The Activity of Corporate Legal Departments of Uzbekistan In Ensuring the Methodological and Normative Work of The Company: Taking Advanced Foreign Experience into Account

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Abstract

Drawing on a comparative-legal methodology, the article examines the methodological and norm-setting (internal rule-making) function of corporate legal departments in Uzbekistan against advanced foreign practice in the USA, the European Union, the United Kingdom, Germany, Japan, the Republic of Korea, South Africa and the CIS/Central Asian states. Thirteen systemic problems are identified and substantiated – from the regulatory uncertainty of in-house counsel status and the absence of in-house legal privilege to an underdeveloped compliance function, a reactive model of legal work and a digitalisation gap. The analysis relies on statistical data of the Association of Corporate Counsel (ACC), ISO standards (ISO 37301, ISO 31000), the G20/OECD Principles of Corporate Governance 2023, the UN Guiding Principles on Business and Human Rights, and the case law of the CJEU (Akzo Nobel, AM & S), the US Supreme Court (Upjohn) and the ECtHR (Michaud). Ten reform directions are proposed in the context of Uzbekistan's ongoing legal reforms.

Keywords: Legal department, in-house counsel, methodological work, internal rule-making, compliance, legal risk management, corporate governance, legal professional privilege, legal operations, Uzbekistan, ACC.

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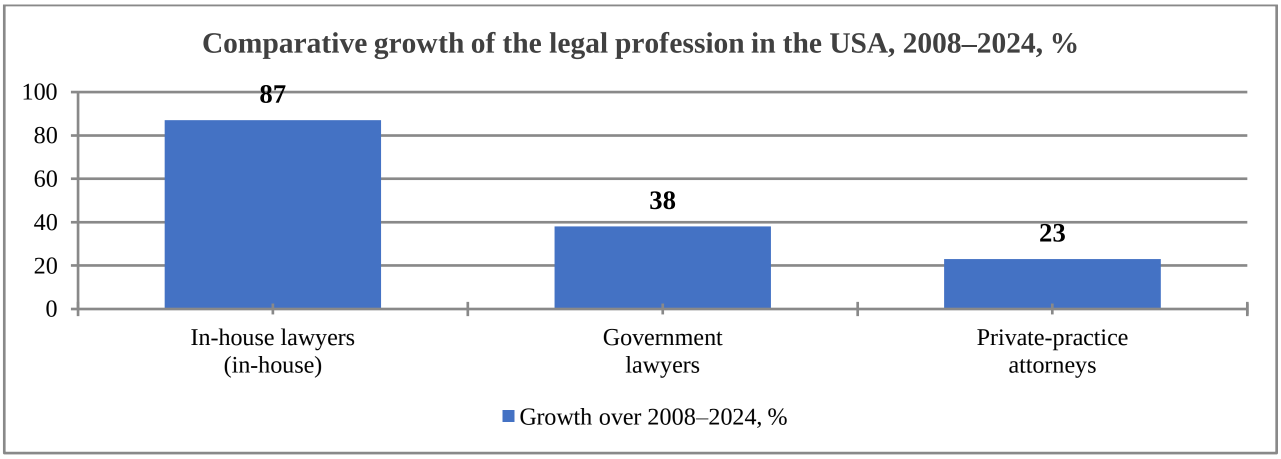
1. Introduction

The modern company operates in an environment in which law has ceased to be solely an external constraint and has become an instrument for creating value. In these conditions a company's legal department performs not only the traditional claims-and-litigation and contractual work, but also two systemic functions – the methodological one (the development of uniform approaches, standards and methods of legal work, ensuring uniformity in the application of law within the organisation) and the normative one (local rule-making: the drafting of charters, policies, regulations, statutes, model contract forms and other corporate acts). It is precisely these two functions that determine whether a company's legal system is a sum of disparate reactions to arising disputes or an integral mechanism for the prevention of risks.

The global dynamic is telling. According to the Association of Corporate Counsel (ACC), the number of in-house counsel in the USA over the period 2008–2024 grew from 78,000 to 145,000, that is by 87%, substantially outpacing the growth rates of private-practice attorneys (23%) and government lawyers (38%) . The ACC itself unites around 50,000 members working in more than 10,000 organisations across over a hundred countries. This testifies to a global shift of the centre of gravity of the legal profession “inside” business and to the transformation of the chief lawyer (Chief Legal Officer, CLO) into a figure of strategic level, forming part of the company's senior management.

Figure No. 1.

COMPARATIVE GROWTH OF THE LEGAL PROFESSION IN THE USA, 2008–2024



The relevance of the topic is reinforced by the contemporary dynamics of the profession. The annual survey of the Association of Corporate Counsel for 2026, covering 1,049 chief legal officers from 43 countries, records the definitive transformation of the corporate lawyer into a strategic figure: the management of regulatory and geopolitical risks, questions of trade and tariffs, and the regulation of artificial intelligence have come to the fore, while chief legal officers are increasingly expected to possess technological and managerial competence. For the Republic of Uzbekistan, which attracts foreign investment and is integrating into international production-and-supply chains, the quality of the methodological and normative work of the legal department directly determines investment attractiveness, the manageability of legal risks and the sustainability of business.

The Republic of Uzbekistan is carrying out a large-scale legal reform. By Presidential Resolution of 19 January 2017 No. PP-2733 the Regulation on the Legal Service of State Bodies and Organisations was approved, and the Ministry of Justice was designated the authorised body for the coordination and methodological support of the activity of legal services. By Decree of 9 January 2019 No. UP-5618 systematic work on raising legal culture was consolidated; in 2024 the Law “On the Provision of Legal Assistance at the Expense of the State” was adopted, and the Ministry of Justice was additionally vested with powers for the methodological support of the application of law in state bodies and organisations. From 2026 the new Law “On Limited Liability Companies” (ZRU-1137 of 21 April 2026) enters into force, changing the corporate-law landscape. However, the key feature of the reforms is that the normative framework of the legal service has been built predominantly for the public sector; the activity of the legal departments of private companies, including foreign-invested enterprises, remains poorly regulated and methodologically unsupported.

Table No. 2.

DEVELOPMENT OF THE NORMATIVE FRAMEWORK OF THE LEGAL SERVICE IN THE REPUBLIC OF UZBEKISTAN

Year	Act	Content
2017	Presidential Resolution No. PP-2733	Regulation on the legal service of state bodies and organisations; the Ministry of Justice – the authorised body for methodological support
2019	Presidential Decree No. UP-5618	Systematic work on raising legal culture in society
2024	Law “On the Provision of Legal Assistance at the Expense of the State”	Expansion of the methodological support of the application of law in state bodies and organisations
2025	Presidential Decree No. UP-232	Reform of legal education
2026	Law No. ZRU-1137 “On LLCs”	Renewal of the corporate-law landscape (enters into force from 2026)

The practical significance of the topic is confirmed by investment-arbitration practice. In the case of Metal-Tech Ltd. v. Republic of Uzbekistan (International Centre for Settlement of Investment Disputes, 2013) the investor lost protection and claims in the amount of approximately USD 174 million, because the investment was found to be tainted as a result of corruption that had not been detected by proper legal due diligence. This example shows that the methodological and normative functions of the legal department are not an auxiliary technical task but a key mechanism for protecting the company's assets, preventing legal risks and upholding the rule of law. Therefore the improvement of these functions in the private sector acquires not only a doctrinal but also a direct economic significance.

The aim of the article is to substantiate, on the basis of advanced foreign experience, the ways of improving the methodological and normative work of the legal departments of companies in Uzbekistan. The tasks are: (1) to reveal the theoretical content of the methodological and normative functions; (2) to systematise foreign models of organising in-house legal work; (3) to identify and substantiate no fewer than ten systemic problems; (4) to propose measures drawing on international standards and national reforms.

The scientific novelty lies in a comprehensive comparison of Uzbek practice with the models of the USA, the EU and Asia specifically in terms of the methodological and local rule-making function, which in domestic literature traditionally remains in the shadow of procedural representation.

2. Methods

The methodological basis of the study comprised general-scientific and special-scientific methods. The comparative-legal method is applied to compare the continental, Anglo-American and Asian-African models of organising the legal department; its heuristic value for post-Soviet legal orders is substantiated in the works of Academician A.Kh. Saidov (Doctor of Juridical Sciences, professor, academician of the Academy of Sciences of the Republic of Uzbekistan, director of the National Centre of the Republic of Uzbekistan for Human Rights) and Academician M.K. Suleimenov (Doctor of Juridical Sciences, professor, academician of the National Academy of Sciences of the Republic of

Kazakhstan, director of the Research Institute of Private Law of Caspian University). The formal-legal (doctrinal) method is used in analysing the norms of Regulation PP-2733, the Law on LLCs and foreign acts. The statistical method is implemented through drawing on the data of the ACC, the OECD and ISO. The method of case-law analysis (case study) is employed in studying the judgments of the CJEU, the US Supreme Court and the ECtHR. The systemic-structural and historical-legal methods made it possible to trace the evolution of "legal work in the national economy" from Soviet doctrine to the modern concept of legal operations.

The empirical basis is formed by: the current legislation of Uzbekistan, Russia, Kazakhstan, the EU states, the USA, Japan and South Africa; acts of the OECD, the UN, the Council of Europe and the EBRD; ISO standards; the statistical surveys of the ACC; as well as the monographs and articles of more than fifty scholars of Uzbekistan, Central Asia, the CIS, Europe, the Americas, Asia and Africa.

Particular attention is paid to the doctrinal toolkit of entrepreneurial and corporate law. Methodologically, the work relies on the works on entrepreneurial (economic) law by E.P. Gubin (Doctor of Juridical Sciences, professor, head of the Department of Entrepreneurial Law of the Faculty of Law of Lomonosov Moscow State University) and I.V. Ershova (Doctor of Juridical Sciences, professor, head of the Department of Entrepreneurial and Corporate Law of the Kutafin Moscow State Law University) , on the Uzbek school of entrepreneurial law of Sh.N. Ruzinazarov (Doctor of Juridical Sciences, professor of Tashkent State University of Law) , on the doctrine of joint-stock and corporate law of V.V. Dolinskaya (Doctor of Juridical Sciences, professor of the Kutafin Moscow State Law Academy) , as well as on the Kazakh civil-law scholarship of F.S. Karagusov (Doctor of Juridical Sciences, professor) . This made it possible to regard a company's local rule-making as an element of the system of entrepreneurial-legal regulation. The method of legal modelling was additionally applied – in comparing national solutions with the model acts of the CIS – together with the method of interpretation in analysing supranational standards.

The empirical basis of international-legal sources is expanded through anti-corruption and compliance instruments directly addressing the private sector: the UN Convention against Corruption of 2003, the Council of Europe Conventions on criminal-law and on civil-law liability for corruption , the African Union Convention on Preventing and Combating Corruption , the documents of the Shanghai Cooperation Organisation and the model legislation of the CIS . Account is also taken of the ADB/OECD Anti-Corruption Initiative for the Asia-Pacific region, of which the Republic of Uzbekistan became a full participant (the 35th economy) in September 2025, and the national anti-corruption legislation of the USA (FCPA), of the states of Asia and of Africa.

The empirical base of case law was supplemented by judgments directly affecting the Uzbek jurisdiction and the institution of the internal legal function: the arbitral award in Metal-Tech Ltd. v. Republic of Uzbekistan (ICSID, 2013), as well as the practice of the English courts on the limits of legal privilege in internal investigations – SFO v ENRC and Three Rivers (No. 6). The statistical basis is updated by the data of the annual survey of chief legal officers of the ACC for 2026 (1,049 respondents from 43 countries).

3. Results

1. The methodological and normative functions of the legal department: theoretical content. In legal theory the methodological function of the legal department rests on the category of legal means, developed by S.S. Alekseev (1924–2013; professor, corresponding member of the Russian Academy of Sciences, one of the founders of the theory of legal means), who regarded them as instruments for achieving socially useful aims, uniting norms, legal relations and acts of realisation . B.I. Puginsky (professor of the Department of Commercial Law and Fundamentals of Jurisprudence of the Faculty of Law of Lomonosov Moscow State University) transferred this instrumental approach into the sphere of commercial law, showing that the effectiveness of economic activity directly depends on the quality of the legal means employed and the methodology of their application. The normative function is theoretically conceptualised in the conception of corporate (local) rule-making of T.V. Kashanina (professor, one of the leading Russian specialists in the theory of corporate law and legal technique), who for the first time in post-Soviet scholarship systematically described corporate norms as an autonomous regulator that supplements and concretises legislation. Thus the methodological function answers the question "how to work with the law", while the normative function answers "by what internal rules".

The historical-legal context is important: the Soviet doctrine of "legal work in the national economy" (I.E. Zamoisky) already singled out the securing of contractual discipline and legality as the core of the legal adviser's activity. Yu.A. Tikhomirov (professor, Honoured Scientist of the Russian Federation, chief research fellow of the Institute of Legislation and Comparative Law under the Government of the Russian Federation) substantiated that the quality of legal regulation is determined not only by laws but also by the subordinate-legislation and local levels, between which methodological consistency is required. In the conception of economic (entrepreneurial) law of V.V. Laptev (professor, corresponding member of the Russian Academy of Sciences, founder of the school of economic law) , V.K. Mamutov (professor, academician of the National Academy of Sciences of Ukraine, director of the Institute of Economic and Legal Research of the National Academy of Sciences of Ukraine) , V.S. Martemyanov and V.S. Anokhin in-house regulation is regarded as an organic part of the legal mechanism of economic management. Modern corporate-law scholarship (E.A. Sukhanov , I.S. Shitkina , A.V. Gabov , V.K. Andreev) links local rule-making with corporate governance and the allocation of the competence of bodies, while V.F. Yakovlev (1932–2018; professor, corresponding member of the Russian Academy of Sciences, adviser to the President of the Russian Federation, one of the drafters of the Civil Code of the Russian Federation) and M.I. Braginsky together with V.V. Vitryansky link it with contractual methodology. In the Uzbek and Central Asian tradition, contributions to the doctrine of civil-law means were made by Kh.R. Rakhmankulov (professor, academician of the Academy of Sciences of the Republic of Uzbekistan, one of the founders of the Uzbek civil-law school) , O. Okyulov (professor, Honoured Lawyer of the Republic of Uzbekistan) , I.B. Zakirov , B.A. Samarkhodzhaev , I.R. Rustambekov , S.S. Gulyamov , as well as the Kazakh school of Yu.G. Basin (1923–2003; Doctor of Juridical Sciences, professor, Honoured Scientist of Kazakhstan, founder of the Kazakh civil-law school) and A.G. Didenko .

Figure No. 3.

THE TWO SYSTEMIC FUNCTIONS OF A COMPANY'S LEGAL DEPARTMENT

THE COMPANY'S LEGAL DEPARTMENT	
METHODOLOGICAL FUNCTION	**NORMATIVE FUNCTION**
Development of uniform approaches, standards and methods of legal work; ensuring uniformity in the application of law; legal risk management; methodological support of contractual and claims-and-litigation work	Local rule-making: the drafting of charters, policies, regulations, statutes, model contract forms and other corporate acts; legal review of local documents

2. Advanced foreign experience: **a comparative overview of models.** The Anglo-American model. In the USA the chief lawyer has evolved from a "technical adviser" into a strategic partner of senior management. B. Heineman, for many years the general counsel of General Electric, described this as the resolution of the "partner-guardian tension": the corporate lawyer simultaneously assists the business and safeguards legality, and it is precisely the methodology of combining these roles that determines the value of the function. The former Chief Justice of the Supreme Court of the State of Delaware, E.N. Veasey, and C.T. Di Guglielmo called the CLO an "indispensable counsel", emphasising his role in building internal control systems. As early as 1985 A. and A.H. Chayes studied the relationship between the in-house lawyer and the elite law firm, noting the shift of the centre of gravity of legal work inside the corporation. R.E. Rosen in 1989 recorded the "inside counsel movement" and the problem of professional judgment within the organisation; S.H. Duggin connected the role of the general counsel with corporate integrity, while D. DeMott (Deborah A. DeMott, professor of corporate law at Duke University School of Law, USA) described the "discrete roles" of the general counsel as adviser, manager and guardian simultaneously. Developing this line, Sung Hui Kim (professor at the University of California, Los Angeles School of Law, UCLA) revealed the function of the in-house lawyer as a "gatekeeper" and substantiated the methodology of his response to detected corporate violations , while M. Regan (Milton C. Regan Jr., professor at the Law Center of Georgetown University, USA) examined the ethical conflicts of corporate lawyers under conditions of commercial pressure and incentive systems .

A key role is played by the institution of the privilege of confidentiality of legal advice. In the case of Upjohn Co. v. United States (1981) the US Supreme Court extended the attorney-client privilege to communications of in-house lawyers with employees of the corporation, which made it possible to conduct full-fledged internal investigations and compliance programmes . This is paralleled by § 307 of the Sarbanes-Oxley Act of 2002 and Rule 1.13 of the ABA Model Rules of Professional Conduct ("organisation as client"), which methodologically enshrine the algorithm of the lawyer's actions upon detecting violations. T. Rostain showed that the "age of compliance" has definitively turned the general counsel into an architect of systems for the prevention of violations ; J. Coffee described corporate lawyers among the "gatekeepers" of corporate governance ; G. Hazard emphasised the ethical dilemmas arising for the corporate lawyer at the intersection of the interests of the company and the law , while D. Langevoort and E. Soltes substantiated that a culture of compliance is more important than formal rules .

The continental (European) model. Here the status of the in-house lawyer is fundamentally different. In the case of Akzo Nobel v European Commission (C-550/07 P, 2010) the CJEU confirmed that the correspondence of an undertaking with an in-house lawyer is not protected by legal privilege in the Commission's antitrust investigations, because an employed lawyer does not possess sufficient independence from the employer; the judgment developed the earlier approach of the case AM & S Europe (155/79, 1982). A. Higgins and C. Seitz critically assessed these conclusions, pointing to the risks for the quality of internal legal advice. At the same time, the ECtHR in the case of Michaud v. France (2012) recognised the professional secrecy of the lawyer as a value protected by Article 8 of the Convention, although one permitting limitations for the purposes of combating money laundering. The practical conclusion for methodology is that in the EU companies are compelled to structure internal procedures so that critically sensitive legal assessments are prepared with the involvement of external lawyers – which in itself is a methodological standard adopted by transnational groups.

Comparative-legal scholarship (R. Kraakman, J. Armour, H. Hansmann, K. Hopt, H. Kanda et al.) shows that the function of internal control and compliance is embedded in the "anatomy" of corporate law irrespective of the jurisdiction ; K. Hopt (Klaus J. Hopt, professor, emeritus director of the Max Planck Institute for Comparative and International Private Law, Hamburg) systematised the international standards of corporate governance , R. McCormick introduced the category of "legal risk" as an autonomous object of management , while C. Hodges integrated the theories of regulation, enforcement and business ethics .

In the Asian model (Japan, the Republic of Korea) the emphasis is placed on embedding the legal function into the system of corporate governance through the corporate-governance codes of the exchanges; H. Kanda (Hideki Kanda, professor of law at Gakushuin University, professor emeritus of the University of Tokyo, Japan) described the Japanese specificity of the relationship between law and governance. In Africa the reference point is the King IV Report (South Africa) under the chairmanship of M. King (Mervyn E. King, Senior Counsel, former judge of the High Court of South Africa), which enshrined the principle of "apply and explain" and integrated governance, in which the legal function is responsible for ethics and compliance.

The methodological toolkit of comparative corporate law is generalised in the works of P. Davies (Paul L. Davies, emeritus professor of the University of Oxford) and C. Milhaupt (Curtis J. Milhaupt, professor at Stanford Law School, USA), who revealed the interdependence of law and economic institutions ; G. Miller (Geoffrey P. Miller, professor at New York University School of Law, USA) proposed an integral methodology of governance, risk management and compliance .

Table No. 4.

COMPARATIVE CHARACTERISTICS OF THE MODELS OF ORGANISING THE IN-HOUSE LEGAL FUNCTION

Model	Key features	Doctrinal reference points
Anglo-American (USA, United Kingdom)	The chief lawyer (CLO) – a strategic partner of senior management; the "gatekeeper" function; the "attorney-client" privilege (Upjohn)	B. Heineman, E.N. Veasey, D. DeMott, J. Coffee, S.H. Kim, M. Regan
Continental-European (Germany, France, EU)	Emphasis on corporate governance and compliance; limited privilege for in-house lawyers (Akzo Nobel)	K. Hopt, R. McCormick, C. Hodges, P. Davies
Asian (Japan, the Republic of Korea)	Embedding of the legal function through the corporate-governance codes of the exchanges; internal control systems	H. Kanda, C. Milhaupt
African (South Africa)	Integrated governance; the "apply and explain" principle; the King IV Report	M. King

International standards form the common methodological framework. The G20/OECD Principles of Corporate Governance 2023 directly require that the board of directors ensure the effectiveness of the systems of internal control, ethics and compliance, including in implementation of the OECD Anti-Bribery Convention.

The UN Guiding Principles on Business and Human Rights (J. Ruggie, 2011) introduced the standard of due diligence, which for legal departments became a new methodological task, which acquired binding form in EU Directive 2024/1760 (CSDDD). Finally, the ISO standards translate these requirements into the language of management systems: ISO 37301:2021 establishes the requirements for a compliance management system, while ISO 31000:2018 – for risk management. It is precisely these documents that form the "methodology" which developed legal departments incorporate into the company's internal acts.

Table No. 5.

KEY INTERNATIONAL STANDARDS AND COMPLIANCE INSTRUMENTS FOR THE CORPORATE LEGAL FUNCTION

Instrument	Year	Significance for the legal function
UN Convention against Corruption (UNCAC)	2003	Global framework for countering corruption, including in the private sector
Council of Europe Conventions (ETS No. 173 and No. 174)	1999	Criminal-law and civil-law liability for corruption; GRECO monitoring

Instrument	Year	Significance for the legal function
African Union Convention (Maputo)	2003	Regional standards for the prevention and suppression of corruption
US Foreign Corrupt Practices Act (FCPA)	1977	Extraterritorial liability for the bribery of foreign public officials
ISO 37301 standard	2021	Compliance management systems
ISO 31000 standard	2018	Risk management, including legal risks
G20/OECD Principles of Corporate Governance	2023	The role of the legal function in governance, control and reporting
EU Directive on Due Diligence (CSDDD)	2024	Due diligence in supply chains (ESG)

3. Systemic problems of the methodological and normative work of the legal departments of companies in Uzbekistan. A comparison of national practice with foreign models and international standards makes it possible to identify and substantiate thirteen interrelated problems.

Problem 1. The regulatory uncertainty of the status and functions of the legal department in the private sector. Regulation PP-2733 regulates in detail the legal services of state bodies and organisations, assigning to the Ministry of Justice methodological support, class ranks, attestation and annual reporting on the state of legality. However, these requirements do not directly extend to private companies, including foreign-invested enterprises. As a result, the methodological and rule-making functions in the private sector are carried out at the discretion of management, without uniform standards. The comparison is telling: even where foreign legal orders do not prescribe the structure of the legal department imperatively, developed "soft" standards (ACC, corporate-governance codes) are in force, which in Uzbekistan do not yet exist for companies.

Problem 2. The absence of an institution of confidentiality of legal advice (in-house legal privilege). Uzbek procedural legislation does not endow the communications of an in-house lawyer with the company with protection analogous to legal privilege. Against the background of the debate between Upjohn (USA) and Akzo Nobel (EU) it is evident that the absence of even limited protection undermines the possibility of honest internal legal assessments and investigations: a lawyer whose opinions may be freely seized and turned against the company is objectively limited in his methodological autonomy.

Problem 3. The underdevelopment of standards of legal work and methods of local rule-making. There are no national methodological recommendations on the drafting of a company's internal acts (policies, regulations, model contracts), on the legal review of local acts, or on the legal technique of corporate norms. The conception of corporate rule-making of T.V. Kashanina remains predominantly doctrinal and has not been operationalised into applied standards, which leads to heterogeneity and inconsistency of local acts even within a single group of companies.

Problem 4. Insufficient independence and uncertainty of subordination (the "partner-guardian" conflict). The tension described by B. Heineman between assisting the business and safeguarding legality is resolved in Uzbek companies, as a rule, in favour of the operational subordination of the lawyer to management. There are no guarantees of a direct line of communication of the chief lawyer with the owners or the supervisory board, which reduces the ability of the legal department to perform its controlling (guardian) methodological role.

Problem 5. A deficit of personnel and of narrow specialisation. The acute shortage of qualified lawyers has been officially recognised by the Ministry of Justice itself among the key problems of the legal sphere. There is a shortage of specialists in compliance, M&A, intellectual property, international commercial arbitration and data protection. Decree No. UP-232 of 26 November 2025 on reforming legal education and science creates the preconditions for a solution, but the gap with the needs of business persists.

Problem 6. The underdevelopment of the compliance function and of the integration of legal risk management. In contrast to the ISO 37301 and ISO 31000 standards and the requirements of the G20/OECD Principles 2023 on systems of internal control and compliance, Uzbek legislation does not impose on companies any requirements to have compliance systems (apart from certain sectors). The anti-corruption Law ZRU-419 creates a framework but does not operationalise corporate compliance as a methodology.

Problem 7. The dominance of a reactive model of legal work over a preventive one. The historical model of "securing contractual discipline" (I.E. Zamoisky) has in national practice been transformed predominantly into claims-and-litigation activity. The category of "legal risk" as an autonomous object of management (R. McCormick) remains unmastered: the legal department more often "puts out fires" than prevents them through the methodology of legal risk management.

Figure No. 6.

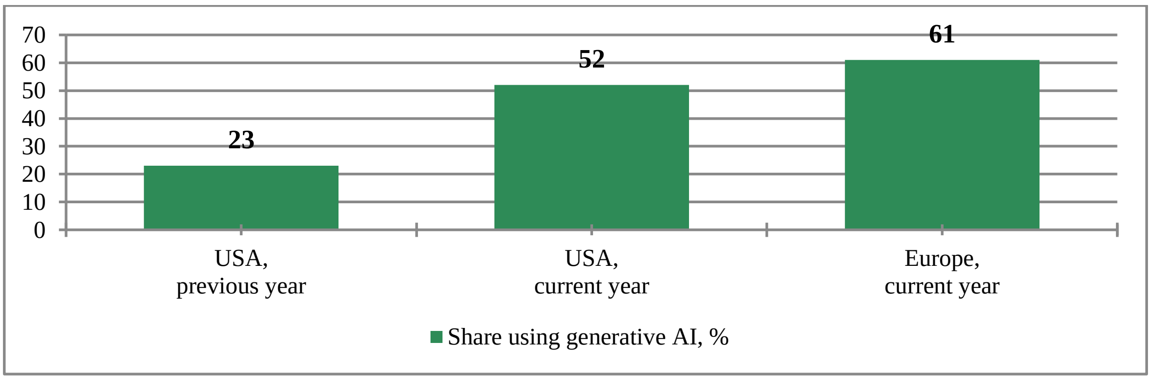
THE TRANSITION FROM A REACTIVE TO A PREVENTIVE MODEL OF LEGAL RISK MANAGEMENT

REACTIVE MODEL **"reaction to disputes"**	→	**PREVENTIVE MODEL** **"management of law as an asset"**
Claims-and-litigation work; elimination of the consequences of violations; episodic review of contracts; the legal function as a servicing one		Legal risk maps; pre-contractual and anti-corruption due diligence; compliance; early warning; the legal function as a strategic one

Problem 8. A low level of digitalisation and the absence of legal operations. According to the ACC, the use of generative artificial intelligence by in-house lawyers in the USA grew over a year from 23% to 52%, and in Europe reached 61%. Uzbek companies are for the most part deprived of legal-tech tools (systems for managing contracts, powers-of-attorney matrices and cases), which reduces the productivity and quality of methodological work and widens the gap with the global level.

Figure No. 7.

THE USE OF GENERATIVE ARTIFICIAL INTELLIGENCE BY IN-HOUSE LAWYERS



Problem 9. The absence of measurable performance indicators (KPIs) of the legal department. The contribution of the legal department to the company's value is, as a rule, not measured. Meanwhile, foreign practice (E.N. Veasey and C.T. Di Guglielmo; P. Dubey and E. Kripalani) offers methods of assessment through prevented losses, the speed of closing transactions, and the reduction of external legal expenses. Without metrics, the methodological function remains "invisible" to management.

Problem 10. The gap between a company's local acts and international regulation (ESG, due diligence). The requirements of due diligence in respect of human rights and sustainable development (the UN Guiding Principles; EU Directive 2024/1760) are acquiring an extraterritorial effect and affect Uzbek suppliers of transnational groups. Companies' local acts are not adapted to this, which creates a risk of losing export contracts.

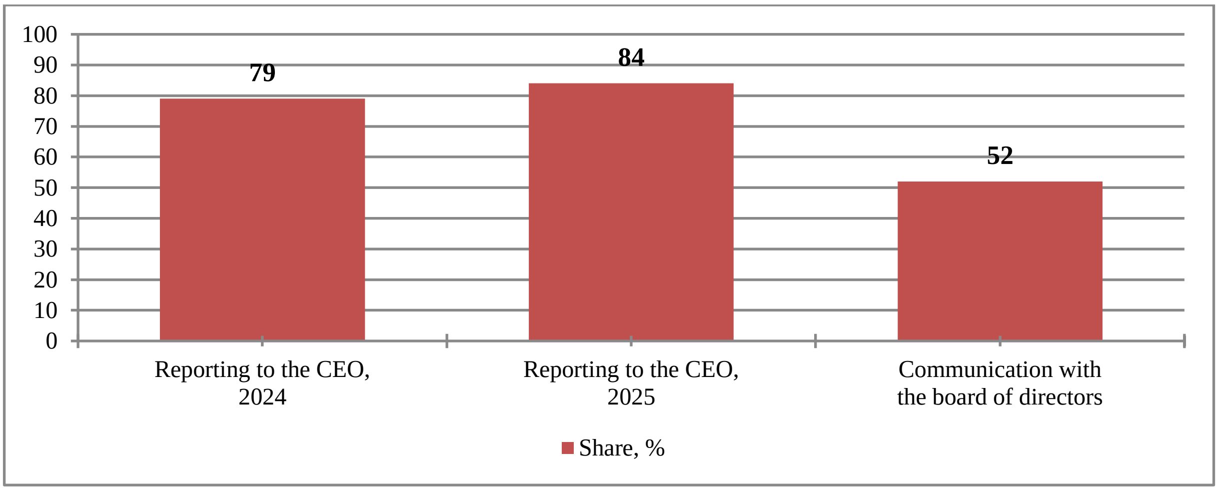
Problem 11. The weak participation of the legal department in corporate governance. The G20/OECD Principles 2023 assign to the board of directors a central role in the oversight of risks and compliance. However, in Uzbek companies the chief lawyer rarely has a "seat at the table" of the board and a direct line of reporting to it, which contradicts the DeMott model of the "discrete roles" of the lawyer and reduces his methodological influence.

Figure No. 8.

THE SUBORDINATION AND INVOLVEMENT

OF THE CHIEF LEGAL OFFICER (CLO)

ACCORDING TO THE ACC 2026 SURVEY



Problem 12. The absence of a methodology of uniformity in the application of law within groups and holdings. In the absence of in-house standards, subsidiaries interpret and apply the same norms differently. The conception of legal regulation of Yu.A. Tikhomirov concerning the consistency of the levels of regulation remains unrealised at the corporate level, which is especially critical for foreign-invested enterprises operating in several jurisdictions.

Problem 13. The gap between legal scholarship and practice; the non-participation of legal departments in legal monitoring. The legal departments of companies are weakly involved in the monitoring of the application of law and in regulatory impact assessment, whereas it is precisely they that accumulate unique practical information. The comparative-legal potential (A.Kh. Saidov) and the instruments of professional communities (on the ACC model) are used insufficiently.

Table No. 9.

SYSTEMIC PROBLEMS OF THE METHODOLOGICAL AND NORMATIVE WORK AND SPECIFIC WAYS OF SOLVING THEM

№	Systemic problem	Specific way of solving it (instrument, level of adoption)
1	**Regulatory uncertainty of the status and functions of the legal department in the private sector**	Model regulation on the legal department of a commercial organisation (resolution of the Cabinet of Ministers / order of the Ministry of Justice)
2	**Absence of confidentiality of legal advice**	A norm on limited privilege in the Economic Procedure Code and the Civil Procedure Code (on the Upjohn model, taking Michaud into account)
3	**Underdevelopment of standards and methods of local rule-making**	Methodological recommendations on the legal technique of corporate acts (the Ministry of Justice jointly with the Chamber of Commerce and Industry)
4	**Uncertainty of subordination (the "partner-guardian" conflict)**	Direct reporting of the chief lawyer to the supervisory board (the Corporate Governance Code, charters)
5	**Deficit of personnel and of narrow specialisation**	Master's specialisations (compliance, corporate law, M&A, IP, arbitration) within the framework of the reform of legal education (UP-232)
6	**Underdevelopment of the compliance function and of risk management**	A national compliance standard based on ISO 37301 and ISO 31000 in conjunction with ZRU-419
7	**Dominance of the reactive model over the preventive one**	Legal risk maps, pre-contractual review, due diligence of counterparties
8	**Low level of digitalisation, absence of legal operations**	Introduction of legal tech (management of contracts, powers of attorney, cases) and legal operations
9	**Absence of measurable performance indicators (KPIs)**	Metrics of the legal department's contribution (prevented losses, transaction timelines, savings) in the regulations on the department
10	**Gap with international regulation (ESG, due diligence)**	Adaptation of local policies to the UN Guiding Principles and EU Directive 2024/1760 (CSDDD)

№	Systemic problem	Specific way of solving it (instrument, level of adoption)
11	**Weak participation of the legal department in corporate governance**	Mandatory participation of the chief lawyer in strategic decisions and board meetings
12	**Absence of a methodology of uniformity in groups and holdings**	In-house standards of the interpretation and application of norms, uniform model forms
13	**Gap between scholarship and practice; non-participation in legal monitoring**	A national association of corporate counsel (the ACC model); inclusion in legal monitoring and RIA

4. A statistical cross-section. Quantitative data confirm the scale of the phenomenon and the magnitude of the gap. Set out below are key indicators of global practice relevant to the formulation of tasks for Uzbek companies.

Table No. 10.

SELECTED INDICATORS OF THE GLOBAL PRACTICE OF THE CORPORATE LEGAL FUNCTION

Indicator	Value	Source
Growth in the number of in-house lawyers in the USA, 2008–2024	78 000 → 145 000 (+87 %)	ACC, 2025
Growth in the number of private-practice attorneys (USA) over the same period	+23 %	ACC, 2025
ACC membership	≈ 50,000 lawyers, > 10,000 organisations, 100+ countries	ACC
2024 ACC CLO Survey: received a mandate to reduce legal expenses	42% of departments	ACC, 2024
Growth in the workload of the CLO over a year	59 %	ACC, 2024
Plan to invest in technologies for efficiency	45 %	ACC, 2024
Use of generative AI by in-house lawyers (USA), year on year	23 % → 52 %	ACC, 2025

Use of generative AI in Europe	61 %	ACC, 2025

As regards Uzbekistan, official statistics on private legal departments are not maintained, which is in itself an indicator of the problem; the need is indirectly evidenced by the deficit of legal personnel recognised by the Ministry of Justice and the dynamics of the reforms – from the Law on the Provision of Legal Assistance at the Expense of the State (2023) to the reform of legal education (UP-232, 2025).

4. Discussion

The comparative analysis reveals a fundamental asymmetry: in developed legal orders the methodological and normative functions of the legal department are institutionalised – through privilege (Upjohn), compliance standards (ISO 37301), corporate-governance requirements (G20/OECD) and due diligence (UNGP, CSDDD) – whereas in Uzbekistan they exist predominantly as the practice of individual companies without normative and methodological support in the private sector. This does not mean the necessity of a mechanical transplant: the experience of Akzo Nobel shows that even within the EU the status of the in-house lawyer remains a matter of dispute. Therefore reception must be selective and adapted to the national legal system, as required by the methodology of comparative law of Academician A.Kh. Saidov and Academician M.K. Suleimenov. The assessment of the commercial legislation of Uzbekistan carried out by the EBRD within the framework of the Legal Transition Programme also confirms that the effectiveness of legal norms is determined not only by their content but also by the quality of their application and institutional support.

Particular attention is warranted by the arbitral award in Metal-Tech Ltd. v. Republic of Uzbekistan (International Centre for Settlement of Investment Disputes, Case No. ARB/10/3, award of 4 October 2013), which graphically demonstrates the price of the absence of systemic compliance. The tribunal, composed of G. Kaufmann-Kohler, J. Townsend and C. von Wobeser, denied the investor protection, having established that the investment had been obtained as a result of corruption – payments under the guise of "consulting services" to persons connected with the authorities – and emphasised that international law protects only bona fide investments and contributes to "the affirmation of the rule of law". As a result, the claimant lost the possibility of recovering claims in the amount of approximately USD 174 million. For the corporate legal function this award serves as a practical argument in favour of a preventive compliance methodology: the anti-corruption due diligence of counterparties and transactions, the documenting of decisions and internal investigations are not a formality but a condition for protecting the company's assets and investments.

A comparison of normative sources confirms the international convergence towards extending anti-corruption and compliance standards to the private sector. The UN Convention against Corruption of 2003, the Council of Europe Conventions on criminal-law and on civil-law liability for corruption (with GRECO monitoring), the African Union Convention on Preventing and Combating Corruption of 2003, the model anti-corruption legislation of the CIS and the cooperation mechanisms of the SCO form a common framework into which the Uzbek reform organically fits. A landmark step was the accession of the Republic of Uzbekistan in September 2025 to the Anti-Corruption Initiative for the Asia-Pacific region of the OECD and the Asian Development Bank (ADB) as the 35th participating economy, which opens access to the Business Integrity Network and to corporate-compliance instruments of international level.

The question of the confidentiality of legal advice remains methodologically sensitive. The practice of the English courts – SFO v. ENRC (2018) and Three Rivers (No. 6) (2004) – shows that the protection of internal legal opinions and of the materials of internal investigations is possible only with a clear distinction between legal advice proper and the gathering of factual data, whereas the practice of the CJEU (Akzo Nobel) denies in-house lawyers privilege in antitrust cases. For Uzbekistan this means the necessity of a selective rather than a mechanical reception: the introduction of limited protection of internal legal opinions is capable of raising the quality of compliance and internal investigations, but requires coordination with national procedural law and with the guarantees of public interests.

Current empirical evidence confirms the strategic trajectory of the function. According to the annual survey of 1,049 chief legal officers from 43 countries (ACC, 2026), the regulatory-geopolitical agenda has come to the fore: trade and tariffs were named a priority by 30% of respondents, while the regulation of artificial intelligence showed the greatest annual increase in significance (+21%); at the same time, 84% of chief legal officers in 2025 reported directly to the chief executive officer (up from 79%), and 52% maintained direct communication with boards of directors . This is consistent with foreign normative reference points: the Japanese Companies Act of 2005 and the Corporate Governance Code of the Tokyo Stock Exchange enshrine the mandatory nature of internal control systems, while the South African Companies Act No. 71 of 2008 institutionalises duties of good-faith management and compliance. For Uzbek companies these data and standards set measurable benchmarks for the transformation of the legal function from a servicing one into a strategic one.

On the basis of the identified problems, ten directions for improvement are proposed.

1) Framework regulation of the legal department in the private sector. To develop methodological recommendations (a model regulation) on a company's legal department, directly enshrining the methodological and local rule-making functions, by analogy with the logic of PP-2733, but in the form of a non-mandatory standard for the private sector and a mandatory one for companies with state participation.

2) The gradual introduction of elements of confidentiality of legal advice. To study the possibility of limited protection of internal legal opinions, taking into account the balance worked out in Upjohn and Michaud, which will raise the quality of internal investigations and compliance.

3) The introduction of compliance and risk-management standards. To encourage (and for large and state companies – to prescribe) the introduction of compliance management systems under ISO 37301 and of risk management under ISO 31000, integrating them with the anti-corruption requirements of ZRU-419.

4) The transition from a reactive to a preventive model (legal risk management). To institutionalise the category of legal risk (R. McCormick) through risk maps, pre-contractual review and early warning, shifting the focus from litigation work to prevention.

5) Consolidating the participation of the chief lawyer in corporate governance. To ensure a direct line of reporting of the chief lawyer to the supervisory board and his participation in strategic decisions, as prescribed by the G20/OECD Principles 2023 and the “discrete roles” model of D. DeMott.

6) The development of personnel and specialisation. To align training programmes with the needs of business within the framework of the reform of legal education (UP-232, 2025), introducing specialisations in compliance, IP, M&A and international arbitration.

7) The introduction of performance metrics (KPIs). To apply methods of assessing the contribution of the legal department to the company's value (E.N. Veasey and C.T. Di Guglielmo; P. Dubey and E. Kripalani): prevented losses, transaction timelines, the reduction of external expenses.

8) The adaptation of local acts to ESG and due diligence. To bring internal policies into conformity with the UN Guiding Principles and the requirements of the CSDDD, which is critical for preserving export supply chains.

9) The creation of applied standards of local rule-making. To operationalise the doctrine of corporate rule-making of T.V. Kashanina into methodological guidelines on the legal technique of corporate acts and on their legal review.

10) The formation of a professional community and digitalisation. To create a national association of corporate counsel (on the ACC model), to develop legal operations and legal tech, narrowing the digital gap.

The implementation of these measures is embedded in the general logic of Uzbekistan's legal reforms and relies on the already created infrastructure of methodological support of the application of law in the person of the Ministry of Justice. Crucially, this is not about an increase in the regulatory burden, but about translating the methodological and normative work of companies into the language of measurable standards intelligible to investors and courts, including the economic courts established in the course of the judicial-legal reform.

Figure No. 11.

TEN DIRECTIONS FOR IMPROVING

THE METHODOLOGICAL AND NORMATIVE WORK

1 Model regulation on the legal department	**2** Limited privilege (Upjohn)	**3** Standards of local rule-making	**4** Compliance and risk management (ISO)	**5** Preventive model and due diligence
6 Participation in corporate governance	**7** Personnel and specialisation	**8** KPIs of the legal department	**9** Uniformity within groups of companies	**10** Digitalisation and an association of lawyers

5. Conclusion

The conducted study confirms that the methodological and normative functions of the legal department are the core of its value for the company; however, in Uzbekistan they are institutionally underdeveloped, especially in the private sector. Thirteen systemic problems have been identified – from the regulatory uncertainty of the status of the corporate lawyer and the absence of confidentiality of legal advice to the underdevelopment of compliance, reactivity and a digital lag. Advanced foreign experience (the USA, the EU, the United Kingdom, Germany, Japan, South Africa, the CIS states) and international standards (G20/OECD, the UN, ISO, the EBRD) provide tested reference points, but require a selective, methodologically substantiated reception.

The ten proposed directions – from framework regulation and elements of privilege to KPIs, ESG adaptation and digitalisation – make it possible to transform the legal work of companies from the regime of "reaction to disputes" into the regime of "management of law as an asset". This is consistent with the course of the legal reforms of the Republic of Uzbekistan and is capable of raising the investment attractiveness of the national jurisdiction. Further research should expediently focus on the empirical measurement of the effectiveness of the legal departments of Uzbek companies and on the development of a national standard of corporate compliance.

For the practical resolution of the identified problems, a specific set of measures is proposed, indicating the instruments and the levels of their adoption:

1) The status and functions of the legal department (problem 1). To develop and approve, by resolution of the Cabinet of Ministers, a Model Regulation on the Legal Department of a Commercial Organisation – recommendatory for the private sector and mandatory for companies with state participation, directly enshrining therein the methodological and local rule-making functions, qualification requirements and the line of subordination of the chief lawyer.

2) The confidentiality of legal advice (problem 2). To introduce into the Economic Procedure Code and the Civil Procedure Code a norm on the limited protection of internal legal opinions and of the materials of internal investigations (on the model of the Upjohn case, taking into account the standard of the Michaud case), excluding their compulsory production except in cases of countering serious crimes.

3) Standards of local rule-making (problem 3). To instruct the Ministry of Justice, jointly with the Chamber of Commerce and Industry, to develop methodological recommendations on the legal technique of corporate acts (policies, regulations, model contracts) and on the mandatory legal review of local documents within groups of companies.

4) Compliance and risk management (problems 6, 7). To adopt a national standard of corporate compliance on the basis of ISO 37301 and ISO 31000, linking it with the Law "On Combating Corruption" (ZRU-419) and with Uzbekistan's commitments under the OECD/ADB Anti-Corruption Initiative; for large and state companies to establish the mandatory nature of a compliance management system and of the function of a compliance officer.

5) The preventive model and due diligence (problems 7, 10). To introduce, as a mandatory element of the internal regulations, legal risk maps, the pre-contractual and anti-corruption due diligence of counterparties, as well as the adaptation of local policies to the UN Guiding Principles and EU Directive 2024/1760 (CSDDD) in order to preserve export contracts with transnational groups.

6) The participation of the lawyer in corporate governance (problem 11). To enshrine in the Corporate Governance Code and in charters a direct line of reporting of the chief lawyer to the supervisory board and his mandatory participation in the preparation of strategic decisions.

7) Personnel and specialisation (problem 5). Within the framework of the reform of legal education (UP-232, 2025), to introduce master's specialisations in corporate law, compliance, M&A, intellectual property and international commercial arbitration, as well as professional-development programmes for corporate lawyers.

8) Performance metrics (problem 9). To introduce and enshrine in the regulations on the legal department measurable indicators of its contribution: prevented losses, the timelines for closing transactions, the reduction of external legal expenses, the share of disputes won.

9) Uniformity in the application of law within groups of companies (problem 12). To oblige holdings and groups of companies to adopt in-house standards of the interpretation and application of norms and uniform model forms ensuring the consistency of the legal work of subsidiaries.

10) Digitalisation and a professional community (problems 8, 13). To create and register in the established manner, as an NGO, a national association of corporate counsel on the ACC model, to introduce legal-tech systems (the management of contracts, powers of attorney and cases) and to include legal departments in the legal monitoring and regulatory impact assessment of draft acts.

The said measures are of a systemic and interlinked nature: their phased implementation – from the approval of a model regulation and a compliance standard to the introduction of elements of privilege and performance metrics – will make it possible to transform the legal department from a servicing link into a strategic function of managing the legal risks and value of the company.

The comparative and international-legal analysis has shown that the methodological and normative functions of the legal department are being ever more closely connected with anti-corruption compliance and due diligence. The award in Metal-Tech v. Republic of Uzbekistan graphically confirms that the absence of a preventive compliance methodology is capable of depriving a company of the protection of its assets and investments, whereas the international convergence of standards – from the UN Convention against Corruption and the Council of Europe Conventions to the African Union Convention, the model legislation of the CIS and the mechanisms of the SCO – sets a common framework into which the Uzbek reform fits. The accession of the Republic of Uzbekistan in 2025 to the Anti-Corruption Initiative of the OECD and the Asian Development Bank for the Asia-Pacific region institutionally consolidates this vector and opens access to business-integrity instruments.

The drawn-upon body of doctrine of entrepreneurial and corporate law (E.P. Gubin, I.V. Ershova, V.V. Dolinskaya, F.S. Karagusov, Sh.N. Ruzinazarov) and of foreign studies of the internal legal function (S.H. Kim, M. Regan, P. Davies, C. Milhaupt, G. Miller), as well as the fresh data of the annual survey of chief legal officers for 2026, confirm the steady shift of the role of the corporate lawyer from a servicing one to a strategic one. For the Republic of Uzbekistan this means the expediency of developing a national standard of corporate compliance, of a selective reception of the institution of confidentiality of legal advice taking into account the practice of the CJEU and the English courts, and of forming a professional community of corporate counsel and developing legal operations. The implementation of these measures will make it possible to translate the legal work of companies into the language of measurable standards intelligible to investors, courts and international partners, and thereby to raise the investment attractiveness of the national jurisdiction.

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