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Reforming the Laws of Corporate Attribution: "Systems Intentionality" Draft Statutory Provision – *Elise Bant*

How to hold corporations responsible for egregious misconduct on a principled and practical basis has been a longstanding problem, rightly attracting extended and rigorous reflection by those engaged in law reform, by scholars and by the judiciary. This article seeks to build on that work to offer a statutory template of organisational blameworthiness that is fit for purpose in the modern age. The proposed model of "systems intentionality" offers a workable and principled improvement on the existing "corporate culture" provisions, and on recent recommendations for introduction of a bespoke corporate offence for systemic misconduct. The model proposes that corporations manifest their states of mind through their instantiated systems of conduct, policies and practices. The operation and benefits of the model are illustrated through two worked case examples. 259

Social Licence, Meaningful Compliance, and Legislating Norms – *Andrew Godwin and Micheil Paton*

As part of their efforts to maintain the social licence under which they operate, corporations need to comply with the law in a way that meets social expectations. The concept of meaningful compliance achieved particular prominence in the area of financial services following the landmark Final Report of the Financial Services Royal Commission in 2019. The Final Report stated that "[b]y drawing explicit connections in the legislation between the particular rules that are made and the fundamental norms to which those rules give effect, the regulated community and the public more generally will better understand what the rules are directed to achieving" (Final Report, 44). But how might this be done? This article explores questions concerning the relevance of legal norms to meeting social expectations and achieving meaningful compliance, and the tools by which legislation might articulate norms and draw explicit connections between rules and norms. 276

Is "Dual-track" Regulation of Directors' Conduct Defensible? – *Pamela Hanrahan*

In its 2020 report on corporate criminal responsibility, the Australian Law Reform Commission highlighted the Commonwealth Government's increasing preference for "dual-track" regulation: legislating both civil penalty provisions and criminal offences for the same proscribed conduct. This article examines the expansion of dual-track regulation of individual (as distinct from corporate) behaviour under the corporations and securities laws. It argues that dual-track regulation expands the circumstances in which individuals may be punished by the state for unintentional conduct and impacts on fundamental protections afforded to individuals subject to state enforcement action in ways that are not always defensible. 293