letter and the enclosed Terms of Engagement contain the terms on which we will act for you during the period of our engagement. *[They include information that we are required to give you by [insert name of any relevant local legislation or directive here, if necessary]].* Acting for you does not include representation of related persons or entities and no lawyer-client or other fiduciary relationship exists between us and any such related persons or entities.

Please confirm that you agree to our terms by signing at the end of the enclosed copy of this letter and returning that copy to us.

1. The work required by your instructions

We expect that your present instructions will require us to do work of the kind and scope described in this letter. Any estimate of our costs and disbursements given to you in this letter is based on our present assessment of the work and may have to be revised if work which is different from, or in addition to, what is now expected is required as a result of later events or a variation of your instructions.

We anticipate that this matter will involve the following: [Describe with care and reasonable particularity the nature and scope of the anticipated work in order that the responsibilities being assumed by the firm are indicated and the basis for the estimates of costs and disbursements which follow is readily apparent. Describe the work so that it does not carry on indefinitely but rather comes to a clearly identifiable end.]

2. Waiver of professional costs

- (a) This is a pro bono project. We will not charge you fees for our professional services applied to your work. We will not charge for attorney or paralegal work, regardless of the regular billing rate of the attorney or paralegal involved.
- (b) We may ask you to pay, or reimburse us for, disbursements (expenses) incurred on your behalf. However, it is important that you understand that our firm's policies dictate that we do not advance funds or otherwise pay out-of-pocket costs for you. Accordingly, we will bill you for those charges, such as filing and registration fees, and will expect payment promptly upon your receipt of our invoices. [NOTE: Collection of costs from individuals with little or no resources may be unrealistic. In such situations, the previous three sentences may be deleted.]
- (c) If appropriate, our firm may seek to be reimbursed for its pro bono representation of you through funds set aside by the government and/or court for such representations, or any applicable fee-shifting statute. Such fees would be donated to a charity or not-for-profit organization serving societal needs.
- (d) [NOTE: This is for litigation matters] You should be aware that an unsuccessful party in a legal proceeding can be ordered by the court to pay the costs incurred by the other party(ies) to the proceeding. You will be solely responsible for any adverse costs decision by the court in this matter. If we are successful and we seek and you collect an award of costs in your favor, we reserve the right to bill you for the amount of such costs that you collect if the firm had paid them on your behalf.
- (e) Paragraph 4 below sets out the terms on which disbursements are payable.

3. The conduct of the work

- (a) We will apply to your work the services of our attorneys, paralegals, and the other resources of our firm as we consider necessary and appropriate from time to time.
- (b) The attorney who will be responsible for your work is [name of responsible attorney] and we ask you to contact [attorney's name] if you wish to discuss any matter concerning the conduct of your work. [OR I will be principally responsible for the project described in this letter. As circumstances warrant, other attorneys or non-attorney professionals may be assigned to work on your

matters. Thus, from time to time, I may assign portions of these matters to others in the Firm. Should you have a concern or question at any time during our representation, please do not hesitate to call me.]

- (c) If circumstances occur, requiring the transfer of responsibility for your work to another attorney, unless of very short duration, we will inform you promptly.

4. Expenses – disbursements

- (a) We will not charge for *[insert here as required, for example, “in house expenses for telephone calls, sending or receiving facsimile transmissions or incidental photocopying”]*. Other expenses incurred by us in acting for you and fees for services provided to us by third parties on your behalf will be charged to you.
- (b) *[This paragraph is relevant only for jurisdictions where there is a separation of the profession between solicitors and barristers, e.g., UK; Australia]* If a barrister has already been engaged on your behalf or we believe that it is necessary to engage the services of a barrister, we will negotiate with you and the barrister to settle the terms of the engagement.
- (c) *[This paragraph is relevant for jurisdictions where there may be Goods and Services Tax, Value Added Tax or some other form of similar tax which may apply to disbursements which the law firm incurs]* If we become liable to pay *[insert name of tax]* on disbursements charged to you the *[insert name of tax]* will be added to our charges in the way described in our enclosed Terms of Engagement.
- (d) We include in Paragraph 5 our estimate of disbursements to the extent that we are presently able to do so.

5. Present estimate of disbursements

We estimate, in regard to the nature of the work described in Paragraph 1, that the disbursements may be necessary to incur are as follows:

[Total potential disbursements]

If we become aware that the disbursements are likely to exceed significantly the above estimate, we will notify you of a revised estimate.

6. Payment of disbursements *[this section is relevant if the firm operates a trust account]*

- (a) We may ask you to pay to us at the beginning, or in the course, of our engagement a sum of money on account of disbursements.
- (b) The money you pay will be deposited to your credit in our trust account on the understanding that we have your authority to withdraw money to pay any disbursements after we have sent you a bill. We may withdraw money held to your credit in our trust account after 30 days from the delivery of our bill if you do not object to the bill.

7. **Advance waiver** [Optional – Check law of your jurisdiction]

Our firm may be asked to represent someone who is adverse to you. Of course, we will not accept any adverse engagement that is substantially related to the subject matter of this engagement or which would impair the confidentiality of proprietary, sensitive or otherwise confidential communications made to us. However, we are accepting this engagement with your express consent that we may accept any other engagement.

8. **Termination**

We may terminate this agreement on various grounds [reference terms described in the enclosed Terms of Engagement, if applicable]. For the purposes of these terms, we will assume that we have lost your confidence in relation to the continuing conduct of the matter on your behalf, or if you refuse to accept our considered advice in respect of an issue which is essential to the conduct or satisfactory settlement of your matter. [Note that different jurisdictions may have different requirements to termination representation – confirm proposed language with your professional responsibility committee or other ethics advisors.]

When we complete the services outlined in this engagement letter, we will consider that the attorney-client relationship for that matter is terminated. If you later retain us to perform further or additional services, our attorney-client relationship will be revived subject to these terms of engagement and the continuing understanding that it will not preclude us from accepting any other engagement from any existing or new client, provided only that we will not accept any engagement that is substantially related to any services we have provided to you, or which would impair the confidentiality of proprietary, sensitive, or otherwise confidential communications you have made to us. These terms and understandings will apply unless and until we expressly agree in writing to other arrangements.

9. **Limitation of liability**

[NOTE: this would be relevant if the firm's liability is limited by a statutory scheme or by local practice rules – this is an example from the state of NSW, Australia] This firm is a member of the Solicitors (Limitation of Liability) Scheme approved under the Professional Standards Act 1994 (NSW). Our liability for damages claimed in a cause of action, to which the Scheme applies, is limited to the amount it prescribes and for which we are insured.

[If applicable: Our agreement to act for you is also subject to the “limitation of liability” provisions expressed in the enclosed Terms of Engagement.]

10. **Client's obligations**

By entering this agreement you agree that the Firm will be provided with complete and honest information relating to this representation and that you will attend and be on time for all scheduled meetings and will notify us of any address or telephone changes.

If you have questions concerning any of the information presented here, or should you have a concern or question at any time during our representation, please call me at [Telephone Number].

To confirm your consent to the terms of our representation, please sign a copy of this letter and return it to me.

Thank you for your instructions.

Yours faithfully,

[Firm Name]

[Signatory Name]

Acceptance of terms by client

I/we accept the terms stated above and in the attached Terms of Engagement.

Signature

Date

Typed Name

CORPORATE PRO BONO TOOLKIT

Pro Bono – Background Considerations For Corporations and Other Organizations

What to consider before adopting a pro bono policy for your organization

Why Pro Bono?

Consider the goals for any program, which may include some of the following:

- Provide full and fair access to the legal system to all.
- Engage in voluntary programs to improve individuals' quality of life.
- Support the objectives of non-profit organizations.
- Contribute to the progression of an ethical social and economic environment.
- Gain useful hands-on experience and valuable skills development.
- Achieve versatility and a broader understanding of issues beyond your normal practice area.
- Take responsibility for your organization's impact on the community. Satisfy attorneys' desire to "give back" to the community.

Benefits of Pro Bono Legal Work

- Provides access to quality legal services to those who otherwise might not have, or cannot afford, such access.
- Enhances your and your organization's reputation.
- Boosts morale and fosters teamwork.
- Builds on skills and expand the skill base.
- May fulfill certain professional requirements or ethical (jurisdiction-specific).

Malpractice Insurance Coverage for Pro Bono

Malpractice coverage is an important consideration. Pro bono matters may be covered under your organization's existing insurance coverage or by a pro bono referral agency, but in many cases, the individual in-house attorney may need to arrange for coverage because he/she is representing the pro bono client directly. Consult with your management or insurance provider to find out if your organization's policy covers pro bono and the scope of coverage; if not, you may be able to add it to its coverage. If your organization does not have coverage, in-house lawyers desiring to engage in pro bono legal services may obtain malpractice coverage from other sources. For example, some states in the U.S., provide free malpractice protection for pro bono attorneys for certain authorized matters. U.S. Federal law, for example, the Volunteer Protection Act (VPA), 42 USC Sections 14501-05, also provides protection for volunteers. The laws or regulations of specific countries must be consulted on this point. In addition, some pro bono referral agencies may offer coverage. Overall, malpractice coverage should be confirmed before taking on an engagement, unless it can be confirmed that your organization self-insures for such malpractice claims and would indemnify you.

Management of the Pro Bono Program

Who will be responsible for managing and overseeing the pro bono program, reviewing and approving new pro bono matters, and keeping track of the pro bono work? Proper management of a pro bono program is essential to its success.

Larger organizations often appoint a pro bono coordinator who is responsible for administering the organization's program or create a pro bono committee. A number of organizations combine the two and have a non-attorney pro bono coordinator who administers the program under the committee's direction.

Typical responsibilities of the pro bono coordinator or committee include:

- Develop, monitor and implement the organization's pro bono policy;
- Identify, review, accept or reject pro bono projects/cases;
- Encourage participation internally;
- Establish an e-mail distribution group in order to disseminate pro bono opportunities;
- Coordinate and monitor all pro bono activities;
- Monitor the hours and costs spent on approved pro bono projects;
- Provide periodic reports on the firm's pro bono activities;
- Ensure that the same organizational standards of quality and care are given to the pro bono client as are given to an internal client; and
- Promote success of the program via the organization's marketing or public relations department.

Many organizations require that a senior attorney supervise junior attorneys on all pro bono matters.

Process for Taking on a Pro Bono Case

The organization should have an approval process for pro bono matters. The organization may allow attorneys to identify their own opportunities and then present them to the committee or coordinator for approval. Alternatively, the pro bono committee or coordinator may identify opportunities. Larger organizations may choose a combination of the two approaches.

If attorneys are allowed to identify their own opportunities, it is recommended that the following information be submitted to the coordinator or the committee:

- Legal aid agency description;
- Agency process for screening clients;
- Case description and impending deadlines (e.g., applicable statute of limitations);
- Expected duration and scope of representation; and
- Results of conflicts checks conducted to ensure that the matter does not pose a conflict with the organization's own legal or business interests; Depending on the size of the organization, this may involve a process by which multiple subsidiaries, affiliated companies, customers, licensees or distributors are checked along with the organization's

own intellectual property rights and pending cases; there also may be a concern over confidential information and public relations impact; **NOTE:** Organizations frequently decide not to represent organizations or individuals directly in pro bono matters because of the issue of conflicts and instead require the individual in-house attorney sign an engagement letter directly with the pro bono client.

Setting Pro Bono Goals

Participating in a pro bono program should be voluntary, and many organizations do not require a certain number of pro bono hours. Corporate pro bono programs succeed when the attorneys are excited about the program and giving back to the community, as opposed to hitting a benchmark number of hours. Most organizations instead adopt aspirational goals and/or focus on the percentage of attorneys/legal department staff participating in pro bono activities, rather than requiring a certain number of hours. Organizations that are signatories to the Pro Bono Institute's Corporate Pro Bono challenge, for example, have a goal that at least 50% of their legal staff are participating annually in pro bono services (see www.probonoinst.org/wpps/wp-content/uploads/challenge_100_talking_points.doc).

It is useful to have measurable goals, however, at least while attempting to start a program. Attempting to track the total number of average hours spent by an attorney on pro bono work and the expenses associated with each pro bono matter is a good idea so that the financial impact may be quantified to management. Organizations frequently do not have a mechanism to track specific hours, so an average may be the best measure.

Jurisdiction-Specific Ethical Issues

Check with your local bar association or regulatory authority if there are any jurisdiction-specific ethical issues that you need to be aware of before adopting a pro bono policy for your organization.

Types of Pro Bono Matters

It is recommended that organizations identify a number of legal aid agency partners, referral agencies or clearinghouses (if available) that will provide attorneys with a variety of pro bono options. Consider also partnering with outside counsel on projects. If there are law firms that you work with on a regular basis, they may be interested in enhancing their relationship with a client's in-house legal department by partnering on a pro bono matter. Organizations should identify the types of matters they are willing to take on (or not take on) keeping in mind their own expertise, any corporate social responsibility themes/areas of focus, and the organization's resources. Typically, pro bono matters include:

- Direct legal representation for low income individuals

- Legal representation of not-for-profit organizations serving low income individuals or addressing other societal or charitable needs

Getting Support from An Organization's Staff

Organizations show dedication to pro bono by providing support to attorneys who undertake pro bono work. This gesture also helps make pro bono more attractive to attorneys. Types of support that might be available include:

Use of staff, including paralegals and secretaries; and

Covering ordinary costs associated with the matter, including copying, postage, telephone calls, and faxing.

If additional funds are needed to handle a pro bono case, organizations may provide an approval process for obtaining additional funds, if necessary.

Costs Usually Not Covered

Pro bono clients typically are expected to pay for the costs associated with a matter (but not attorneys' fees). For example, for a trademark application, clients are expected to pay local Patent and Trademark Office costs, but not the attorneys' fees associated with the preparation or filing of the application. Of course, a company may decide to waive such costs.

Recognition for Pro Bono Work

An organization should decide how much credit toward performance evaluations, if any, will be given to pro bono matters. This can be an important component of the pro bono policy as it shows how the organization values pro bono contributions by its attorneys, therefore, some credit should be considered. An organization may credit the attorney's pro bono work (or lack thereof) into salary, bonus and promotion considerations.

Determine how the organization will measure and evaluate pro bono work:

- Tracking of legal work assessment by pro-bono client;
- Recording comments in a register when management and/or the General Counsel makes favorable mention of pro bono work done by the organization;
- Tracking and recording media references to the organization's pro bono work;
- Obtaining testimonials from beneficiaries and/or participants in pro bono programs;
- Incorporating questions (and recording information) about the organization's pro bono practice into staff appraisals, intake interviews and orientations; and/or
- Checking on the training and experience attorneys receive through the pro bono service.

Internal Challenges

Getting buy-in from management may be difficult. The common feedback is that the organization's limited resources cannot accommodate a pro bono program. To address this concern, the pro bono coordinator or the pro bono committee should consider selecting cases that will not require a large commitment of time or money from the organization. In addition, a legal agency or clearinghouse may be able to screen and summarize matters to save time for attorneys. Partnering with organizations that provide pro bono legal services can also reduce time and resource commitments. Partnering with an outside law firm that already works for the organization and that has a pro bono program also may work well. It is important to develop a

program that will be self-sustaining through staffing changes.

Maximize the Program's Potential

It is also important to develop support for a pro bono program by publicizing successes within a department. Honest enthusiasm for the program among participants probably contributes the most to the success.

Involve your in-house legal staff actively in the program and encourage them to spot worthy matters or causes for your organization to support. Get the organization's marketing or public relations department to publicize pro bono program's successes. This will enhance the organization's reputation among the public and will also boost morale and foster teamwork internally. It also may help in recruiting new attorneys. Younger attorneys tend to participate in pro bono programs at higher rates. Also, consider creating an annual pro bono award with a small cash award donated to charity.

For management buy-in, consider noting awards received by other corporations for pro bono work, and ask senior management for its input into the types of projects the department should consider. Review the company's corporate social responsibility report or other similar marketing materials to see if there are pro bono opportunities that are consistent with the company's existing community involvement.

Developing a Pro Bono Policy

A written policy underscores the organization's commitment to pro bono work. It is important to lay out consistent guidelines and procedures. It can help to build support for the program among management and better ensure the sustainability of the program.

CORPORATE Pro Bono Policy Template

Introduction

This policy sets out [COMPANY]'s guidelines regarding pro bono legal services undertaken by members of [COMPANY]'s legal department.

[COMPANY] supports pro bono legal services as a part of our corporate responsibility mandate, and is therefore committed to assist the members of the in-house legal team in pro bono work. [COMPANY] aspires to have at least 50% of the members of the in-house legal team participate in some pro bono legal work per year.

Participation in our pro bono program is strongly encouraged, but not mandatory. No employee will be penalized for not participating in the pro bono program, but pro bono activities will be positively considered as part of employees' evaluations.

What is pro bono work?

Pro bono work is the rendering of legal services without compensation or the expectation of compensation to:

- (a) Low income persons; and
- (b) Charitable, religious, civic, community, governmental and educational organizations which operate on a not-for-profit basis and serve low income individuals or important societal or charitable needs.

Benefits of Pro Bono Work

Pro bono work can greatly benefit the individuals it serves and our community, but it can also benefit the lawyers who provide those services. Professionally, pro bono work provides the opportunity to hone legal skills and to make a difference in your community. Institutionally, pro bono work encourages teamwork, solidarity and job satisfaction.

The Pro Bono Committee

[COMPANY] has [or will] establish[ed] a pro bono committee to coordinate, promote and administer the pro bono program. The Committee [will] consist[s] of [COMMITTEE POSITIONS] and a Pro Bono Coordinator. The Committee is [will be] selected by [COMMITTEE SELECTION PROCESS].

The duties of the Committee include the following:

- approving pro bono projects and expenses;
- promoting pro bono initiatives;
- workplace recognition of employees who have made an exceptional contribution to the pro bono program;
- coordinating the participation of lawyers, paralegals and support staff;
- processing notifications of potential conflicts;
- receiving pro bono work request from referral organizations;
- monitoring of the pro bono program; and

- presenting an annual report to [RESPONSIBLE MANAGEMENT OFFICE] and a public report to be posted on [COMPANY] website.

Taking Requests for Pro Bono Work

Existing Pro Bono Projects

[COMPANY] is involved in a wide range of community service initiatives, many of which have a pro bono legal services component, or could benefit from the inclusion of such a component. For example: [INCLUDE EXAMPLES OF COMMUNITY SERVICE WHICH THE COMPANY WOULD LIKE TO PROMOTE].

Members of the legal team are encouraged to use these standing community service initiatives as a springboard for pro bono work. To become part of one of [COMPANY'S] existing pro bono initiatives contact the Coordinator.

New Pro Bono Work

Alternatively, you may be approached by (or you may offer your services to) one or more of the types of pro bono clients described above. The process for determining whether you can undertake that work is described below.

Deciding Whether to Request Approval for the Project

Are You Able to Accept the Work?

You should only consider a pro bono file if you have sufficient time and expertise (or access to expertise) in the area. [COMPANY] encourages you to undertake as much pro bono work as you wish, as long as it does not interfere with your regular work commitments. Pro bono work requires the same diligence and level of professionalism any other matter, so it is critical that you do not undertake pro bono work unless you can perform those services and your regular corporate duties in an exemplary manner.

If the proposed project is outside your area of expertise, [COMPANY] recognizes that the project may provide an opportunity for you to gain skills in this area. The Committee will therefore consider the proposed project if you are able to work with supervising lawyers and mentors who have expertise in that area.

Conflicts

It is also essential to determine whether the proposed project may conflict with any of the [COMPANY]'s interests, or may involve the exchange of confidential information that is relevant to [COMPANY] or its interests.

In addition to this legal conflict of interest, a pro bono case may be inappropriate because it places the lawyer in conflict with the business interests of [COMPANY]. For example, the perspective client may wish to bring an action against one of our customers or suppliers.

All law, regulations and practice guidance applies to disqualification for conflict of interest with [COMPANY], and you must consider whether there is currently a legal conflict of interest, or if there is a possible a future conflict of interest.

If a conflict of interest becomes apparent or is created in the course of the pro bono file, you must report the conflict to the Committee. You may also be required by law or ethics requirements to report the conflict to the client and a law society or governing body. You must work with the Committee and your pro bono client to address the conflict either through continued representation of the pro bono client after obtaining the informed consent of all the parties or by withdrawing from representation of the pro bono client in accordance with the engagement letter and the ethical responsibilities imposed by the applicable jurisdiction or court.

Insurance Coverage

You should also determine whether you will be insured for the work you would be providing to the pro bono recipient. Various law societies and associations provide liability insurance coverage for sanctioned pro bono work. Depending on the nature of the pro bono work being undertaken, [COMPANY] may also carry its own liability insurance for the legal team's pro bono activities. Details of the [COMPANY]'s insurance coverage are as follows:

[insert details]

Requesting Approval

Application Form

If you wish to provide pro bono services, you must submit the project to the Pro Bono Committee for consideration. The application must contain sufficient detail for the committee to determine whether the proposed client and project meet the requirements described in this policy. A template application can be found at Schedule A to this policy.

The application must describe the background and history of the proposed client and project. The scope of the proposed work must also be described in sufficient detail for the Committee to determine the financial and staff resources which will be required for the project, including the estimated time commitment, disbursements, staff member involvement, supervision needs and support staff needs.

If the project is an existing project for which other members of [COMPANY] are already providing legal services, then you may omit certain parts of the application form (such as "Determining Client's Need") if you believe the Committee already has the information requested in those parts.

Committee Decision

The Committee will use reasonable efforts respond to your request within [5] business days after receiving the submission and all other information required to make the determination. Although [COMPANY] is committed to allowing members of the legal team to pursue their own pro bono initiatives, the Committee retains the discretion to reject any application for any reason. If a project is rejected, the Committee will explain to you the reasons for the rejection.

Accepting the Work

The Retainer Letter

If the Committee approves the proposed project, the next step is to enter into a retainer or engagement letter with the proposed client. A template retainer letter is attached to this policy as Schedule B.

It is critical that the proposed client understand the letter, and the fact that they are retaining you personally (rather than retaining [COMPANY]). Some pro bono clients may not be sophisticated and may need you to explain the letter to them in detail.

In some rare incidents, the Committee may decide to allow [COMPANY] to be retained, rather than the individual lawyers. In those cases, the retainer letter must clearly explain the boundaries of the relationship between the client and [COMPANY]. All correspondence must be on a special pro bono project letterhead, which can be obtained from the Coordinator.

Notifying the Company

Upon receipt of a fully signed retainer letter from the proposed client, you should forward a copy of the letter to the Committee, and keep the original in your file. Your file should be segregated from your work files and should only contain matters regarding the pro bono project. The file should be kept confidential and stored securely to prevent unauthorized access.

Rejecting the Work

Notifying the Proposed Client

If you are not able to undertake the proposed work, you must notify the proposed client in writing, so it is clear that you and [COMPANY] have not been retained.

In some cases it may be appropriate to provide the reason for the rejection (e.g., if you do not have sufficient time to devote to the matter).

If the reason for the rejection is a possible conflict, you may need to use discretion regarding the extent of the details you provide to the proposed client (e.g., you may notify the proposed client that there is the potential for a future conflict, but you should not need to disclose the identity of the supplier or customer with whom the potential conflict exists). You must ensure this correspondence complies with your obligations under applicable laws and codes of conduct.

Providing Alternatives

When you reject the work, you should direct the proposed client to other service providers who may be able to help. A list of resources is attached as Schedule C.

Doing the Work

Docketing and Billing Pro Bono Work

Lawyers should track their pro bono time and submit it to the Committee. This will allow the Committee to track progress, identify the level of pro bono work and tailor future efforts. It will also be used by managers during evaluations to complement employees for their commitment to the pro bono program.

All internal fees will be waived for pro bono work. Wherever possible the client being supported should pay for external disbursements such as government filing fees. [COMPANY] also has a pro bono budget and all expense claims should be submitted to [OFFICE RESPONSIBLE FOR PAYING PRO BONO EXPENSES]. Any fee, disbursement or expense exceeding [\$ AMOUNT] must be approved before hand by the Committee. All fees, disbursements and expenses listed in your the Request for pro bono Project Approval are deemed to be approved. The requirement for the client to pay for external disbursements may be waived by the [COMPANY], but this waiver must be obtained in advance and in writing.

Use of Company Resources

You are encouraged to use a reasonable amount of [COMPANY] resources for your approved pro bono work, provided there is no conflict or interference with your regular work commitments, or with the regular work commitments of other employees. However, please ensure that your use of those resources does not mislead the client into believing they have retained [COMPANY], as opposed to you.

The Coordinator will provide a special letterhead and business cards for pro bono matters. Client meetings are normally held off-site, but may take place on company property if appropriate and if meeting rooms are available. You should avoid using your work email address for pro bono work wherever practical. If a work email must be used, you must include a disclaimer as required by the Coordinator from time to time.

Confidentiality, Privacy and Privilege

A pro bono client has the same right to lawyer-client privilege as any other client. You must therefore ensure the confidentiality and security of all files, communications and other matters involving your pro bono clients. Please also refer to the applicable rules and codes of conduct from your law society or association.

Problems/Assistance

If you require any assistance in any of your pro bono matters, please discuss the matter with your supervisor or with the Coordinator. You may be able to get assistance from other lawyers within the [COMPANY] or from our external counsel if authorized. Please remember, however, that your client will likely need to consent before you disclose any confidential, personal or privileged information to anyone else, and you will need to ensure the recipient of that information agrees to safeguard that information to the same extent that you are required to protect it.

Completing the Work

Notifying the Client

For all matters, with the exception of work which is by its nature ongoing such as staffing a legal clinic, the supervising lawyer must send a letter notifying the client that the file has been closed. A template for this letter is attached to this policy as Schedule D. The letter must explain the client's ongoing rights to confidentiality and clearly state that no further services will be rendered.

Closing the File

The letter must also describe what has been done with the client's confidential information and paperwork. Wherever possible the file should be returned to the client, with the exception of copies of documents that must be kept pursuant to law or pursuant to a prudent document retention process.

Reporting to the Company

When a pro bono project has been completed the supervising lawyer must submit a notification to the Committee (attached to this policy as Schedule E). The notification must contain enough detail for the committee to track the success of the file and the pro bono programs a whole, but must not violate solicitor client privilege.

SCHEDULES

Schedule A - Request for pro bono Project Approval [Needs to be created and tailored to the organization's specific requirements]

Schedule B – Pro Bono Client Retainer Letter [See attached model or create one tailored to this policy]

Schedule C – Pro Bono Resources [Tailor for the organization's geographic scope or consult resources section at the end of this document]

Schedule D - Pro Bono Client Termination Letter [Needs to be created and tailored to the specific requirements of the matter at hand and be consistent with any ethical obligations]

Schedule E - Notification of Pro Bono Project Completion [Needs to be created and tailored to the matter at hand]

C. Checklist for Corporate Pro Bono Engagement Letters

Representation with Company or Individual?

Make it clear in letter who is representing the client – individual or company.

Most choose the option of having the individual represent the client to avoid conflicts.

If representing as individual, avoid the use of company letterhead, email accounts, or conference rooms, etc., or make it clear to client if using the same that company is not representing the individual.

If corporation does not supply malpractice insurance for pro bono cases, ask employee if case referred by an organization that will provide malpractice insurance.

Detail the Scope of the Representation

Make it clear in the letter exactly what you will be doing for the client. You want to avoid making it open-ended. State at what stage your representation will end.

Identify who else may be working on the client matter, e.g., fellow co-workers, paralegals, investigators, etc., and be sure those individuals review the engagement letter as well or sign it if necessary.

Insurance for a Lawsuit

For a defendant, ask the individual or company to notify its insurance carrier of the suit in a timely manner to determine whether the policy provides coverage of the matter.

For a plaintiff, if the defendant files a counterclaim, ask the client to notify its insurance carrier at that time to determine whether the policy provides coverage for the claim.

Review Expectations for Representation

It is important to note that results are not guaranteed. Outline potential outcomes, good or bad, if possible, and chances of success, if possible.

Identify what you as the attorney will need from the client by way of cooperation, documents, attendance at certain events such as depositions, hearings, etc.

Review potential for ending representation if you and client disagree over strategy.

State Costs

Indicate that you or others will be retained without an expectation of fees or with the opportunity to petition for fees, if applicable, from a tribunal. You should indicate that any fees awarded in a pro bono matter would go to a charity.

Identify potential costs and indicate whether client will be paying them. State how the client will be billed for any costs: whether up front or after they are incurred and the frequency. If appropriate, request a retainer for such costs. You also can explore the option of the organization absorbing such costs.

Discuss Times for Questions and Consultation

Outline channels of communication, whether preference for email or phone calls, and when they would take place. In other words, set reasonable boundaries.

Discuss when you will provide the client with updates on the progress of the matter for which you are retained.

Have Client Countersign Letter

Indicate above signature line that there is clear agreement from the client to the engagement.

Make sure client understands English [*or the language prevalent in the jurisdiction*] or provide a translation.

Give client a copy of countersigned letter.

This is a contract and should be treated as such.

Check With Your Local Bar or Ethical Rules

Identify and incorporate specific requirements pertaining to engagement letters.

Identify any applicable ethics rules on representation.

Changed Circumstances

Should circumstances change, update the letter.

Be mindful of how fair you are being to the client.

D. Model Engagement Letter for Pro Bono Case for Attorney Working for a Company or Organization

November 1, 2013

[Name]

[Address]

Re: Pro Bono Legal Assistance

Dear _____:

I am pleased that you have engaged me to represent you in your trademark and unfair competition suit on a pro bono basis.

I would like to confirm our understanding of the scope of my engagement as your legal counsel in this matter, summarize my billing practices for pro bono matters, and advise you of my company's conflicts-of-interest policy. To be clear, my company [insert Corporate Name] is not representing you.

Scope of Engagement

You are engaging me to provide legal services in connection with your trademark and unfair competition suit. I do not plan on asking others to assist me in this matter, but if I do, I will let you know in advance.

As discussed, based on the information we have in hand, we believe that you have a good chance of prevailing in this dispute, but results are not guaranteed. We also will need your cooperation in gathering documents and information, participating in discovery (such as by sitting for depositions and responding promptly to document requests and interrogatories), in order to provide you with effective representation. Under separate cover, I will send you a letter reminding you of your document retention obligations with respect to this suit.

After completion of this matter, changes may occur in the applicable laws or regulations that could have an impact upon your future rights and liabilities. Unless you actually engage me after this matter is complete to provide additional advice, and we change this engagement letter to reflect that extended representation, I will have no continuing obligation to advise you with respect to future legal developments.

Either of us may terminate the engagement at any time for any reason by written notice, subject on our part to applicable rules of professional responsibility. In the event that I terminate the engagement, I will take such steps as are reasonably practicable to protect your interests in this matter and, if you so request, we will suggest to you possible successor counsel and provide them with whatever papers you have provided to us.

Unless previously terminated, my representation of you will terminate upon resolution of the matter we have described in this letter.

Following such termination, any otherwise nonpublic information you have supplied to me that I retain will be kept confidential in accordance with applicable rules of professional responsibility. If, upon such termination, you wish to have any documents delivered to you, please advise me. For various reasons, including the minimization of unnecessary storage expenses, I reserve the right to destroy or otherwise dispose of any such documents.

Fees and Expenses

My fees for legal services rendered will not be billed to you. I am providing our services to you free of charge. You will be responsible for out-of-pocket costs and expenses associated with my representation (e.g., government filing fees, copying charges, etc.); failure to reimburse me for these expenses within sixty (60) days of billing may result in the termination of this engagement. If I petition for my attorneys' fees to a court and they are awarded, or if they are awarded as part of a settlement, I will be entitled to such fees. I plan to donate any such fees to charity. Of course, you would be entitled to any damages or other monetary payments.

Conflicts of Interest

Although I will be representing you, and not the [Insert Corporate Name] in this matter, it is possible that during the time that I am representing you, some of our present or future work will create a conflict of interest with my employer [Insert Corporate name]. There is no conflict at this time.

Should a conflict arise, however, I will need to excuse myself and not represent you. I would, however, in such a circumstance, help you to secure new counsel and ensure that you are not prejudiced due to such a termination of my representation.

Conclusion

If these terms of engagement are acceptable to you, please sign the enclosed copy of this letter to indicate your acceptance, and return it to me. Please read this letter carefully as it constitutes a contract between us. Please contact me by phone or e-mail, as indicated on my letterhead, if you have any questions.

I look forward to representing you in this matter.

Cordially,

I ACKNOWLEDGE READING THIS ENGAGEMENT
LETTER AND AGREE TO BE BOUND BY ITS TERMS:

By: _____

Printed Name: _____

Title: _____

Date: _____

IV. PRO BONO RESOURCES

There are a host of pro bono resources. Outlined below are several sources that provide information on pro bono opportunities internationally, in the United States and other countries. This is only a sampling.

International Focus

1. **Public Interest Intellectual Property Advisors (PIIPA)** (www.piipa.org). "PIIPA was established as an independent international service and referral organization that can help fill the need for assistance by making the know-how of intellectual property professionals available to developing countries."

PIIPA's services are practical, not policy-oriented. The organization provides a worldwide network of IP professional volunteers called: The IP Corps. They provide the pro bono services. PIIPA also operates matchmaking services where someone can apply to find individual volunteers or teams for advice and legal representation on IP matters. It maintains an online resource center with information for professionals, students and anyone else seeking assistance. It reports creating a 400+ network of IP experts in 49 countries; coordinating pro bono support for 100 clients in over 30 developing countries; and conducting a global survey to determine the worldwide need for pro bono IP assistance. Finally, it works in a variety of sectors, including agricultural technology and healthcare.

2. **Pro Bono Institute** (www.probonoinst.org). "PBI is the respected resource for all things pro bono." It works with law firms, in-house corporate legal departments, and public interest organizations. It provides expert consultations, educational programming, and global meetings. Law firms should consult on the following guide: *What Counts? A Compilation of Queries and Answers*, available at <http://www.probonoinst.org/images/pdfs/what%20counts%202008.pdf>

3. **Corporate Pro Bono** (www.cpbo.org). CPBO offers consulting services, resources and support to in-house counsel. It is the pro bono branch of the Association of Corporate Counsel (ACC). CPBO helps to develop new pro bono programs for the in-house legal departments. CPBO also assists in-house legal departments with growing, expanding, or improving their existing pro bono programs. CPBO offers the following services:
 - Consulting Services: "CPBO provides confidential consulting services to legal departments, in-house lawyers, and ACC Chapters around the world. CPBO staff has worked with in-house attorneys at legal departments of all sizes and across industries on their pro bono programs. Such work includes assisting legal departments new to pro bono to establish strong, effective, and enduring pro bono programs. CPBO also assists legal departments with mature programs on expanding, improving, and strengthening their existing programs."
 - Training and Presentations: "The CPBO team regularly presents on various in-house pro bono topics and is available to provide training or speak at events, such

as legal department meetings; regional meetings; conferences; pro bono summits; ACC Chapter events; and pro bono program launches."

- Publications: CPBO has researched and published Practice Guidelines and Benchmarking Reports, Blogs, etc., "to provide in-house attorneys with the information and news necessary to support pro bono efforts."

CPBO also publishes Best Practice Profiles and Sample Documents. For other services offered by CPBO, please see its website.

4. **PILnet – The Global Network for Public Interest Law** (www.pilnet.org). PILnet originated in Budapest and New York. It has pro bono clearinghouses in Hungary, China, Russia and its cross-border clearinghouse serves to bridge the gap between lawyers and firms seeking to provide pro bono services to those who need help. PILnet also helps replicate its model by providing "technical assistance, know-how exchange and other forms of coordination to partner clearinghouses developing in other European countries, such as Poland, the Czech Republic and Romania. It also organizes an annual European Pro Bono Forum to provide a dynamic, multi-national platform for exchange of information, skills transfer and networking related to pro bono activities in continental Europe and beyond." PILnet also provides a manual for setting up of similar clearinghouses around the globe.
5. **International Bar Association's International Pro Bono Resource** (www.internationalprobono.com). "The IBA's Pro Bono Declaration was issued in 2008 with the purpose of encouraging the global growth of pro bono provision and of stating the unequivocal position of the IBA in providing its support to that objective." It has a directory of clearinghouses in Australia, Canada, Czech Republic, France, Hungary, Russia, the UK and USA.
6. **Lex Mundi Pro Bono Foundation** (www.lexmundiprobono.org). A non-profit corporation organized under the laws of the District of Columbia. The Foundation is an affiliate of Lex Mundi, the world's leading association of independent law firms. As stated on its web site, the Foundation is a matchmaker and does not actually practice law. Drawing upon Lex Mundi's global network of 160 top tier business law firms in 100 countries and 560 offices, the Foundation finds experienced lawyers willing to provide pro bono legal services to social entrepreneurs. Social entrepreneurs decide whether to retain or engage Lex Mundi lawyers who have been introduced by the Foundation.
7. **TrustLaw and TrustLaw Connect** (<http://www.trust.org/services/trustlaw-connect/lawyers/>). TrustLaw is a new international vehicle for pro bono legal support and a hub of legal information, run by Thomson Reuters Foundation, the charitable arm of the world's leading provider of news and information. TrustLaw consistently presents opportunities for IP lawyers and provide a match service to connect pro bono attorneys with potential pro bono projects. TrustLaw's goal is to spread the culture of pro bono globally, taking it to countries where it is not common practice. It is managed from London. TrustLaw Connect was launched in April 2010 and provides a matchmaking service between NGOs, social entrepreneurs (and possibly government agencies) seeking

pro bono help and law firm members willing to provide pro bono legal services. The organization's website states that: "Many of our projects relate to everyday legal and commercial matters that help our community of NGOs and social enterprises run their day-to-day operations, structure their organisation, or expand into new countries. It might be to review a template employment contract, amend governing documents, register intellectual property, help draft a joint venture agreement, review loan obligations or one of many other commercial matters. These projects are discrete and contained and for the most part limited to one jurisdiction."

8. **Cyrus R. Vance Center For International Justice** (www.vancecenter.org). The Cyrus R. Vance Center for International Justice works with the New York City Bar and other organizations to expand access to justice in young democracies and developing economies. It has focused on projects in Latin America and Africa in recent years.

U.S. Focus

9. **Volunteer Lawyers for the Arts** (www.vlany.org). This organization is based in New York City. It offers IP pro bono services. Its web site states: "Established in 1969, Volunteer Lawyers for the Arts is the pioneer in arts-related legal aid and educational programs about the legal and business issues that affect artist and arts organizations." VLA is an organization that provides deserving individual artists and art organizations dedicated legal representations and advocacy. It is provided these services into three program areas: MediateArt, Education and Advocacy.
10. **Texas Accountants and Lawyers for the Arts** (www.talarts.org). This organization operates a lawyer referral service for artists and arts nonprofits in Texas. As stated on its website, "Texas Accountants and Lawyers for the Arts (TALA) was formed in 1979 to help meet the legal and accounting needs of artists and arts nonprofits across the State of Texas. TALA volunteers throughout the state handle more than 350 matters per year. This amounts to more than six hundred thousand dollars annually in donated services to the arts and cultural community. TALA's pro bono legal and accounting services are offered to artists from all creative disciplines, including visual artists, musicians, actors, dancers, film makers and writers. Over 600 attorneys and accountants volunteer their time each year, assisting in legal and accounting matters that might otherwise remain unresolved and unrepresented. TALA's services include legal and accounting assistance, nonprofit incorporation, dispute resolution services, and educational programs and publications for artists and arts nonprofits to help apply legal and accounting concepts for their benefit."
11. **Pro Bono Partnership** (www.probonopartner.org). This organization "provides free business and transactional legal services to nonprofit organizations serving the disadvantaged or enhancing the quality of life in neighborhoods in New York, New Jersey and Connecticut." It also helps nonprofit organizations with intellectual property matters.

12. The following website provides a list (compiled by the American Bar Association's Section of Intellectual Property Law) of state bar associations, organizations and universities offering pro bono services in the IP field in the United States:
http://www.americanbar.org/groups/intellectual_property_law/resources/probonostates.html
13. **Greater Richmond Bar Foundation** (<http://www.grbf.org/>). This organization is a clearinghouse that focuses on central Virginia. Its web site states that: “The Pro Bono Clearinghouse is a referral service, linking experienced volunteer attorneys with nonprofit corporations in need of legal representation. Our virtual law firm of 200 attorneys from 50 different law firms and corporate legal departments assist nonprofits each year with a variety of transactional matters, like personnel issues, contract negotiations, bylaw review, mergers and intellectual property issues, so our nonprofits can focus more of their resources on their charitable purpose.”
14. **Referral Agencies:**
 - Lawyers for the Creative Arts (Chicago)
 - California Lawyers for the Arts (LA)

Canadian Focus

15. **Pro Bono Law Ontario** (www.pblo.org). Pro Bono Law Ontario was established in 2001. Its objective is to foster the development of pro bono projects in Ontario for low and modest-income individuals and voluntary organizations.
16. **Access Pro Bono Law Society of British Columbia** (www.accessprobono.ca). Access Pro Bono was incorporated to carry on the work of the Western Canada Society to Access Justice and Pro Bono Law of BC, which formally merged as of April 1, 2010. Access Pro Bono carries on the services and programs formerly offered by the two organizations including:
 - over 85 summary legal advice clinics in community centres, social agencies, churches and courthouses located throughout the province;
 - a province-wide roster program providing representation services to individuals and non-profit organizations of limited means;
 - a superior courts civil duty counsel project in Vancouver; and
 - a Children's Lawyer project in Nanaimo.

This is an impressive website based on the US ProBono.Net model. Plenty of resources and ideas here. This has resources both for Lawyers and Non-Lawyer volunteers.

17. **Pro Bono Law Alberta** (www.pbla.ca). PBLA started in 2007 and was formed as a legacy project in celebration of the 100th anniversary of the Law Society of Alberta. It is a nonprofit organization that offers opportunities for lawyers to provide pro bono services to individuals in need in Alberta.

18. **Pro Bono Law Saskatchewan** (www.pblsask.ca). PBLS offers opportunities for lawyers to provide pro bono services to individuals in need in Saskatchewan.
19. **Pro Bono Quebec** (www.probonoquebec.ca). Pro Bono Quebec offers opportunities for lawyers to provide pro bono services to individuals in need in Quebec.

United Kingdom Focus

20. **Law Works** (www.lawworks.org.uk). Law Works is the operating name of the Solicitors Pro Bono Group (SPBG) - an independent charity with a mission to support, promote and encourage a commitment to pro bono across the solicitors' profession.
21. **Business in the Community (BITC)** (www.bitc.org.uk). BITC is a unique movement of over 800 member companies committed to improving their positive impact on society, representing 1 in 5 of the UK private sector workforce. BITC does not focus specifically on pro bono legal services, but currently has a “ProHelp” program under which professional firms can provide free services to community organizations in need of support.
22. **The Bar Pro Bono Unit** (www.barprobono.org.uk). The Bar Pro Bono Unit is a charity established in 1996 which acts as a clearing house, matching barristers prepared to undertake pro bono work with those who need their help.
23. **Free Representation Unit** (www.thefru.org.uk). The Free Representation Unit (FRU) is a charity founded in 1972. Volunteer law students and legal professionals in the early stages of their career provide legal advice, case preparation and advocacy in tribunal cases for those who could not otherwise obtain legal support.
24. **International Senior Lawyers Project** (www.islp-uk.org/index.html). ISLP is a legal pro bono initiative aimed at matching senior lawyers to pro bono opportunities, usually in an international context
25. **Advocates for International Development** (<http://www.a4id.org>). A4ID is a UK based international development charity established in 2006 which aims to further the United Nations Millennium Development Goals. A4ID's work focuses on 3 distinct areas: International Pro Bono, Education and Awareness Raising. The International Pro Bono area provides an international broker function and a Newly Qualified Lawyer's Programme that places junior lawyers in developing countries during their qualification leave. A4ID receives requests for legal advice and assistance and matches them with lawyers who are able to assist. These 'Legal Partners' include a wide range of leading law firms and chambers in the UK and partnership is also available for in-house legal teams and legal academic institutions. Legal Partners pay membership fees.

German Focus

26. **German Association of Patent Attorneys** (www.patentanwalt.de). Free legal advice for small companies, private people, scientists, employed inventors. Various towns in Germany.
27. **German Patent and Trademark Office** (www.dpma.de). German Patent and Trademark attorneys provide free legal advice at the premises of the Office; prior application necessary.
28. **Trust Law** (www.trust.org/trustlaw). See paragraph 7 above.
29. **Pro Bono Deutschland e.V.** Free legal advice to the benefit of non-profit and non-governmental organizations, provided by different law firms of Germany who are members of the association.
30. **UPJ** (www.upj.de). UPJ is the German national network of engaged businesses and local non-profit intermediary organizations. Our projects and programs create new connections between businesses, civil society organizations and public authorities thus contributing to solve societal challenges and to shape sustainable communities. (This organization intends to establish a clearing house in Germany). Based on more than ten years of practical experiences UPJ provides companies, non-profit organizations and public authorities with customized consultancy services.
31. **Juristen für Umweltschutz** (www.jufum.org). Pro bono legal advice to individuals, initiatives and organizations which are committed to the nonviolent preservation of the environment/natural heritage on a local, nationwide or international level.
32. **Freiburger Vereinsstammtisch** (www.freiburger-vereinsstammtisch.de/index.php?id=215&no_cache=1). Free legal advice for non-profit organizations; once a month.

Serbia

33. **Artorien** (<http://artorien.org>). Artorien empowers Eastern European artists by connecting them with lawyers who provide pro bono services. The organization functions similarly to the Volunteer Lawyers in the Arts in the U.S. Artorien is the only organization in Serbia that focuses on providing free legal help to artists who are not financially able to hire a lawyer. The cases handled by the organization since its launch in 2012 focused on copyright infringement and contract disputes. In Phase 2, the goal of the organization is to expand and provide pro bono services to artists throughout the Balkan region.

European Focus

34. **Avocats Sans Frontières** (www.asf.be). ASF is an international NGO created in 1992 in Brussels (Belgium) and is mostly made up of lawyers, solicitors and magistrates. ASF coordinates field programmes aimed at improving access to justice, which include:
- Legal support and diffusion of information to vulnerable populations;
 - Support and reinforcement of local actors through seminars and training courses;
 - Awareness-raising projects; and
 - Legal and technical support to lawyers and NGOs active in the fields of human rights, the fight against impunity and the fight against torture.
35. Points d'accès au droit" (<http://equipement.paris.fr/?tid=80>) (PAD) are premises where Paris inhabitants are offered free legal advice and/or are guided towards the appropriate legal professionals or association who will be in a position to assist them. The organization's core competencies are family law, employment law, prevention of evictions, immigration law, anti-discrimination or violence against women. In theory, PAD locations could receive requests for IP-related matters.
36. **PILnet** (www.pilnet.org) (see paragraph 4 above).
37. **TrustLaw** (www.trust.org), which was formed by Thomson Reuters in the UK, refers matters on every continent. (See paragraph 7 above).

African Focus

38. **ProBono.Org** (www.probono.org.za). ProBono.Org is a pro bono clearing house with offices in Johannesburg and Durban. ProBono.Org works with legal professionals to provide pro bono services to individuals in South Africa who cannot afford to retain a lawyer.

Australian Focus

39. **National Pro Bono Resource Centre** (<http://www.nationalprobono.org.au/home.asp>)
The National Pro Bono Resource Centre (NPBRC) is the most useful central source of information in Australia about pro bono work being done by law firms, clearing houses and other organisations. The NPBRC website includes the pro bono policies of the major law firms in Australia - <http://www.nationalprobono.org.au/page.asp?from=5&id=109> - and a host of other resources such as comprehensive guidelines for firms wishing to set up a pro bono program - <http://www.nationalprobono.org.au/probonomanual/> . The NPBRC also sets out "Aspirational Targets" for law firms and barristers - a voluntary target of 35 hours of pro bono legal work per lawyer per year - see <http://www.nationalprobono.org.au/page.asp?from=8&id=169>. This includes statements of principle which can be signed by law firms, barristers' chambers and individual lawyers who agree to sign up to the target. The NPBRC website also provides advice to law students wishing to set up a pro bono program at their university - <http://www.nationalprobono.org.au/page.asp?from=9&id=94>.

46. **Arts Law Centre of Australia (Arts Law)** (<http://www.artslaw.com.au/>). The Arts Law Centre of Australia acts both as a community legal center and a clearing house. It provides legal assistance (including but not exclusively in relation to IP matters) to members of the Arts community, many of whom cannot afford paid legal assistance. Arts Law assists clients directly in-house and also has a panel of law firms to which it regularly sends pro bono work. Work which is sent to law firms follows certain fairly strict criteria. Once the lawyer has provided the advice they send it to Arts Law who then sends it back to the client after checking it. The lawyers' work is covered by Arts Law's insurance for this purpose. Arts Law also publishes a range of legal resources including information sheets on a wide range of legal issues for clients in the Arts and sample agreements.

Brazilian Focus

40. **Instituto Pro Bono (Brazil)** (www.probono.org.br). This is a non-profit organization based in Brazil, with a mission to contribute to improving access to justice by encouraging the practice of pro bono.

Peru

41. **Fundacion Pro Bono** (<http://www.probono.org.pe/>). Fundacion Pro Bono Peru mission seeks volunteer lawyers who are willing to provide pro bono work. The foundation cooperates with nongovernmental organizations that have a social, cultural or educational purpose and provide help to those who do not have financial resources to hire a lawyer.

Thailand Focus

42. **Faculty of Law, Chulalongkorn University** (<http://www.chula.ac.th>). Provides general legal assistance to the Public and helps disseminate knowledge.
43. **Faculty of Law, Thammasat University** (<http://www.tulawcenter.org>). Offers Pro Bono Services through its Law Clinic in the areas of General Civil Laws, Procedure and Litigation, Penal Laws, and Special Laws.
44. **Legal Aid Office and/or Office of Legal Help, Faculty of Law, Bangkok University** (www.legalaid.bu.ac.th). Provides legal assistance to people in all legal disputes and helps disseminate legal knowledge to everyone, including High School Students.
45. **Mekong Region Law Centre** (<http://www.mekonglawcenter.org>). A nonprofit association of Professionals from the Legal Community of Cambodia, Lao P.D.R, Thailand and Vietnam working together to promote judicial cooperation, legal education, encourage socio economic development of and rule of Law in the region. The Centre furthers this mission through a variety of legal programs, which enhance legal education, strengthen legal capacity, encourage complementarity of legal systems and create a regional approach of problem solving. The Centre further provides training, legal workshops and legal research.

EXHIBIT 1

The International Trademark Association and *Pro Bono* Legal Services

The International Trademark Association (INTA) is a not-for-profit membership association of 5,900 trademark owners, professionals and academics, from more than 190 countries, dedicated to the support and advancement of trademarks and related intellectual property as elements of fair and effective national and international commerce.

The Association was founded in 1878. After 130 years, INTA continues its mission to represent the trademark community, shape public policy and advance professional knowledge and development. Along with its leadership, INTA's most important asset is the talented and committed group of volunteers who serve on its committees. INTA's goal is to make the best use of these vital resources to maintain its leadership position in the trademark community. In addition to this goal, INTA is committed to expanding its membership's role in the provision of *pro bono* legal services worldwide to persons of limited means or disadvantaged persons or organizations dedicated to the assistance of such persons.

Many jurisdictions have varying traditions of *pro bono* legal services that are often distinctively associated with and shaped by a variety of country-specific factors, including different legal frameworks, regulatory and economic circumstances of those countries, among others. The diverse character and makeup of its international membership makes INTA uniquely suited among associations to foster and encourage a global and harmonized tradition of *pro bono* legal services through the talent and resources of its members.

In support of this goal, INTA considered the many meanings associated with the term "pro bono" and believes the following definition of *pro bono* legal services is most consistent with the INTA mission.

Pro Bono Legal Services Defined

INTA defines "*pro bono* legal services" to mean the provision of legal services by trademark lawyers and related services by non-lawyer trademark professionals without compensation or expectation of compensation or, at a substantially reduced fee, where payment of such reduced fee would not significantly deplete the resources of the client, or would otherwise be inappropriate. The definition excludes those activities performed in connection with INTA committee objectives.

In fulfilling this responsibility, the trademark lawyer and non-lawyer trademark professional should:

(A) Dedicate at least a substantial majority of his/her *pro bono* efforts to trade mark legal services and/or trade mark related legal services in support of:

- (1) Persons or entities of limited means or other disadvantaged persons; or

- (2) Charitable, religious, civic, community, educational and governmental organizations in matters that are designed primarily to address the needs of persons or entities of limited means or disadvantaged persons;

and

(B) Dedicate any additional minority of his/her *pro bono* efforts in support of activities related to or associated with the delivery of *pro bono* legal services and related services to:

- (1) Persons or entities of limited means or other disadvantaged persons; or
- (2) Charitable, religious, civic, community, educational and governmental organizations and relate to, but are not limited to, the law and legal systems concerning trademarks and related intellectual property.