

VIRGINIA:

**IN THE SUPREME COURT OF VIRGINIA
AT RICHMOND**

**IN THE MATTER OF
UNAUTHORIZED PRACTICE OF LAW OPINION 218**

APPENDIX TO THE PETITION OF THE VIRGINIA STATE BAR

Jay Barry Myerson, President
Karen A. Gould, Executive Director
James M. McCauley, Ethics Counsel
Emily F. Hedrick, Assistant Ethics Counsel
Virginia State Bar
1111 East Main Street, Suite 700
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**VIRGINIA STATE BAR
COUNCIL MEETING
VIRGINIA BEACH, VIRGINIA
FRIDAY, JUNE 18, 2021**

AGENDA

**9:00 a.m. Council Meeting – Peacock Ballroom
Virginia Beach Hilton Oceanfront, Virginia Beach**

I. Reports and Information Items

- | | |
|--|----|
| A. President's report – Brian L. Buniva, President | 1 |
| B. Recognition of Outgoing Council Members – Brian L. Buniva | 2 |
| C. Executive Director's report – Karen A. Gould, Executive Director | 3 |
| D. Financial report – Crystal T. Hendrick, Finance/Procurement Director | 4 |
| E. Bar Counsel's report – Renu M. Brennan, Bar Counsel | 5 |
| F. Conference of Local and Specialty Bar Associations report –
Luis A. Perez, secretary | 6 |
| G. Diversity Conference report – Sheila M. Costin, chair | 7 |
| H. Senior Lawyers Conference report – Margaret A. Nelson, chair | 8 |
| I. Young Lawyers Conference report – Missy Y. York, president | 9 |
| J. Practice Management Task Force report – David B. Neumeyer, chair | 10 |
| K. Opportunity for questions, comments, ideas | |
| L. Introduction of guests | |

II. Action Items

- | | |
|---|----|
| A. Approval of minutes of April 21, 2021 meeting | 11 |
| B. Proposed Unauthorized Practice of Law Opinion 218 – Dennis J. Quinn,
chair, Committee on Legal Ethics | 12 |
| C. Election of District Disciplinary Committee members –
Karen A. Gould | 13 |
| D. Nominating Committee report – Marni E. Byrum, chair | 14 |

III. Presentation of Resolutions

IV. Notice of Upcoming Receptions, Dinners & Meetings

12:30 p.m., Thursday, September 9, 2021, lunch and Executive Committee meeting, 3rd Floor Conference Room, Bank of America Building, 1111 E. Main St., Richmond.

12:30 p.m., Thursday, October 28, 2021, lunch and Executive Committee meeting, The Omni Homestead Resort, 7696 Sam Snead Hwy, Hot Springs.

6:30 p.m., Thursday, October 28, 2021, Council reception and dinner, The Omni Homestead Resort, 7696 Sam Snead Hwy, Hot Springs.

9:00 a.m., Friday, October 29, 2021, Council meeting, The Omni Homestead Resort, 7696 Sam Snead Hwy, Hot Springs.

12 noon, Friday, February 25, 2022, lunch and Executive Committee meeting, Bank of America Building, 3rd Floor Conference Room, 1111 E. Main St., Richmond.

6:30 p.m., Friday, February 25, 2022, Council reception and dinner, Virginia Museum of Fine Arts, 200 N. Arthur Ashe Blvd., Richmond.

9:00 a.m., Saturday, February 26, 2022, Council meeting, Omni Richmond Hotel, 100 S. 12th Street, Richmond.

12:30 p.m., Thursday, April 21, 2022, lunch and Executive Committee meeting, 1111 E. Main St., 3rd Floor Conference Room, Bank of America Building, Richmond.

12:30 p.m., Wednesday, June 15, 2022, lunch and Executive Committee meeting, Holiday Inn Hotel & Suites Virginia Beach - North Beach, 3900 Atlantic Ave, Virginia Beach.

9:00 a.m., Thursday, June 16, 2022, Council meeting, Holiday Inn Hotel & Suites Virginia Beach - North Beach, 3900 Atlantic Ave, Virginia Beach.

12:30 p.m., Thursday, September 8, 2022, lunch and Executive Committee meeting, 3rd Floor Conference Room, Bank of America Building, 1111 E. Main St., Richmond.

12:30 p.m., Thursday, October 20, 2022, Executive Committee meeting, Boar's Head Resort, 200 Ednam Dr., Charlottesville.

6:30 p.m., Thursday, October 20, 2022, Council dinner, Boar's Head Resort, 200 Ednam Dr., Charlottesville.

9:00 a.m., Friday, October 21, 2022, Council meeting, Boar's Head Resort, 200 Ednam Dr., Charlottesville.

**ALL unfinished business of the Legal Ethics Committee is confidential, pursuant to SCV Rule Part 6, Section IV, Paragraph 10.*

**VIRGINIA STATE BAR
STANDING COMMITTEE ON LEGAL ETHICS**

Thursday, February 25, 2021
9:00 a.m.

AGENDA

- I. APPROVAL OF MINUTES**
- II. RULES OF PROFESSIONAL CONDUCT**
 - A. Rule 4.2 – Information only/update on SCV actions
- III. LEGAL ETHICS OPINIONS**
 - A. UPL Op. 218 – Representation by power of attorney
 - B. LEO request – Joint representation of minor clients
- IV. ADJOURNMENT**



Virginia State Bar
Seeking Public Comment
1111 East Main Street, Suite 700
Richmond, Virginia 23219-0026
Telephone: (804) 775-0500

Facsimile: (804) 775-0501 TDD (804) 775-0502

MEDIA CONTACT: James M. McCauley, Ethics Counsel

RELEASE DATE: February 25, 2021

**VIRGINIA STATE BAR'S
STANDING COMMITTEE ON LEGAL ETHICS
SEEKING PUBLIC COMMENT ON**

**UNAUTHORIZED PRACTICE OF LAW OPINION 218: DOES THE
UNIFORM POWER OF ATTORNEY ACT AUTHORIZE A NON-LAWYER
AGENT/ATTORNEY-IN-FACT TO REPRESENT THE PRINCIPAL IN
COURT?**

RICHMOND - Pursuant to Part 6, § IV, ¶ 10-2(C) of the Rules of the Supreme Court of Virginia, the Virginia State Bar's Standing Committee on Legal Ethics ("Committee") is seeking public comment on proposed Unauthorized Practice of Law Opinion 218. This opinion addresses whether to reconsider UPL Opinion 194 in light of the Virginia legislature's enactment of the Uniform Power of Attorney Act (UPOAA) in 2010. Specifically, whether, pursuant to the UPOAA, a power of attorney would allow a non-lawyer agent/attorney-in-fact to prepare, sign and file pleadings with a court on behalf of the principal and then appear and represent the interests of the principal before the court, without engaging in unauthorized practice of law. In proposed UPL Opinion 218 the Committee concludes that the UPOAA does not change the analysis and conclusions of UPL Opinion 194 and the UPOAA does not create a "carve out," explicit nor implicit, to allow nonlawyers to practice law under a private POA given by one person to another.

Inspection and Comment

The proposed opinion may be inspected below, or at the office of the Virginia State Bar, 1111 East Main Street, Suite 700, Richmond, Virginia 23219-0060, between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday, or by contacting the Office of Ethics Counsel at 804-775-0557.

Any individual, business, or other entity may file or submit written comments in support of or in opposition to the proposed opinion with Karen A. Gould, executive director of the Virginia State Bar, not later than March 31, 2021. Comments may be submitted via email to publiccomment@vsb.org.



[View with images in browser](#)

Governance

At its February 27 meeting, VSB Council heard the following **significant reports and took the following actions**.

U.S. Senators and the VSB are seeking candidates for a **judicial vacancy in the U.S. District Court** for the Western District of Virginia.

The VSB Standing Committee on Legal Ethics seeks public comment on proposed **Unauthorized Practice of Law Opinion 218**.

The **Supreme Court of Virginia** amended the Rules and Procedures for Implementing the Requirements of Article II, Section 6-A of the Constitution of Virginia, effective immediately.

Whether you plan to run or simply to vote in the upcoming Bar Council elections, the time is now to **make sure your address of record reflects your correct circuit**.

Do you know anything about medical malpractice? The Supreme Court of Virginia needs lawyers willing to serve on **Med Mal Review Panels**. Please consider volunteering your expertise.

The **Court of Appeals of Virginia** issued its fifth emergency order due to the COVID-19 pandemic, extending its fourth order until June 30, 2021.

The Supreme Court of Virginia issued a **seventeenth Judicial Emergency Order** due to COVID, extending its prior order until March 7, 2021.

We need YOU to be a leader in the Bar in 2021. We have vacancies on **boards and committees**, as well as the the **upcoming Bar Council elections**. Please consider being a part of regulating and improving your profession.



Teleconference Videos and Audios:

Due to COVID-19, the VSB has had to cancel many meetings and events. Videos and audios from the Disciplinary Board meetings and other public meetings that have been held by teleconference may be viewed or listened to [here](#).

Discipline

Disciplinary hearings are public meetings and may be viewed as they occur by following the [disciplinary docket](#) and then checking the [VSB calendar](#) for the livestream details for a particular date.

Recent disciplinary actions:

Timothy John Murphy, license revoked, effective February 16, 2021.

Leo Francis Sharpe Jr., license suspended, effective February 22, 2021.

Kevin Michael Brunick, license suspended, effective February 22, 2021

Christopher B. Shedlick, license suspended, effective February 19, 2021.

Michael Jeremiah Seck, license suspended, effective February 22, 2021

Christian Levine Simpson, license suspended, effective March 13, 2021.

Private Discipline: one private reprimand w/terms.

Compliance



End of Year Reports have been mailed to all active lawyers. For the most accurate and up-to-date view of your MCLE record, login to the [VSB lawyer portal](#). Additional compliance dates and information may be found [here](#). Your timely compliance is important to us. If you have any questions, contact our office at (804) 775-0577 or MCLE@vsb.org

Pro Bono / Access to Justice

We are seeking nominations for two pro bono awards: The **Legal Aid Award** and the **Law Student Award**. Nominate a pro bono hero!

March is a perfect month to spring into pro bono by attending one of our **pro bono CLE events**. Full details on these great panels covering heirs property, veterans, and working a hotline [here](#).

**YOU
+ PRO
BONO
= ❤️**

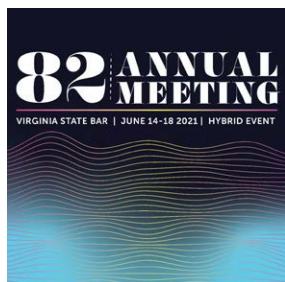
A graphic with a light blue background containing the text 'YOU + PRO BONO = ❤️' in bold blue font, where the heart is a red emoji.

Only one publication reaches every single member of the Virginia State Bar. Do you want to promote your firm, your new partner, your big case, or your referral program to the 50,000 readers of *Virginia Lawyer*? **Review our new lower ad rates for 2021**, and our ad creation program for full page advertisers.

Opportunities and Events

You don't have to be a bar leader to attend the **Bar Leaders Institute** on March 24 – just interested in serving in a leadership role in a bar someday. Read more about this worthwhile event [here](#). And then register for the virtual event [here](#).

The virtual **LeRoy R. Hassell Sr. Indigent Criminal Defense Seminar**, sponsored by the Supreme Court of Virginia and the Virginia State Bar, will be held on Friday, May 7, 2021. The event offers 6 hours of CLE with one in ethics and a national panel of experts in criminal defense law. **Register [here](#)**.



Save the date for the **2021 Virginia State Bar Annual Meeting!** CLEs will be held virtually on June 14 & 15, with 9 hours of live CLE and 3 hours of recorded CLE programming: A full year of MCLE hours, including ethics.

Stayed tuned for more topic and registration information as we get closer to the date!

Registration is open for the 2021 **VSB Techshow**: Completely virtual on April 26, this year's programs offer up to 7 hours of live CLE that day. Registrants may also watch additional sessions after the event for up to 5 on-demand CLE hours. **A year's worth of CLEs for only \$50**, and there is so much to learn about tech and the law!



Join the Virginia Lawyer Referral Service! Membership is free for first time participants, and we send you prescreened referrals in your area and your area of practice. More information [here](#), or contact Toni Dunson at dunson@vsb.org.

Looking for a job, office space, or an expert witness? Check out the [VSB Classifieds](#) today. Job postings for full-time lawyer positions are free.

Our sections, conferences, and committees are sponsoring **free CLE webinars**. [View a list of webinars](#) (PDF).

Stay connected to your Bar:



The VSB continues to provide essential services to Virginia's lawyers and the public.

The VSB office at 1111 E. Main Street is closed to visitors. If you need to reach a staff person, please send an email or call the appropriate [contact person](#). Many of our staff are teleworking and responses may be delayed. Thank you for your understanding.

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Virginia State Bar

An agency of the Supreme Court of Virginia

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With Persons Other Than Clients

The Virginia State Bar

Professional Guidelines

Search the Professional Guidelines

[Home](#) > [Actions on Rule Changes and Legal Ethics Opinions](#) > Opinion 218: regarding power of attorney and the uniform power of attorney act.

Proposed | Opinion 218: regarding power of attorney and the uniform power of attorney act. Comments due March 31, 2021.

Standing Committee on Legal Ethics seeking public comment on Unauthorized Practice of Law

Opinion 218: does the uniform power of attorney act authorize a non-lawyer agent/attorney-in-fact to represent the principal in court?

Pursuant to Part 6, § IV, ¶ 10-2(C) of the Rules of the Supreme Court of Virginia, the Virginia State Bar's Standing Committee on Legal Ethics ("Committee") is seeking public comment on proposed Unauthorized Practice of Law Opinion 218. This opinion addresses whether to reconsider UPL Opinion 194 in light of the Virginia legislature's enactment of the Uniform Power of Attorney Act (UPOAA) in 2010. Specifically, whether, pursuant to the UPOAA, a power of attorney would allow a non-lawyer agent/attorney-in-fact to prepare, sign and file pleadings with a court on behalf of the principal and then appear and represent the interests of the principal before the court, without engaging in unauthorized practice of law. In proposed UPL Opinion 218 the Committee concludes that the UPOAA does not change the analysis and conclusions of UPL Opinion 194 and the UPOAA does not create a "carve out," explicit nor implicit, to allow nonlawyers to practice law under a private POA given by one person to another.

[view proposed UPL Opinion 218](#) (PDF file)

Inspection and Comment

The proposed opinion may be inspected above or by contacting the Office of Ethics Counsel at (804) 775-0557.

Any individual, business, or other entity may file or submit written comments in support of or in opposition to the proposed opinion with Karen A. Gould, executive director of the Virginia State Bar, **not later than March 31, 2021**. Comments may be submitted via email to

publiccomment@vsb.org

Posted February 25, 2021

Updated: February 25, 2021



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February 25, 2021

VSB Ethics Committee Seeks Comments on UPL Opinion

The Virginia State Bar's Standing Committee on Legal Ethics is seeking public comment on proposed Unauthorized Practice of Law Opinion 218. Comments are due by March 31, 2021.

ADDITIONAL INFO

[UPL Opinion 218](#)

This opinion addresses whether to reconsider UPL Opinion 194 in light of the Virginia legislature's enactment of the Uniform Power of Attorney Act (UPOAA) in 2010.

Specifically, whether, pursuant to the UPOAA, a power of attorney would allow a non-lawyer agent/attorney-in-fact to prepare, sign and file pleadings with a court on behalf of the principal and then appear and represent the interests of the principal before the court, without engaging in unauthorized practice of law. In proposed UPL Opinion 218 the Committee concludes that the UPOAA does not change the analysis and conclusions of UPL Opinion 194 and the UPOAA does not create a "carve out," explicit nor implicit, to allow nonlawyers to practice law under a private POA given by one person to another.

Inspection and Comment

The proposed opinion may be inspected [here](#), or by contacting the Office of Ethics Counsel at 804-775-0557.

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Updated: Feb 25, 2021



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Office Hours: Mon.-Fri. 8:15 am to 4:45 pm
(excluding holidays)
The Clerk's Office does not accept filings after 4:45 pm

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Unauthorized Practice of Law	Transition Into Emeritus Status	Classifieds		
	Pro Bono & Access to Legal Services	Healthcare Decisions Day		
	Trust Accounts & IOLTA	Job Postings		
	Virginia Lawyer Referral Service			

From: [Hall, Kristi](#)
To: ["roger@rogermullins.com"](mailto:roger@rogermullins.com)
Cc: [Gould, Karen](#); [McCauley, Jim](#); [Hall, Kristi](#)
Subject: FW: EXTERNAL SENDER proposed Unauthorized Practice of Law Opinion 218
Date: Friday, March 5, 2021 11:26:29 AM

Dear Mr. Mullins:

Thank you for your comment regarding the Standing Committee on Legal Ethics' proposed UPL Opinion 218. The Legal Ethics Committee will consider your comment at its next regularly scheduled meeting.

Please feel free to call with any questions.

Best,



Kristi R. Hall
Executive Assistant/Paralegal
 Virginia State Bar
 1111 East Main Street, Ste. 700 | Richmond, VA 23219-0026
 804/775.0557 | Fax 804/775.0597 | hall@vsb.org | www.vsb.org

The Virginia State Bar is a state agency that protects the public by educating and assisting lawyers to practice ethically and competently, and by disciplining those who violate the Supreme Court's Rules of Professional Conduct, all at no cost to Virginia taxpayers. The VSB continues to provide essential services to Virginia's lawyers and the public. However, we have taken steps to keep the health and safety of our members, employees, and the general public at the forefront of our actions during this rapidly changing situation. The VSB office at 1111 E. Main Street is closed to visitors. If you need to reach a staff person, please send an email or call the appropriate [contact person](#). Many of our staff are teleworking and responses may be delayed. Thank you for your understanding.

From: roger@rogermullins.com <roger@rogermullins.com>
Sent: Tuesday, March 2, 2021 10:48 AM
To: publiccomment <PublicComment@vsb.org>
Subject: EXTERNAL SENDER proposed Unauthorized Practice of Law Opinion 218

K Gould:

I do not claim to be qualified to opine about whether 64.2-1633 qualifies as a statute authorizing a non-lawyer to practice law, but it seems to be disingenuous to say it does not meet the statutory authority which is a statute that is mentioned as an exception in §54.1-3904!

Section 64.2-1633 of the Code of Virginia is part of the Uniform Power of Attorney Act and states: Unless the power of attorney otherwise provides, language in a power of attorney granting general authority with respect to claims and litigation authorizes the agent to:

1. Assert and maintain before a court or administrative agency a claim, claim for relief, cause of action, counterclaim, offset, recoupment, or defense, including an action to recover property or other thing of value, recover damages sustained by the principal, eliminate or modify tax liability, or seek an injunction, specific performance, or other relief;
2. Bring an action to determine adverse claims or intervene or otherwise participate in litigation;

“No non-lawyer shall engage in the practice of law in the Commonwealth of Virginia or in any manner hold himself or herself out as authorized or qualified to practice law in the Commonwealth of Virginia **except as may be authorized by rule or statute.**” Excerpt from Va. Code § 54.1-3904.

From: [Hall, Kristi](#)
To: ["davlm63@gmail.com"](mailto:davlm63@gmail.com)
Cc: [Gould, Karen](#); [McCauley, Jim](#); [Hall, Kristi](#); [publiccomment](#)
Subject: FW: EXTERNAL SENDER UPL Opinion 218
Date: Friday, March 5, 2021 11:29:48 AM

Dear Mr. Meyer:

Thank you for your comment regarding the Standing Committee on Legal Ethics' proposed UPL Opinion 218. The Legal Ethics Committee will consider your comment at its next regularly scheduled meeting.

Please feel free to call with any questions.

Best,



Kristi R. Hall
Executive Assistant/Paralegal
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 1111 East Main Street, Ste. 700 | Richmond, VA 23219-0026
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From: David Meyer <davlm63@gmail.com>
Sent: Thursday, March 4, 2021 11:36 AM
To: publiccomment <PublicComment@vsb.org>
Subject: EXTERNAL SENDER UPL Opinion 218

To the VA Bar Ethics Committee

This is to firmly support the conclusions reached in UPL Opinion 218. There have been a number of write-ups explaining the context and import of the proposed opinion and those points will not be repeated here. To reach an opposite conclusion would not only do away with the rigorous training law school provides and compliance with the minimum competency requirements the State Bars through the bar examination provides an opposite determination would make the practice of law a trivial exercise. From a legal viewpoint, I do not understand the underlying premise of proponents who believe that the right to represent him or herself can somehow be delegated to a third party. The right to conduct personal representation does not equate to the right to represent another and it is a fundamental principle of agency law that one cannot delegate a power to an agent that exceeds the principal's authority. Perhaps if the proponent of the opposite view embedded in Opinion 218 had a knowledge and appreciation of this legal principle, this entire matter may have been avoided.

Respectfully submitted (04 March 2021)

David L. Meyer
VA Bar No. 28359
Sent from [Mail](#) for Windows 10

From: [Hall, Kristi](#)
To: ["dlahne@vacourts.gov"](mailto:dlahne@vacourts.gov)
Cc: [Gould, Karen](#); [McCauley, Jim](#); [Hall, Kristi](#); [publiccomment](#)
Subject: FW: EXTERNAL SENDER UPL 218
Date: Thursday, March 11, 2021 8:40:34 AM

Dear Judge Lahne:

Thank you for your comment regarding the Standing Committee on Legal Ethics' proposed UPL Opinion 218. The Legal Ethics Committee will consider your comment at its next regularly scheduled meeting.

Please feel free to call with any questions.

Best,



Kristi R. Hall
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From: Daniel Lahne <dlahne@vacourts.gov>
Sent: Wednesday, March 10, 2021 1:57 PM
To: publiccomment <PublicComment@vsb.org>
Subject: EXTERNAL SENDER UPL 218

I am writing to comment on proposed UPL 218. I write in my individual capacity and my views do not represent the court in which I sit nor the Virginia Supreme Court or the Office of the Executive Secretary.

I am strongly in favor of the UPL. The attempted use of powers of attorney is particularly acute in general district court where the practice is quite common. I have been called upon to address this issue on a number of occasions and have consistently held that the holder of a power of attorney cannot litigate on behalf of the person who granted the power. I have reviewed the proposed UPL and I agree with its analysis.

I thank you for the opportunity to comment.

Daniel R. Lahne, Chief Judge

Virginia Beach General District Court

2425 Nimmo Parkway

Virginia Beach, Virginia 23456

757-385-8783

From: [Hall, Kristi](#)
To: ["rhartsoe@hartsoemorgan.com"](mailto:rhartsoe@hartsoemorgan.com)
Cc: [Gould, Karen](#); [McCauley, Jim](#); [Hall, Kristi](#); [publiccomment](#)
Subject: FW: EXTERNAL SENDER POA Representation: no client/attorney confidentiality
Date: Thursday, March 11, 2021 8:38:27 AM

Dear Mr. Hartsoe:

Thank you for your comment regarding the Standing Committee on Legal Ethics' proposed UPL Opinion 218. The Legal Ethics Committee will consider your comment at its next regularly scheduled meeting.

Please feel free to call with any questions.

Best,



Kristi R. Hall
Executive Assistant/Paralegal
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 804/775.0557 | Fax 804/775.0597 | hall@vsb.org | www.vsb.org

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From: rhartsoe@hartsoemorgan.com <rhartsoe@hartsoemorgan.com>
Sent: Wednesday, March 10, 2021 1:00 PM
To: publiccomment <PublicComment@vsb.org>
Cc: 'Robert Hartsoe' <rhartsoe@hartsoemorgan.com>
Subject: EXTERNAL SENDER POA Representation: no client/attorney confidentiality

Hello,

This issue arises in Special Education Hearing matters. I relate Judge Payne affirmatively ruled that the privileges associated with "attorney-client communication" or "work product" do not apply to non-attorney advocates. Henrico County Sch. Bd. v. Matthews et al., No. 3:18-cv-110-Document 99, page 2 (E.D. Va. 2019).

Regards,

Robert J. Hartsoe
 Hartsoe & Morgan, PLLC

From: [Hall, Kristi](mailto:Hall.Kristi)
To: ["gilron108@gmail.com"](mailto:gilron108@gmail.com)
Cc: [publiccomment](#); [Gould, Karen](#); [McCauley, Jim](#); [Hall, Kristi](#)
Subject: FW: EXTERNAL SENDER Proposed UPL Opinion 218
Date: Friday, March 26, 2021 10:00:49 AM

Dear Mr. Gilchrist:

Thank you for your comment regarding the Standing Committee on Legal Ethics' proposed UPL Opinion 218. The Legal Ethics Committee will consider your comment at its next regularly scheduled meeting.

Please feel free to call with any questions.

Best,



Kristi R. Hall
Executive Assistant/Paralegal
 Virginia State Bar
 1111 East Main Street, Ste. 700 | Richmond, VA 23219-0026
 804/775.0557 | Fax 804/775.0597 | hall@vsb.org | www.vsb.org

The Virginia State Bar is a state agency that protects the public by educating and assisting lawyers to practice ethically and competently, and by disciplining those who violate the Supreme Court's Rules of Professional Conduct, all at no cost to Virginia taxpayers. The VSB continues to provide essential services to Virginia's lawyers and the public. However, we have taken steps to keep the health and safety of our members, employees, and the general public at the forefront of our actions during this rapidly changing situation. The VSB office at 1111 E. Main Street is closed to visitors. If you need to reach a staff person, please send an email or call the appropriate [contact person](#). Many of our staff are teleworking and responses may be delayed. Thank you for your understanding.

From: LeRon Gilchrist <gilron108@gmail.com>
Sent: Saturday, March 20, 2021 2:42 PM
To: publiccomment <PublicComment@vsb.org>
Subject: EXTERNAL SENDER Proposed UPL Opinion 218

To whom it may concern:

As an active member of the VSB who has to pay annual dues, satisfy specific CLE requirements (after passing the State Bar Examination), and be subject to Bar rules and regulations, and suffer disciplinary action if those rules are violated, why would I ever support the unauthorized practice of law by persons who do not have to operate under the same rules that members of the Bar must operate. If, for example, one can represent individuals in legal proceedings by simply obtaining a POA granted by the represented individual, what would be the purpose of having a State Bar Association and/or a State Bar Examination. Furthermore, the Virginia State Bar Association cannot regulate nonlawyer activity and/or control, to some extent, the quality and competency of legal representation provided to the public and demonstrated within the courts. Lastly, it has been my experience as a Virginia trial lawyer for more than 25 years that when cases are attempted to be litigated by nonlawyers, the result is less judicial economy and incompetent legal representation resulting in greater injustice because the rules of evidence and procedure are often relaxed and there is more stumbling and bumbling through the judicial process than quality legal representation, and this cheapens the "practice of law" in Virginia.

Sincerely,

LeRon W. Gilchrist, Esq.

From: [Hall, Kristi](#)
To: "caaron@lawcma.com"
Cc: [publiccomment](#); [Gould, Karen](#); [McCauley, Jim](#); [Hall, Kristi](#)
Subject: FW: EXTERNAL SENDER Proposed | Opinion 218:
Date: Friday, March 26, 2021 9:54:31 AM

Dear Mr. Aaron:

Thank you for your comment regarding the Standing Committee on Legal Ethics' proposed UPL Opinion 218. The Legal Ethics Committee will consider your comment at its next regularly scheduled meeting.

Please feel free to call with any questions.

Best,



Kristi R. Hall
Executive Assistant/Paralegal
 Virginia State Bar
 1111 East Main Street, Ste. 700 | Richmond, VA 23219-0026
 804/775.0557 | Fax 804/775.0597 | hall@vsb.org | www.vsb.org

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From: Charles Aaron <caaron@lawcma.com>
Sent: Wednesday, March 24, 2021 3:08 PM
To: publiccomment <PublicComment@vsb.org>
Subject: EXTERNAL SENDER Proposed | Opinion 218:

I want to express my opposition to the above opinion. I have had many people who come to me for document preparation and after consultation, the document is prepared to meet their needs. Frequently, they don't understand what they need nor the implications of the document. They need to know their ability to revoke it, if needed and how along with the information that the person appointed needing to be trustworthy etc. I oppose it as not in the public's interest. Thanks, Charles M. Aaron

Sent from [Mail](#) for Windows 10

From: [Hall, Kristi](#)
To: [Sandra Havrilak](#)
Cc: [publiccomment](#); [Gould, Karen](#); [Ethics](#)
Subject: FW: UPL 218
Date: Wednesday, March 31, 2021 3:30:21 PM

Dear Ms. Havrilak:

Thank you for your comments regarding the Standing Committee on Legal Ethics' proposed UPL Opinion 218. The Legal Ethics Committee will consider your comment at its next regularly scheduled meeting.

Please feel free to call with any questions.

Best,



Kristi R. Hall
Executive Assistant/Paralegal
 Virginia State Bar
 1111 East Main Street, Ste. 700 | Richmond, VA 23219-0026
 804/775.0557 | Fax 804/775.0597 | hall@vsb.org | www.vsb.org

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From: slhavrilak@havrilaklaw.com <slhavrilak@havrilaklaw.com>
Sent: Wednesday, March 31, 2021 2:32 PM
To: publiccomment <PublicComment@vsb.org>
Cc: Gould, Karen <Gould@vsb.org>
Subject: EXTERNAL SENDER UPL 218

I write in support of the proposed UPL Opinion Number 218. Virginia law does not authorize an individual to sue on behalf of another as an attorney-in-fact and sign pleadings as a licensed attorney. The statutory ability to bring a claim on behalf of another person does not and should not equate to the practice of law generally.

That conclusion reached by the Virginia State Bar's Standing Committee on Legal Ethics, is supported by a similar situation with suits on behalf of minors. However, I would like to see the Standing Committee consider the ability of a parent to sign pleadings on behalf of their children. For example, in certain jurisdictions, parents can sign abuse and neglect petitions on behalf of minors. Virginia Code § 8.01-8, provides that "either or both parents may sue on behalf of a minor as his next friend." Va. Code § 8.01-8. It does not provide that in doing so, the parents can sign pleadings or engage in the practice of law.

While the Uniform Power of Attorney Act grants similar authority to attorneys-in-fact to bring claims, it does not authorize them to practice law as licensed attorneys. Attorneys-in-fact have a remedy to bring those claims and litigation – which is to contract a Virginia licensed

attorney to prosecute the suit.

Sandy
Sandra L. Havrilak, Attorney at Law
The Havrilak Law Firm, P.C.
9990 Fairfax Boulevard, Suite 410
Fairfax, Virginia 22030
(703) 591-1515

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From: [Hall, Kristi](#)
To: ["thomas@reddn.com"](mailto:thomas@reddn.com)
Cc: [publiccomment](#); [Gould, Karen](#); [McCauley, Jim](#); [Hall, Kristi](#)
Subject: FW: EXTERNAL SENDER Proposed UPL 218
Date: Tuesday, April 6, 2021 1:36:45 PM
Attachments: [Kite v McLaughlin.pdf](#)
[201030 VSB UPL Opinion Request--Note redacted.pdf](#)

Dear Mr. Sweeney:

Thank you for your comment on the Standing Committee on Legal Ethics' proposed UPL Op. 218. The Committee will consider your opinion at its next regularly scheduled meeting to be held on April 22, 2021.

Please feel free to call with any questions.

Best,



Kristi R. Hall
Executive Assistant/Paralegal
 Virginia State Bar
 1111 East Main Street, Ste. 700 | Richmond, VA 23219-0026
 804/775.0557 | Fax 804/775.0597 | hall@vsb.org | www.vsb.org

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From: Thomas Sweeney <thomas@reddn.com>
Sent: Wednesday, March 31, 2021 4:23 PM
To: publiccomment <PublicComment@vsb.org>
Subject: EXTERNAL SENDER Proposed UPL 218

I am writing in regards to the proposed UPL Opinion 218. As I was the one who asked the VSB's opinion as it relates to the Uniform Power of Attorney Act. Request attached.

The text of the Uniform Power of Attorney Act at Virginia Code 64.2-1600 *et. seq.* is very clear

§ 64.2-1633 States:

“Unless the power of attorney otherwise provides, language in a power of attorney granting general authority with respect to claims and litigation authorizes the agent to:

1. **Assert and maintain before a court** or administrative agency a claim, claim for relief, cause of action, counterclaim, offset, recoupment, or defense, including

an action to recover property or other thing of value, recover damages sustained by the principal, eliminate or modify tax liability, or seek an injunction, specific performance, or other relief..."

But of course, the VSB, who is comprised of lawyers, would not want a family member to be able to assist an elderly family member who can not properly understand or perform the required actions needed in court cases, or other administrative hearings. Rather, the VSB wants these families to pay an attorney over 300 an hour just for the right to talk for them.

This is *quid pro quo* of there ever was, aka, pay to play.

A Power of Attorney of a person can enter them into any contract, but is not allowed to use the power of the legal system, the courts, to enforce any part of it, without exorbitant costs to them by having to pay a lawyer. Even for simple tasks. This is a ridiculous contention.

Now, if this law was to be used as it was written, it could allow people at attain Power of Attorney to then 'represent' someone in court. Yes, this is wrong, and should not be allowed to happen as it is, practicing as a lawyer. But there can be a proper test to see if someone is a *bona fide* Agent for the Power of Attorney.

Additionally, this Committee states there are **no** other judicial decisions relating to the application of Virginia's Uniform Power of Attorney Act, See Proposed UPL 218 pg 6. This is **false**. Even included in my initial request for the VSB UPL Committee Opinion in October of 2020, I quoted *Kite v. McLaughlin*, 25 Cir. CL1500026900 (2016) where the Honorable JUDGE HUMES J. FRANKLIN, JR of the CIRCUIT COURT OF THE CITY OF WAYNESBORO ruled 64.2-1633 infact allowed Virginia Kite's granddaughter to sue a previous Agent by Power of Attorney of Virginia Kite, who literally stole her house by Deed of Gift.

Had 64.2-1633, the new Agent of Power of Attorney for Virginia Kite would have spent an estimated \$10,000 on an attorney, when the agent easily fought this by acting as attorney-in-fact.

In other cases the Proposed Opinion UPL 218 quotes, are instances where the person who gave Power of Attorney are able bodied persons, who can, and should represent themselves- if they are not wanting to, then should hire licensed counsel. Even in the case *Manship v. Thomson*, Case No. 5:11CV00030 (W.D. Va. Apr. 19, 2011) in quoting the Federal 4th Circuit, the 'next friend' theory requires the 'next friend' to show that the real party in interest is unable to litigate her own case as a result of mental incapacity, lack of access to court, or other similar disability.

"When the language of a statute is unambiguous, we are bound by the plain meaning of that language." *Conyers v. Martial Arts World of Richmond, Inc.*, 273 Va. 96, 104 (2007). "Furthermore, we must give effect to the legislature's intention as expressed by the language used unless a literal interpretation of the language would result in a manifest absurdity." *Id.* (quoted from *Transparent GMU v. George Mason University*, 298 Va. 222, 237(2019) with internal quotations)

The plain language of the Uniform Power of Attorney Act should be followed, unless there is some 'absurdity'. The VSB UPL Committee needs to properly document this absurdity since its interpretation is far from the plain language fo the law.

The **Proposed UPL 218** should **not be adopted** and revised consistent with allowances or other tests as, at times, it is appropriate for an Agent by Power of Attorney should be allowed to stand in the place of another person.

Thomas Sweeney
Waterford, VA



COMMONWEALTH *of* VIRGINIA

Office of the Attorney General

Mark R. Herring
Attorney General

202 North 9th Street
Richmond, Virginia 23219
804-786-2071
FAX 804-786-1991
Virginia Relay Services
800-828-1120

April 26, 2021

James M. McCauley, Esquire
Ethics Counsel
Virginia State Bar
1111 East Main Street, Suite 700
Richmond, Virginia 23219

Re: Proposed Unauthorized Practice of Law Opinion 218

Dear Mr. McCauley:

I have reviewed the above-referenced proposed Unauthorized Practice of Law Opinion and submit the following comments pursuant to Part Six, Section IV, ¶10-2(D) of the Rules of the Supreme Court of Virginia. That rule provides that the Virginia State Bar shall seek comment from the Attorney General's Office about any restraint on competition that may result from promulgation and implementation of a proposed opinion.

Proposed Unauthorized Practice of Law ("UPL") Opinion 218 ("the Proposed Opinion") addresses whether the Uniform Power of Attorney Act, Virginia Code § 64.2-1600 *et seq.*, authorizes a non-lawyer agent or attorney-in-fact to represent their principal in court. The Proposed Opinion concludes that such activity is the unauthorized practice of law. This opinion is consistent with UPL Opinion 194, which determined that "a power of attorney does not authorize a non-lawyer to prepare, sign, and file a Motion for Judgment in circuit court on behalf of a principal . . . nor may the attorney-in-fact appear in court on the principal's behalf."

I have examined the Proposed Opinion in light of any restraint it may impose upon the market for legal services and have determined that the Proposed Opinion necessarily limits who may appear in court on behalf of other individuals, but does so in a manner that is consistent with previous restrictions imposed by the Supreme Court of Virginia in UPL Opinion 194. These limitations have been clearly articulated by the state sovereign as reasonably necessary to protect the public from the practice of law by individuals lacking the necessary training and education. For completeness, I note that any restraint on competition imposed by enforcement of the Proposed Opinion, once

approved by the Supreme Court of Virginia, may be protected from antitrust attack by the state-action immunity doctrine first enunciated in *Parker v. Brown*, 317 U.S. 341 (1943) and applied to state supreme court decisions in *Hoover v. Ronwin*, 466 U.S. 558, 567-569 (1984).¹

Sincerely,

/s/ Sarah Oxenham Allen

Sarah Oxenham Allen
Senior Assistant Attorney General &
Unit Manager
Antitrust Unit

¹ The United States Supreme Court affirmed this view as recently as 2015 in *North Carolina State Board of Dental Examiners v. FTC*, 574 U.S. 494, 504 (2015) (“[D]ecision[s] of a state supreme court, acting legislatively rather than judicially . . . are exempt from the operation of the antitrust laws’ because they are an undoubted exercise of state sovereign authority.”) (quoting *Hoover*, 466 U.S. at 567-568).

*Approved by Supreme Court of Virginia
May 1, 2000*

UPL Opinion No. 194.

**Non-Lawyer Preparing and Filing With The Court A
Pleading For Another For Whom The Non-Lawyer Has General
Power of Attorney Conveying the Power to “Sue For.”**

I am writing in response to your letter of April 22, 1999, requesting an Unauthorized Practice of Law advisory opinion dealing with a non-lawyer’s preparation and filing of pleadings under a general power of attorney. A medical patient executed an instrument granting her son a general power of attorney. The authority conferred to the son under the power of attorney includes, *inter alia*:

To request, receive possess, sue for . . . each and every sum of money, right or interest, due and owing, or that may become due and owing, to me [the mother] on any and every account, claim, contract, or tort

Under the authority of the power of attorney, the son prepared, signed and filed a Motion for Judgment against a health care provider alleging several counts of medical negligence arising out of the care and treatment of his mother. He signed the pleading using his name as the mother’s attorney-in-fact. In addition, he prepared Answers to Interrogatories and Responses to Requests for Production, and signed these pleadings as well.

You have asked the committee to opine on two issues:

1. Whether a power of attorney authorizes an agent, a non-lawyer, to prepare, sign and file a Motion for Judgment and appear on behalf of the principal in a circuit court in the Commonwealth of Virginia?
2. Whether a general power of attorney is sufficient to authorize a non-lawyer to prepare, sign, and file pleadings and appear in court on behalf of the principal if the language in the power of attorney appears to confer that right?

The Committee considered your inquiry at its June 10, 1999 meeting and has directed me to transmit its conclusions to you.

The appropriate and controlling Virginia Unauthorized Practice Rules are :

UPR 1-101. Representation Before Tribunals.

(A) A non-lawyer, with or without compensation, shall not represent the interest of another before a tribunal, otherwise than in the presentation of facts, figures or factual conclusions, as distinguished from legal conclusions, except:

- (1) A non-lawyer under the supervision of a lawyer who is a regular employee of a legal aid society approved by the Virginia State Bar in accordance with its

*Approved by Supreme Court of Virginia
May 1, 2000*

rules and regulations adopted under Paragraph 54.1-3916 of the Code of Virginia may represent an indigent patron of such society before such a tribunal when authorized to do so by the governing body of such society and when such representation is permitted by the rules of practice of such tribunal. The supervising attorney shall assume personal professional responsibility for any work undertaken by the non-lawyer.

(2) A law student may appear and represent others before such a tribunal in accordance with the third-year student practice rule.

(B) A non-lawyer regularly employed on a salary basis by a corporation appearing on behalf of his employer before a tribunal shall not engage in activities involving the examination of witnesses, the preparation and filing of briefs or pleadings or the presenting of legal conclusions.

In addition, the Supreme Court of Virginia, in defining what activity constitutes the practice of law, has stated:

Specifically, the relation of attorney and client exists, and one is deemed to be practicing law whenever

- (1) One undertakes for compensation, direct or indirect, to advise another, not his regular employer, in any matter involving the application of legal principles to facts or purposes or desires.
- (2) One, other than as a regular employee acting for his employer, undertakes, with or without compensation, to prepare for another legal instruments of any character, other than notices or contracts incident to the regular course of conducting a licensed business.
- (3) One undertakes, with or without compensation, to represent the interest of another before any tribunalCjudicial, administrative, or executiveCotherwise than in the presentation of facts, figures, or factual conclusions, as distinguished from legal conclusions, by an employee regularly and bona fide employed on a salary basis, or by one specially employed as an expert in respect to such facts and figures when such representation by such employee or expert does not involve the examination of witnesses or preparation of pleadings.

Va. S. Ct. R., Pt. 6, § I (B). A non-lawyer may represent himself, but not the interest of another, before any tribunal. Va. S. Ct. R., Pt. 6, § I, Rule 1, UPC 1-2. The committee has previously opined that the preparation of pleadings by non-lawyers is the unauthorized practice of law. UPL Op. 150 (app'd by Supreme Court of Virginia on February 26, 1993)(preparation of warrants in debt by debt collection agency is the preparation of Apleadings@ and thus unauthorized practice of law). A "pleading" is defined as a document which initiates a civil action in a court and begins the legal process by which a claim is adjudicated or resolved. *Potts v. Mathieson Alkali Works*, 165 Va. 196,

*Approved by Supreme Court of Virginia
May 1, 2000*

207 (1935). The filing of pleadings with a court or tribunal constitutes an “appearance” by such party. *Bowles v. Bowles*, 141 Va. 35, 126 S.E. 49 (1925) (filing of answer and demurrer constitutes a general appearance).

The Virginia Supreme Court, in its Unauthorized Practice Rules states:

The right of individuals to represent themselves is an inalienable right common to all natural persons. But no one has the right to represent another. It is a privilege to be granted and regulated by law for the protection of the public.

Va. S. Ct. R., Pt. 6, § I. Thus, the ability to practice law is a privilege granted and regulated by the state. The committee believes that such a privilege cannot be granted by one private citizen to another by virtue of a contract or power of attorney.

A power of attorney is an instrument creating an agency relationship. By that instrument, the principal confers upon the agent the authority to perform certain acts on his or her behalf. *Cardinal Concrete Co. v. White*, 19 Cir. L119851 (Fairfax Co. 1993) *citing Stainback v. Read & Co.*, 52 Va. (11 Gratt.) 281, 286 (1854); *Insurance Co. v. Barley*, 57 Va. (16 Gratt.) 363, 373 (1863). An attorney-in-fact is defined as:

a private attorney (an agent to act in the place or stead of another) authorized by another for some particular purpose, as to do a particular act, or for the transaction of business in general, *not of a legal character*. The authority is conferred by an instrument in writing, called a “letter of attorney,” or more commonly a “power of attorney.” *Black’s Law Dictionary* at 118 (5th ed. 1979) (emphasis added)

Attorneys at law are defined as:

Persons admitted to practice law in [their] respective state[s] and authorized to perform both civil and criminal legal functions for clients; including the drafting of legal documents, giving of legal advice, and representing such before courts, administrative agencies, boards, etc. *Id.*

The general power of attorney in one sense authorizes the son to act on the mother’s behalf, and confers the right to file suit or make claims on her behalf. But the right to practice law as an attorney is derived from a license issued by the state. 2A Mich. Jur. *Attorney and Client* §4 (1993). The power of attorney certainly gives one the authority to act on behalf another, and a power of attorney fulfills an important function, particularly if the principal is under a disability. Thus, for example, an attorney-in-fact may have the authority to execute contracts or deeds on behalf of the principal.

The language in the power of attorney authorizing the attorney-in-fact to sue, permits the son to engage the services of an attorney-at-law and to direct or instruct the attorney-at-law regarding the mother’s objectives, approve a settlement, or to authorize a licensed attorney to file suit on the mother’s behalf. It does not, however, confer the privilege to practice law.

*Approved by Supreme Court of Virginia
May 1, 2000*

If a general power of attorney authorizes unlicensed citizens to file suit or otherwise engage in the practice of law, such persons would be beyond the regulation of the bar, for they would hold no license against which discipline could be imposed. None of the rules of professional conduct could be enforced against such persons and therefore they could engage in misconduct with impunity.

The unauthorized practice of law is crime in Virginia, a class one misdemeanor. Va. Code § 54.1-3904 (Repl. Vol. 1998). It is the committee's opinion that a private legal instrument or agreement, including a power of attorney, cannot authorize the performance of an activity which is illegal. Such legal instruments are unenforceable. As a general proposition, the courts in Virginia will not assist a person who participates in an activity that is immoral or illegal. *See, e.g., Zysk v. Zysk*, 239 Va. 32, 404 S.E.2d 721 (1990) (unsuccessful suit for damages arising out of sexually transmitted disease by plaintiff guilty of fornication) *citing Miller v. Bennett*, 190 Va. 162, 56 S.E.2d 217 (1949) (no wrongful death claim against abortionist); *Levy v. Davis*, 115 Va. 814, 80 S.E. 791 (1914) (cannot enforce repossession of furniture sold to house of prostitution); *Roller v. Murray*, 112 Va. 780, 72 S.E. 665 (1911) (action on illegal champertous contract). This principle is further demonstrated in the rule that fees charged by a person engaged in the unauthorized law are not collectible in court. Va. S. Ct. R., Pt. 6, § I. Therefore, a non-lawyer may not rely upon the provisions in a written power of attorney to engage in prohibited activity and the courts and third parties are not bound by the power of attorney in that respect. Permission given by a private party to another to engage in activities which only a licensed professional may perform is simply not binding on others.

In *Harrison & Bates, Inc. v. LSR Corporation*, 238 Va. 741, 385 S.E.2d 624 (1989) the Court held that a written commission-sharing agreement between an out-of-state broker and a Virginia-licensed real estate broker was unenforceable because the out-of-state broker was not licensed in Virginia and therefore not authorized to engage in brokerage activity and be compensated for such unlawful activity. The contract made between the two firms was in violation of Virginia's real estate licensing statutes and was therefore an illegal contract.

Though the foregoing analysis satisfies the committee's conclusion that a non-lawyer, acting as an agent under a written power of attorney cannot perform any activity constituting the practice of law, the committee's research has uncovered no judicial decision in Virginia that has squarely decided this issue. However, decisions in other states have reached the same conclusion as the committee. A California decision, *In re Marriage of Cabellero*, 27 Cal. App.4th 1139, 33 Cal. Rptr.2d 46 (1994), held that an attorney-in-fact may not act as an attorney on behalf of the principal, even though the principal was entitled to appear *pro se*. In the case of *Gilman for Manheim v. Kipp*, 136 Misc.2d 860, 519 N.Y.S.2d 314 (N.Y. City Ct. 1997) the court ruled that it was the unauthorized practice of law for an attorney-in-fact under a durable power of attorney to appear on behalf of the plaintiffs, out-of-state rental property owners. The court stated that the property owners could not, using a power of attorney, assign to a non-lawyer their right to appear in court *pro se*. *See also Risbeck v. Bond*, 885 S.W.2d 749 (Mo. App. 1994) (unauthorized practice of law for attorney-in-fact to file petition to quiet title on behalf of plaintiff, where attorney-in-fact not licensed to practice law in the state); *Johns v. County of San Diego*, 114 F.3d 974 (9th Cir. 1997) (attorney-in-fact did not have right to assert vehicle owner's due process claim in federal civil rights action arising out of incident in which vehicle was stopped, towed and stored; constitutional rights claim was personal and could not be asserted

*Approved by Supreme Court of Virginia
May 1, 2000*

vicariously and attorney-in-fact, a non-lawyer, could not appear on behalf of others); *Kohlman v. Western Pennsylvania Hospital*, 438 Super. 352, 652 A.2d 849 (1994)(plaintiff's attorney-in-fact under power of attorney engaged in unauthorized practice of law by commencing malpractice action).

Thus, the committee is of the opinion that a power of attorney does not authorize a non-lawyer to prepare, sign, and file a Motion for Judgment in circuit court on behalf of a principal, who is a victim

of alleged medical malpractice, nor may the attorney-in-fact appear in court on the principal's behalf. Such activity is the unauthorized practice of law. A general power of attorney is not sufficient to confer upon a non-lawyer the legal authority to practice law on the principal's behalf. The authority to practice law is conferred by the state through the issuance of a license to practice law.

Committee Opinion

June 15, 1999

Approved by VSB Council

October 29, 1999

AFFIDAVIT

I, Karen A. Gould, Executive Director at the Virginia State Bar, do hereby swear and affirm that the foregoing documents are true copies of the original documents on file in the offices of the Virginia State Bar regarding proposed UPL Opinion 218.

Given under my hand this 22nd day of June 2021.

Karen A. Gould
Karen A. Gould

STATE OF VIRGINIA
CITY OF RICHMOND, to-wit:

I, a Notary Public in and for the Commonwealth of Virginia, do hereby certify that Karen A. Gould, personally known to me, appeared in person before me and was by me duly sworn and thereupon executed in my presence and acknowledged to me the truth and voluntariness of the foregoing Affidavit.

Given under my hand this 22nd day of June 2021.

Asha B. Holloman
Notary Public



My Commission Expires: December 31, 2025.