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 (if applicable): Southern Cross University**
- **Primary contact name and role/title: Mark Dixon**
- **Email:** [redacted]
- **Phone:** [redacted]
- **Jurisdiction(s):** NSW

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

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C. Detailed responses to consultation questions

Question 1 — Practical operation of the current framework

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:**

Southern Cross University is established under the *Southern Cross University Act 1993* (NSW) and is not a company within the meaning of the Corporations Act. Its in-house legal practitioners are therefore confined to advising the University itself and cannot rely on limb (a) of the definition of "related entity", even though the University operates through a number of entities established to support its operations and statutory functions.

Southern Cross Campus Services Limited (ACN 003 082 406) is a not-for-profit company established by the University to provide services and facilities supporting students, staff and the wider University community. The University appoints the members and directors of the company and maintains governance oversight consistent with its status as a controlled entity of the University.

Similar issues arise in relation to SCU Ventures Pty Limited (ACN 165 638 719), a controlled entity of the University established to undertake education delivery, commercialisation and related activities on behalf of the University. The University's Council appoints the directors of the company and the company operates within a governance framework that requires compliance with University policies and oversight arrangements.

Despite the close governance and operational relationship between these entities and the University, University-employed lawyers cannot advise them in the way that an in-house legal team employed by a corporate parent may advise a subsidiary or related body corporate.

The issue arises across governance, procurement, property, employment, commercial contracting, research commercialisation and regulatory compliance matters, where the interests and operations of the University and its related entities are closely aligned. In each case these entities must engage external advisers or alternative arrangements must be established despite the relevant institutional knowledge already existing within the University's Legal Office.

The result is unnecessary cost, duplication and administrative burden without any corresponding regulatory or consumer-protection benefit. From a risk perspective, it may also increase the risk of fragmented advice across providers in circumstances where consistent advice is required to protect the University. An equivalent group organised through companies would simply use its in-house team.

3. **Additional comments (optional):**

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:**
   Support

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

   The University considers section 50AA to be the appropriate basis and has not identified a preferable alternative. Adopting an existing, well-understood statutory concept promotes consistency across the Uniform Law framework and minimises interpretive uncertainty.

3. **Rationale:**

   The section 50AA test focuses on the practical reality of control rather than legal form or share ownership. This makes it particularly suitable for universities and other statutory bodies, which commonly operate through related entities despite not being incorporated under the Corporations Act. Adoption of the section 50AA test would place corporate legal practitioners employed by non-company entities in a position broadly equivalent to those employed within corporate groups.

4. **Additional comments (optional):**

Question 3 —Potential implications and unintended consequences

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 – no significant unintended consequences are anticipated.

2. **Please identify any potential implications or unintended consequences:**

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

   The University supports the publication of practical guidance, including examples of governance arrangements that may indicate the requisite degree of control. The University considers that existing professional obligations relating to confidentiality, independence and conflicts management are sufficient to govern the provision of legal services to related entities.

4. **Additional comments (optional):**

   The amendment is a targeted and proportionate response to a recognised gap in the current framework that would improve efficiency for universities without undermining the regulatory objectives of the Uniform Law. Southern Cross University welcomes the Council's consideration of this issue and supports amendment of the Uniform General Rules to address the current anomaly affecting universities and other non-company entities.

D. Attachments (optional)

Lodgement and deadline

- **Submit by email: submissions@legalservicescouncil.org.au**
  (If you require an alternative lodgement method or accessibility adjustments, please contact the Council.)
- **Closing date:** *22 July 2026*
- **General enquiries: lsc@legalservicescouncil.org.au**