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QUARTERLY NEWSLETTER

STEP AUSTRALIA *NEWSLETTER*

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WELCOME
FROM STEP AUSTRALIA CHAIR

It is a privilege to be a member of STEP. STEP Australia seeks to support the branches in adding value to the membership and expanding it. A number of things have occurred since my last report.

In May, the board of STEP Australia, together with chairs of the various national committees, met face-to-face at a planning meeting in Melbourne. A big thank you to Equity Trustees for hosting us and, of course, for its ongoing support of STEP Australia. Professor Adam Steen was our guest at the meeting and I wish to publicly acknowledge the valuable contribution he made, as he continues to do for STEP more generally. Many things were discussed and resolved, including the expansion of the various national committees, both numerically and in operation, to continue to add value to the work of STEP in Australia.

The law dealing with the mental capacity of individuals in Australia is governed by state laws. This produces surprising variations in the law and the operation and enforcement of it nationally. It is timely that members of STEP will now have an opportunity at a national event to explore this complex area from both a clinical and a legal point of view. Please save the date for the inaugural Incapacity Conference, taking place at The Star Gold Coast on 4–6 June 2023.

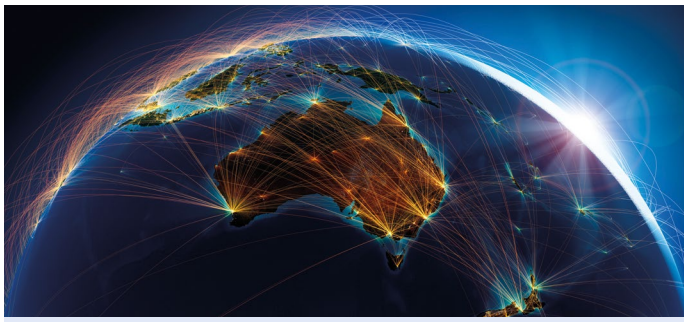
The National Mentorship Programme will take place again in 2023. Please visit www.stepaustralia.com/step-mentorship-program if you wish to volunteer in 2023 as a mentor (I intend to do so) or a mentee. Mentees, you would be surprised by how much you can learn and grow by spending time with more experienced and very generous practitioners (mentors).

Dear experienced and very generous practitioners, please consider volunteering as a mentor: giving back in this way is truly rewarding.

Thank you again to the editorial team of the newsletter for what appears to be another wonderful edition.

With best wishes,

Bryan Mitchell TEP,
STEP Australia Chair



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Trust distributions in Australia and reimbursement agreements

DAVID HUGHES, PARTNER, McCULLOUGH ROBERTSON LAWYERS

The recent explosion of interest in the taxation of discretionary trust distributions would suggest that there has been a radical amendment of the Australian law. Nothing could be further from the truth.

What has occurred, particularly over the past four months, is the culmination of a multi-year campaign by the Australian Taxation Office (ATO) to repurpose a trust tax avoidance provision – s.100A of the *Income Tax Assessment Act 1936* (ITAA 1936)[1] – that was enacted in 1979, just prior to the introduction of the now familiar general anti-avoidance rules in Part IVA.

Unlike Part IVA, s.100A is specifically constrained from acting where something was done in the course of an 'ordinary family or commercial dealing'. This phrase derives from a famous judgment of Lord Denning in the Judicial Committee of the Privy Council on the operation of s.260, the predecessor to Part IVA.[2]

It is the meaning of this phrase that has been the subject of so much recent attention from the ATO, including:

- a draft taxation ruling, *TR 2022/D1*;
- a draft practical compliance guideline, *PCG 2022/D1*; and
- a taxpayer alert, *TA 2022/1*.

These three ATO products were all published on 23 February 2022.

In addition, a recent judgment of His Honour Justice Logan in the Federal Court of Australia (the Federal Court) closely examined the history, context and language of the ordinary family or commercial dealing exclusion, and concluded that it does not operate as argued by the Commissioner of Taxation (the Commissioner).[3] The Commissioner has appealed that decision to the Full Court of the Federal Court (the Full Court).[4] At the time of writing, the appeal was set down for hearing in late August 2022.

To paraphrase another judgment of Lord Denning, when he was Master of the Rolls, the difference between an ordinary family or commercial dealing and tax avoidance is:

> *'... like the border between day and night, or between red and orange. Everyone can tell the difference except in the marginal cases; and then everyone is in doubt'.*[5]

BACKGROUND

Section 100A creates its own target: reimbursement agreements. The section was introduced to counter a species of bottom-of-the-harbour era tax avoidance schemes, commonly referred to as 'trust stripping'. Like dividend stripping schemes, trust stripping arrangements were intended to shift the tax burden from existing beneficiaries on a high marginal tax rate to those on a lower (or nil) rate. The original beneficiaries would then be compensated in some other, tax-free form (such as a tax-free capital payment). The Explanatory Memorandum, upon its introduction in 1979, provided:

> *'Section 100A is designed to counter tax avoidance arrangements which are based on the introduction in a trust estate of a beneficiary who would be exempt from tax on any income of the trust estate, for example, an exempt institution. Under such arrangements, a "reimbursement agreement" would involve this introduced beneficiary passing all, or the major part, of the income to which it is presently entitled, but altered into a tax-free form, to the person or group of persons intended to enjoy the benefit of the trust income.'*

Despite the relative simplicity of the Memorandum's examples (which are clearly avoidance), like dividend stripping, the legislature did not seek to place significant limitations on the scope of reimbursement agreement arrangements – with two exceptions, which are currently the subject of much controversy and will be discussed below.

LEGISLATION

The text of s.100A is a prime example of pre-plain English drafting (the string of five negatives in subsection (8) is particularly challenging). The general terms, however, can be simply summarised. Section 100A will apply where:

- A beneficiary of a trust estate, who is not under a legal disability, becomes presently entitled as a result of a reimbursement agreement.
- A reimbursement agreement is an agreement that provides for a payment to someone other than the presently entitled beneficiary.
- The reimbursement agreement was entered into for a particular purpose (or for purposes that included a particular purpose) of reducing income tax.
- The agreement was not entered into in the course of ordinary family or commercial dealing.

There are a number of extended definitions throughout the section, viz. 'payment' includes payment of money (including by way of loan), or transfer of property, or provision of services or other benefits; 'agreement' means any agreement, arrangement or understanding, whether formal or informal, whether express or implied and whether or not enforceable, or intended to be enforceable, ►

by legal proceedings, but does not include an agreement, arrangement or understanding entered into in the course of ordinary family or commercial dealing.

The courts' interpretation of these provisions over many years[6] has created relatively well-settled law on the meaning of 'reimbursement agreement':

- It need not be legally enforceable.
- The presently entitled beneficiary need not be a party to the reimbursement agreement, or even know of its existence.
- It must, however, precede the present entitlement of the beneficiary and the payment of money (etc.) to someone other than the presently entitled beneficiary.[7]

If s.100A applies, the present entitlement of the beneficiary is ignored for tax purposes (although not trust law purposes) with the result that the trustee is liable to be taxed on the presently entitled beneficiary's share of trust net income under s.99A.

There is no time limit on the operation of s.100A. It is very widely drafted but is intended to be constrained by 'ordinary family or commercial dealings'.

ORDINARY FAMILY OR COMMERCIAL DEALING – ARTIFICIAL OR NOT?

In 2010, in a published speech on Part IVA, Mr Peter Walmsley, the Deputy Chief Tax Counsel of the ATO, said:[8]

> *'The drafters of Part IVA were faced with two principal difficulties … the first, and the most important, was the necessity in the context of general provisions, to distinguish behaviour affected or indeed motivated, subjectively, by taxation considerations – which covers a lot of behaviour that is normal and expected and wholly inoffensive or even desirable – from* ***artificial tax avoidance****. The distinction that they derived from the cases was that between ordinary commercial or family dealing and its opposite.* ***But they were advised not to use the actual words "ordinary commercial or family dealing" – wisely, in the author's opinion as they are a little too vague and subjective****.'* (Emphasis added.)

Despite this previously held view by the ATO's Deputy Chief Tax Counsel, the recent draft tax ruling and associated products from the ATO profess much less uncertainty:

> *'Dealing is not ordinary just because it is commonplace. Similarly, dealing can fail to be ordinary even where it is not artificial.'*[9]

GUARDIAN

This last statement disagrees with the judgment of Logan J (as acknowledged in footnote 45 in *TR 2022/D1*). His Honour said:[10]

> *'Read in context, the adjective "ordinary" in "ordinary family or commercial dealing" has particular work to do. It is used in contradistinction to "extraordinary". It refers to a dealing which contains no element of artificiality…*
>
> *As it happens such an understanding of "ordinary family or commercial dealing" does accord with what the Judicial Committee in Newton and Heerey J in Rippon did not regard as tax avoidance.'*

This point will be a critical issue for the Full Court to determine.

EXAMPLES USED BY THE ATO

Between them, *TR 2022/D1*, *PCG 2022/D1* and *TA 2022/1* contain 23 examples of arrangements that, in the ATO's view, fall on either side of the demarcation between ordinary dealings and tax avoidance.

Many of these examples could be described as vanilla, including the paradigm-shifting examples in the taxpayer alert (which is not a draft). These examples relate to parents who are said to benefit from trust entitlements of children over 18 years of age. In example 1, the ATO states that it has particular concerns with making adult children who live at home presently entitled to trust income, which is used to repay the mortgage over the existing home owned by parents.

This example clearly shows that the ATO is prepared to apply s.100A to family dealings from which artificiality is completely absent, on the argument that such family dealings are not ordinary.

WHERE TO NEXT?

The consultation period for the drafts expired in April 2022 and, if recent history is a guide, it is unlikely the Commissioner will change the view he has expressed. In addition, the appeal in *Guardian* will be heard by the Full Court, likely this calendar year. In the meantime, year-end trust distributions must take the draft ruling, compliance guidance and taxpayer alert into account.

Although the Full Court decision in *Guardian* is likely to assist in the interpretation of s.100A, there is a real risk of it being viewed as confined to the specific facts, whatever the outcome.

CONCLUSION

This issue is too important and prevalent to be left in its current state. Section 100A is not a provision that has had the benefit of the analysis and jurisprudence that has attended the development of Part IVA. It is an anachronism in the modern anti-avoidance regime.

It is far preferable for the Commissioner's concerns relating to the perceived misuse of discretionary trusts to be properly considered by parliament and, if necessary, the subject of specific legislation that better addresses these concerns. ■

1 (s.100A of the ITAA 1936), particularly in light of a recent Federal Court decision of Logan J (on appeal) and an imminent tax ruling from the Commissioner. **2** *Newton* v *Federal Commissioner of Taxation* (1958) 98 CLR 1 **3** *Guardian AIT Pty Ltd ATF Australian Investment Trust* v *Commissioner of Taxation* [2021] FCA 1619 **4** QUD 36/2022 **5** *Heather* v *P-E Consulting Group Ltd* [1972] EWCA Civ J0714-2, speaking of the distinction between capital and revenue. **6** Key cases include *East Finchley* v *FCoT* (1989) 90 ALR 457, *CoT* v *Prestige Motors Pty Ltd* (1998) 82 FCR 195, *Idlecroft Pty Ltd* v *CoT* (2005) 144 FCR 501, *FCoT* v *Consolidated Media Holdings Ltd* (2012) 250 CLR 503 and more recently *Guardian*. **7** *Guardian* at [128] to [132] **8** *The Tax Specialist*, 14:2 (October 2010) **9** *TR 2022/D1* at [79] **10** *Guardian* at [144] and [145]

Case summary: *BSJ* [2022] QCAT 51

DARRYL BROWNE TEP, PRINCIPAL, BROWNE.LINKENBAGH LEGAL SERVICES

The events that lead BSJ and his family to the Queensland Civil and Administrative Tribunal (QCAT) have a depressingly familiar refrain.[1] This includes the presence of a solicitor caught in the crosshairs.[2] The positive news is the predictable outcome.

THE FATHER'S CIRCUMSTANCES

At 90 years old, recently widowed and with a long history of serious illness, BSJ transferred his home to his daughter for 'natural love and affection'. Two of the father's children brought the application for a declaration as to the incapacity of their father to transfer his home to his daughter. One side of the father's duplex home had been his home from 1986. The other half had been the home of his daughter, and her family, from 1987. She paid AUD100 per week rent thereafter.

BACKGROUND

In September 2018, the daughter took her father to his long-standing general practitioner for an assessment on testamentary capacity. The doctor gave a certificate to that effect. Three days later, she took him to a solicitor, who had not acted for him previously, to make a will.

BSJ told the solicitor that he wanted to be sure his daughter received the home. He stated that he had been fair and generous to his two other children and they were comfortable financially. The solicitor explained about the possibility of family provision claims and contests to the will based on testamentary undue influence. BSJ said that if his will was not a sure thing, he wanted to transfer the home while he was alive. The solicitor explained options of the daughter purchasing the home, the creation of a joint tenancy ownership or entirely gifting it to her. BSJ said he would give his daughter the home.

The solicitor advised BSJ to speak to Centrelink about whether there was any merit in a granny flat agreement that could provide him with security. The solicitor pointed out that if the daughter owned the home, she could effectively do whatever she liked with it. If BSJ needed to fund aged-care accommodation, he would not be able to do so.

THE TRANSACTION

The daughter obtained an appraisal of the home of AUD950,000 to AUD1.1 million. She and her father spoke to Centrelink about a granny flat agreement. They agreed to put this in place. No independent legal or financial advice was obtained in relation to that agreement. They attended the solicitor again to execute a transfer of the home 'for the natural love and affection borne by the transferor to the transferee'. It was not until two months later that they signed a handwritten 'granny flat agreement' prepared by the daughter.

THE LEGISLATIVE FRAMEWORK

QCAT considered the application of a statutory definition of 'capacity'[3] in deciding whether the transfer of the father's home to his daughter was valid. Because the statutory definition picked up the common-law understanding of mental capacity and the equitable doctrine of undue influence, the decision has a relevance beyond its statutory setting.[4]

UNDUE INFLUENCE

PRESUMPTION

By reason of legislation peculiar to Queensland,[5] undue influence was presumed because BSJ had appointed his daughter as his attorney, notwithstanding that the daughter had never acted as his attorney.[6] However, a presumption of undue influence would have existed in any event.[7] This is because a presumption arises under equitable principles if a special relationship exists at the relevant time and the transaction involved an amount:

'so substantial, or so improvident, as not to be reasonably accounted for on the grounds of friendship, relationship, charity or other ordinary motives on which ordinary persons act'.[8]

By reason of legislation peculiar to Queensland, undue influence was presumed because BSJ had appointed his daughter as his attorney, notwithstanding that the daughter had never acted as his attorney'

A special relationship was established because at the time of the transfer BSJ was highly dependent on his daughter for transport to the shops, medical appointments and financial and personal decision-making. QCAT considered the transfer was improvident because BSJ gave away his most significant asset, leaving him vulnerable in the event of the vicissitudes of life, such as a falling out with his daughter, her death or divorce, or his need for a higher degree of care than the daughter could provide.

Also, QCAT found that the daughter's secrecy in relation to the transfer and the granny flat agreement was consistent with undue influence.[9]

'QCAT considered the test for BSJ's mental capacity to understand the nature and effect of the gift was the test of mental capacity developed by ecclesiastical (i.e., probate) courts to make a will, i.e., testamentary capacity'

DEFENCE

The daughter sought to rebut the presumption of undue influence on various bases. First, the daughter relied on BSJ receiving independent legal advice. QCAT considered the solicitor had not acted to truly protect BSJ from himself. For instance, the solicitor did not give written advice that may have allowed some reflection upon the risks associated with the proposed transfer, given that he was given a lot of information at the first meeting.

The solicitor did not recommend that she review or draft a granny flat agreement before the transfer was effected, so as to secure BSJ's interest in the home for the balance of his life. The solicitor did not recommend that the daughter take advice as to her own obligations.

Second, the daughter relied on the protection given BSJ by the granny flat agreement. This was idiosyncratically drafted by the daughter without legal assistance. QCAT observed that the agreement contained no promise that the daughter would provide any care or security of accommodation to BSJ over his lifetime. The result was that BSJ would have to navigate a range of complex legal issues traversing contract, equity, trusts and contrary legal presumptions if he had to recover the home or compensation for failure of an agreement with his daughter. QCAT concluded that the granny flat agreement did not protect BSJ's interests.

Third, it was argued that BSJ wanted to remove the home from his estate so that it would not be the subject of a family provision claim after his death. QCAT rejected this as a defence:

> *'Accepting that was a motivation for the transfer, does not however establish that BSJ's motivation was not affected by undue influence. BSJ's motivation does not minimize his age, infirmity and dependence on [his daughter]. Establishing a motivation for the transfer does not show independence and a "footing of equality".'*[10]

MENTAL CAPACITY

QCAT was not satisfied that the daughter had rebutted the presumption of undue influence[11] but it also considered whether BSJ lacked mental capacity at the time of the transfer. QCAT observed that the father's gift comprised the bulk of his estate and pre-empted his will. In that situation, QCAT considered the test for BSJ's mental capacity to understand the nature and effect of the gift was the test of mental capacity developed by ecclesiastical (i.e., probate) courts to make a will, i.e., testamentary capacity.[12]

After reviewing the evidence, QCAT was satisfied that BSJ may have understood the nature of the transaction. However, because of the improvidence of the gift made, the lack of sufficient independent legal advice and the lack of any certain right to live in the home, it was not satisfied that he understood its effect.

Also relevant in that regard was BSJ's apparent misunderstanding of the claims each of his children might have on his estate.[13]

QCAT noted the very substantial benefit received by the daughter and her family, through residing in the home for minimal rent over a period of 34 years. BSJ had ignored this assistance and was wrong about the assistance given to his two other children. Applying the test for testamentary capacity, these issues went to BSJ's ability to evaluate and discriminate between the respective strengths of the claims of his children to his estate.[14]

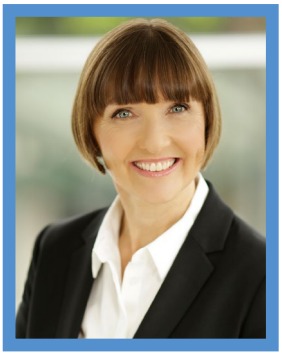
QCAT disregarded the favourable opinion of BSJ's mental capacity formed by his doctor and solicitor as each were missing relevant pieces of information, such as the daughter's justifications for the gift. QCAT found that the presumption of mental capacity for the decision in question was rebutted on the evidence, and that BSJ lacked the mental capacity to make a gift of the home to his daughter. ■

1 Another recent case with similar facts is *McFarlane* v *McFarlane* [2021] VSC 197. **2** Other recent cases include *Reilly* v *Reilly* [2017] NSWSC 1419 (maintained on appeal in *McFee* v *Reilly* [2018] NSWCA 322), where the solicitor was liable for negligence, *Wardle* v *Wardle* [2021] NSWSC 1529 (where the solicitor was referred for disciplinary action), as well as *Wylie* v *Wylie* [2021] QSC 210 and *Turner* v *O'Bryan-Turner* [2022] NSWCA 23, where the solicitors suffered reputation damage. **3** sch.4 of the *Guardianship and Administration Act* 2000 (Qld) **4** The decision also deals with the application of *Human Rights Act 2019* (Qld) but that part of the decision is not the subject of this discussion of the case. **5** s.87, *Powers of Attorney Act* 1998 (Qld) **6** [2022] QCAT 51, [68] relying on *Smith* v *Glegg* [2004] QSC 443, [40] **7** *BSJ* [2022] QCAT 51, [149] **8** *Quek* v *Beggs* (1990) 5 BPR 11,761, 11,764 **9** *Id* at [164] **10** [2022] QCAT 51, [153] citing *Baker* v *Afoo* [2014] QSC 46, [97] **11** *Id* at [199] **12** [2022] QCAT 51, [56]–[57] referring to *Crago* v *McIntyre* [1976] 1 NSWLR 729, 741 **13** *Id* at [202]–[203] **14** *Id* at [209]

MENTEE PROFILE

Introducing...

JENNIFER SHEEAN TEP, BARRISTER, INNS OF COURT



CAN YOU GIVE US SOME INSIGHT INTO YOUR EXPERTISE?

I was admitted as a solicitor in 1992 and called to the Bar in 2011. As a solicitor, I worked in general practice, with a strong interest in equity, trusts and succession law. Since coming to the Bar, my practice, happily, has been primarily in those areas, although I have also practised in other areas, such as family law and commercial disputes.

WHAT MOTIVATED AND INSPIRED YOU TO HAVE THE EXPERTISE YOU HAVE TODAY?

When I was studying, I became the associate to the late Roddy Meagher when he was a Judge of Appeal in the Supreme Court of New South Wales. He co-authored text books on equity and trusts so conversations with him really piqued my interest in those areas. I was drawn to succession law because of the intensely human aspect of it.

WHY DID YOU BECOME A PART OF THE STEP AUSTRALIA MENTORSHIP PROGRAMME?

That was a happy accident. I heard that my mentor had volunteered to be part of the programme and I really wanted to work with her. She has expertise in tax law and that was an area in which I wanted to expand my knowledge. But, beyond that, she has always struck me as a lovely person so I was keen to get to know her better.

WHAT DOES BEING A PART OF THE MENTORSHIP PROGRAMME MEAN TO YOU?

It has been a fabulous opportunity to learn more about tax law, with an emphasis on the international aspect of Australian tax law. I have a sound knowledge of cross-border estate issues (thanks largely to the STEP course I undertook some years ago). As happenstance would have it, my mentor has a keen interest in the international aspect of estate tax law, so we have been able to discuss our interests at length because of the programme.

WHAT IS THE BEST ADVICE YOU HAVE BEEN GIVEN DURING THE MENTORSHIP PROGRAMME?

I think it has been coming to the realisation that some of what is largely assumed as the way tax law works when you have an overseas-based executor has missed some of the story. So, maybe the best advice given is to read the legislation thoroughly and not assume that the general approach is the complete story.

WHAT VALUE HAVE YOU GAINED BY BEING A PART OF THE MENTORSHIP PROGRAMME?

I have a much more solid appreciation and understanding of the way that Australian tax law works in relation to estates and of the potential issues that can arise, as well as a better understanding of how it operates when you have international connections.

WOULD YOU RECOMMEND THE MENTORSHIP PROGRAMME?

Absolutely. My mentor considers that we have a peer-to-peer relationship and kindly says that I have given her some insights into estate law. Whether this is simply kindness or truth, I don't know. But I know I have gained a lot from the programme. ■

> STEP is the global professional association for practitioners who specialise in family inheritance and succession planning
>
> STEP
> ADVISING FAMILIES ACROSS GENERATIONS

ADVOCACY
We want to hear from you!

Do you have a burning policy issue that needs to be given the voice of STEP? STEP members, we want to hear from you! We welcome your input, thoughts and feedback on policy issues you would like to see STEP involved in.

To view the full catalogue of submissions made by the STEP Australia Policy Committee, visit: www.stepaustralia.com/advocacy-and-policy-submissions-in-australia

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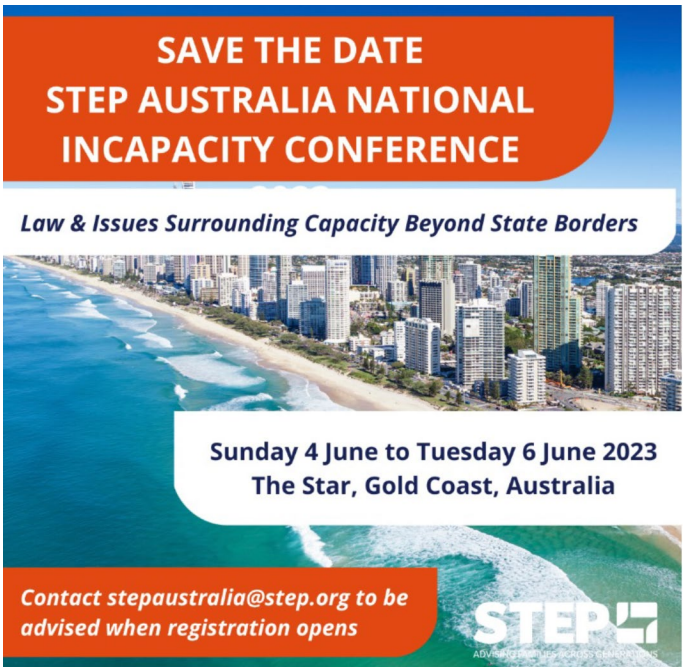
SAVE THE DATE: STEP AUSTRALIA NATIONAL INCAPACITY CONFERENCE 2023

This will be STEP Australia's first National Incapacity Conference. This STEP conference will bring together leading minds in capacity from across STEP Australia and beyond. The programme will provide an unparalleled opportunity to network with Australian trust and estate practitioners. It is not to be missed.



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