

Ethics for Business Lawyers:

Considerations for Common Situations

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Texas Ethics Resources

➤ **Texas Disciplinary Rules of Professional Conduct**

- Posted on the Texas Supreme Court's website.
- Posted on the Texas Center for Legal Ethics' website, along with ABA Model Rules of Professional Conduct, codes of conduct, and other resources.

➤ **Professional Ethics Committee Opinions**

- Posted on the Texas Center for Legal Ethics' website.
- Available through Westlaw.

➤ **Cases**—you know where to find them!

Organization as Client

General Rule (Rule 1.12): If you are retained by an organization, you represent the organization, *not* directors, officers, employees, shareholders, members, or any other constituent individuals through which the organization acts.

Organization as Client

When You Must Clarify Identity of Client – Rule 1.12(e):

Two situations:

Conflict: It is apparent that the organization's interests are adverse to those of the constituent with whom you are dealing.

Confusion: Explanation appears reasonable necessary to avoid misunderstanding on their part. *See also* Tex. Disciplinary R. of Prof'l Conduct R. 4.03 (dealing with unrepresented persons).

Organization as Client

When You Should Clarify Identity of Client:

Lots of situations:

- At the outset of the representation, in writing.
- Any time you interact with a constituent of the organization for the first time, especially non-lawyers.
- Any other time it even crosses your mind.

Organization as Client

In other words, err on the side of:



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