

**Vermont Rules of Professional Conduct**  
**Rule 5.6 – Restrictions on Right to Practice**

*Disclaimer: Not an official copy. Check the official publication or Lexis for the rules as adopted by the Vermont Supreme Court.*

*This unofficial version was last updated on **November 14, 2022**.*

*Kennedy's Highlights*

*(NOT a substitute for full research of the rule & opinions/decisions on it)*

- Rule 5.6 has not been amended since 2009

**Rule 5.6. Restrictions on Right to Practice.**

A lawyer shall not participate in offering or making:

(a) a partnership, shareholders, operating, employment, or other similar type of agreement that restricts the right of a lawyer to practice after termination of the relationship, except an agreement concerning benefits upon retirement; or

(b) an agreement in which a restriction on the lawyer's right to practice is part of the settlement of a client controversy.

**Comment**

[1] An agreement restricting the right of lawyers to practice after leaving a firm not only limits their professional autonomy but also limits the freedom of clients to choose a lawyer. Paragraph (a) prohibits such agreements except for restrictions incident to provisions concerning retirement benefits for service with the firm.

[2] Paragraph (b) prohibits a lawyer from agreeing not to represent other persons in connection with settling a claim on behalf of a client.

[3] This rule does not apply to prohibit restrictions that may be included in the terms of the sale of a law practice pursuant to Rule 1.17.

**Reporter's Notes — 2009 Amendment**

V.R.P.C. 5.6 is amended to conform to the changes in the Model Rule. The ABA Reporter's Explanation is as follows:

TEXT:

1. Paragraph (a): Add references to shareholders, operating, and other similar types of agreements. The reference to a partnership agreement is underinclusive because lawyers also practice in professional corporations and professional limited liability companies.

2. Paragraph (b): Substitute "client controversy" for "controversy between private parties" This change clarifies that the Rule applies to settlements not only between purely private parties, but also between a private party and the government. See ABA Ethics Opinion 394.

COMMENT:

[1] "[P]artners and associates" has been replaced with "lawyers" in recognition that lawyers associate together in organizations other than traditional law firm partnerships.