Office of the General Counsel

2 July 2026

The Legal Services Council
PO Box H326
Australia Square NSW 1215

By email: submissions@legalservicescouncil.org.au

Re: Consultation paper — Enabling corporate (in-house) legal practitioners to support related entities of their employer (June 2026)

Dear Council Members

I write on behalf of Monash University to provide our submission in response to the Legal Services Council's consultation paper entitled "Enabling corporate (in-house) legal practitioners to support related entities of their employer" dated June 2026 (the **Consultation Paper**).

Monash University is a statutory corporation established by the *Monash University Act 2009* (Vic). It is not a company within the meaning of the *Corporations Act 2001* (Cth) (**Corporations Act**). Like many Australian universities, Monash University operates through a range of controlled entities that support its teaching, research, commercialisation and operational activities.

Summary

Monash University welcomes the Council's consideration of this issue and supports the proposed amendment to the Legal Profession Uniform General Rules (**Uniform General Rules**). Our overarching position may be summarised as follows:

- The current regulatory framework does create practical challenges for corporate legal practitioners employed by universities and other statutory corporations that are not companies within the meaning of the Corporations Act.
- The concept of "control" in section 50AA of the Corporations Act would provide an appropriate and workable basis for specifying persons in the Uniform General Rules for the purposes of limb (b) of the definition of "related entity" in section 6 of the Legal Profession Uniform Law (**Uniform Law**).
- The proposed change would place university in-house legal teams on a similar footing to in-house legal teams working for companies. We consider that the proposed change would be unlikely to give rise to any significant unintended consequences. The existing professional obligations framework, including the Australian Solicitors' Conduct Rules, provides adequate safeguards.

Office of the General Counsel Monash University,
Clayton VIC 3800
E:[redacted]
www.monash.edu/legal

- The proposed implementation timeline is appropriate and would allow adequate time for stakeholder input and implementation.

Our detailed responses to the consultation questions posed in the Consultation Paper are set out in the attached completed Submission Template.

Please do not hesitate to contact me should you wish to discuss any aspect of this submission.

Yours sincerely

[redacted]

John Donaldson
General Counsel and University Solicitor
Monash University

Attachment — Completed Submission Template

Enabling corporate legal practitioners to support related entities of their employer

Please complete all relevant sections. Use plain language and provide evidence or examples where possible. You may attach supporting documents.

A. Submitter details

Organisation: Monash University

Primary contact name and role/title: John Donaldson, General Counsel and University Solicitor

Email: [redacted]

Phone: [left blank]

Jurisdiction(s): VIC

B. Confidentiality and publication

Do you request that your submission (in full) be treated as confidential? No

If 'No', may the Council publish your submission on its website, including your name/organisation? Yes

C. Detailed responses to consultation questions

<u>Question 1 — Practical operation of the current framework</u>

Does the current definition of "related entity" present practical difficulties for corporate legal practitioners employed by entities that are not a company within the meaning of the Corporations Act?

1. Position: Yes

2. Please provide details of any practical difficulties experienced:

> Yes, the current definition of "related entity" in the Uniform Law presents practical difficulties for corporate legal practitioners employed by Monash University. Monash University is a statutory corporation and, like many Australian universities, Monash also operates through a range of controlled entities that support its teaching, research, commercialisation and operational activities. Professional staff at Monash, including for example, HR, IT and finance, are generally expected to be able to provide support services to Monash University and its controlled entities. The current regulatory framework makes it more difficult for Monash's Office of the General Counsel to provide such support.

3. Additional comments (optional): [left blank]

Question 2 — Reliance on the concept of "control" under section 50AA of the Corporations Act

If this issue is addressed by an amendment to the Uniform General Rules, do you support relying on the definition of "control" in section 50AA of the Corporations Act to capture related entities of entities that are not a company?

1. Position: Yes, support

2. Are there any alternative approaches the Council should consider?

Monash University has not considered any alternative approaches. We consider the proposed approach using the section 50AA control test to be a well-understood and well-established concept in Australian law. It is fit for purpose and appropriately captures the types of entities to which in-house lawyers employed in groups controlled by non-company bodies should be permitted to provide legal services.

If the Council were to consider alternative formulations, we submit that any alternative should be no narrower in scope than the section 50AA test and should avoid reliance on formalistic corporate structures (such as shareholding thresholds) that are not applicable to statutory corporations, partnerships, trusts or other non-company entities.

3. Rationale:

Monash University supports the proposal to rely on the concept of "control" at section 50AA of the Corporations Act as the basis for specifying persons in the Uniform General Rules for the purposes of limb (b) of the definition of "related entity".

The section 50AA control test is well-established in Australian corporate and regulatory practice. It is applied across a range of Commonwealth legislative schemes and is familiar to legal practitioners, regulators and the entities to which it applies. It provides a principled and workable basis for determining when a non-company body has a sufficient degree of control over another entity to justify treating the entity as part of the same corporate group for the purposes of the Uniform General Rules.

We note that this approach appropriately mirrors the policy rationale underpinning limb (a) of the existing definition. Where a company's corporate legal practitioners may advise related bodies corporate (which are defined by reference to holding company and subsidiary relationships), a non-company body's corporate legal practitioners should similarly be able to advise entities that the non-company body controls. Both limbs reflect the same underlying principle: that in-house lawyers should be permitted to provide legal services across the corporate group within which their employer is situated.

Further, we note that if the definition of control in section 50AA is used to specify additional persons for the purposes of paragraph (b) of the definition of "related entity", then that definition should apply to:

- any entity which is controlled by the employer of the corporate legal practitioner;
- any entity which controls the employer; and
- any entity controlled by another entity which also controls the employer entity.

This would, for example, ensure that corporate legal practitioners employed by either a university or a controlled entity of a university could provide legal services to the university and across the corporate group.

4. Additional comments (optional): [left blank]

<u>Question 3 — Potential implications and unintended consequences</u>

If the potential reforms outlined at Q2 are progressed, could this cause any unintended consequences, and if so how should these be addressed?

1. Position: No

2. Please identify any potential implications or unintended consequences:

Monash University does not consider that the proposed reform is likely to give rise to any significant unintended consequences.

3. Are there any safeguards, limitations or clarifications the Council should consider?

We address the specific considerations raised in the Consultation Paper below.

Subjectivity of the control test: While section 50AA involves an assessment of practical influence rather than a purely mechanical test, this is a well-understood feature of the law. The test has been applied in numerous regulatory contexts for over two decades. We do not consider that additional guidance from the Council is necessary.

Particular kinds of entities or services: We do not consider that there are particular kinds of entities or services that should be carved out from the proposed reform. The purpose of the amendment is to place corporate legal practitioners employed by non-company bodies on an equivalent footing to those employed by companies. Any restrictions on the types of entities or services could undermine this objective and reintroduce the practical difficulties the reform is designed to address.

Professional conduct obligations: The existing professional conduct framework — including the Australian Solicitors' Conduct Rules, which address conflicts of interest (Rules 11–12) and confidentiality (Rule 9) — is sufficient to manage any risks that may arise from an expanded scope of practice. Corporate legal practitioners are already required to comply with these obligations, and the proposed reform does not diminish or alter those requirements. In our submission, no additional guidance or safeguards specific to this reform are required.

Professional indemnity insurance: Corporate legal practitioners employed by non-company bodies already benefit from the exemption in rule 82(1)(a) of the Uniform General Rules from the requirement to hold a principal practising certificate and maintain professional indemnity insurance. This exemption reflects the fact that such practitioners provide legal services within the corporate group and not to external clients. The proposed reform does not alter the nature of the practitioner's role or the employer–employee relationship. The proposed reform is intended to put corporate legal practitioners employed by a non-company body on a similar footing to those employed by companies. Accordingly, we do not consider that additional professional indemnity insurance requirements should be imposed.

In summary, the proposed reform appropriately extends an existing and well-functioning regulatory framework to non-company bodies without introducing new risks that require additional safeguards beyond the existing professional conduct regime.

4. Additional comments (optional): [left blank]

<u>Question 4 - Proposed implementation timeline</u>

Whether the proposed implementation timeline is appropriate.

Monash University considers that the proposed implementation timeline is appropriate. The timeline provides adequate opportunity for stakeholder consultation and allows the Council to progress the reform in a considered and transparent manner. We would encourage the Council to progress this reform as expeditiously as possible.

D. Attachments (optional)

N/A