

## NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 3/04/2020 4:49:30 PM AEDT and has been accepted for filing under the Court's Rules. Filing and hearing details follow and important additional information about these are set out below.

### Filing and Hearing Details

Document Lodged:	Originating process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 2
File Number:	VID228/2020
File Title:	AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION v MAYFAIR WEALTH PARTNERS PTY LTD & ORS
Registry:	VICTORIA REGISTRY - FEDERAL COURT OF AUSTRALIA
Reason for Listing:	To Be Advised
Time and date for hearing:	To Be Advised
Place:	To Be Advised



A handwritten signature in blue ink that reads 'Sia Lagos'.

Dated: 6/04/2020 10:13:02 AM AEST

Registrar

### Important Information

As required by the Court's Rules, this Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Court and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.

The Reason for Listing shown above is descriptive and does not limit the issues that might be dealt with, or the orders that might be made, at the hearing.

The date and time of lodgment also shown above are the date and time that the document was received by the Court. Under the Court's Rules the date of filing of the document is the day it was lodged (if that is a business day for the Registry which accepts it and the document was received by 4.30 pm local time at that Registry) or otherwise the next working day for that Registry.



**ORIGINATING PROCESS**

Federal Court of Australia  
District Registry: Victoria  
Division: General

No.                      of 2020

**IN THE MATTER OF MAYFAIR WEALTH PARTNERS PTY LTD ACN 168 878 779**

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**

Plaintiff

**MAYFAIR WEALTH PARTNERS PTY LTD ACN 168 878 779 and others named in  
the Schedule**

Defendants

**A.     DETAILS OF APPLICATION**

This is an application made under sections 1101B, 1041H(1) and 1324 of the *Corporations Act 2001* (Cth) (**Corporations Act**), sections 12DA(1), 12DB(1)(a), 12DB(1)(e), 12GBA, 12GBCA, 12GD, 12GLA(2)(c), 12GLA(2)(d) and 12GLB of the *Australian Securities and Investments Commission Act 2001* (Cth) (**ASIC Act**) and section 21 of the *Federal Court of Australia Act 1976* (Cth) (**FCA Act**).

The plaintiff seeks declarations of contraventions of the Corporations Act and the ASIC Act, pecuniary penalty orders and ancillary orders, including costs.

On the facts stated in the accompanying Concise Statement, the plaintiff seeks:

1. Pursuant to section 21 of the FCA Act, section 1101B(1)(a) of the Corporations Act and/or section 12GBA of the ASIC Act, declarations that the defendants, in the course of trade or commerce, engaged in conduct that was misleading or deceptive,

Filed on behalf of (name & role of party)	Australian Securities and Investments Commission, the plaintiff
Prepared by (name of person/lawyer)	Hugh Copley, Litigation Counsel
Law firm (if applicable)	
Tel (07) 3867 4892	Fax 1300 935 075
Email hugh.copley@asic.gov.au	
<b>Address for service</b> (include state and postcode)	Level 20, 240 Queen Street, Brisbane Qld 4000 Attention: Hugh Copley



or likely to mislead or deceive, in contravention of section 1041H(1) of the Corporations Act and/or section 12DA(1) of the ASIC Act, and/or made false or misleading representations in contravention of section 12DB(1)(a) and (e) of the ASIC Act, that promissory notes called “M+ Fixed Income Notes” and “M Core Fixed Income Notes” (the **Mayfair Products**) were comparable to, and of similar risk profile to, bank term deposits, when the Mayfair Products expose investors to significantly higher risk than bank term deposits, including by reason of the fact that the Mayfair Products lack the prudential regulations that apply to bank term deposits, and accordingly the Mayfair Products are not comparable to bank term deposits.

2. Pursuant to section 21 of the FCA Act, section 1101B(1)(a) of the Corporations Act and/or section 12GBA of the ASIC Act, declarations that the defendants, in the course of trade or commerce, engaged in conduct that was misleading or deceptive, or likely to mislead or deceive, in contravention of section 1041H(1) of the Corporations Act and/or section 12DA(1) of the ASIC Act, and/or made false or misleading representations in contravention of section 12DB(1)(a) and (e) of the ASIC Act, that on maturity of the Mayfair Products, the principal would be repaid in full, when investors in the Mayfair Products might not receive capital repayments at maturity because the defendants had the contractual right to elect to extend the time for repayment to investors for an indefinite period of time, including where the defendants did not have sufficient funds to repay investments at maturity, which right the defendants have in fact exercised.
3. Pursuant to section 21 of the FCA Act, section 1101B(1)(a) of the Corporations Act and/or section 12GBA of the ASIC Act, declarations that the defendants, in the course of trade or commerce, engaged in conduct that was misleading or deceptive, or likely to mislead or deceive, in contravention of section 1041H(1) of the Corporations Act and/or section 12DA(1) of the ASIC Act, and/or made false or misleading representations in contravention of section 12DB(1)(a) and (e) of the ASIC Act, that the Mayfair Products carried no risk of default, when in fact there was a risk that investors could lose some or all of their principal investment.
4. Pursuant to section 21 of the FCA Act, section 1101B(1)(a) of the Corporations Act and/or section 12GBA of the ASIC Act, declarations that the defendants, in the course of trade or commerce, engaged in conduct that was misleading or deceptive, or likely to mislead or deceive, in contravention of section 1041H(1) of the



Corporations Act and/or section 12DA(1) of the ASIC Act, and/or made false or misleading representations in contravention of section 12DB(1)(a) and (e) of the ASIC Act, that the Mayfair Products provided capital growth opportunities, when they do not.

5. Orders pursuant to sections 12GBA and 12GBCA of the ASIC Act that the defendants each pay a pecuniary penalty in respect of their contraventions of sections 12DB(1)(a) and (e) of the ASIC Act in such amount as the Court considers appropriate.
6. Orders pursuant to section 12GD(1) of the ASIC Act and/or section 1101B and/or section 1324 of the Corporations Act restraining the defendants from publishing:
  - a. representations to consumers that the Mayfair Products are comparable to, and of similar risk profile to, bank term deposits;
  - b. representations to consumers that on maturity of the Mayfair Products the principal will be repaid in full;
  - c. representations to consumers that the Mayfair Products carry no risk of default; and
  - d. representations to consumers that the Mayfair Products provide capital growth opportunities for investors.
7. Orders pursuant to sections 12GLA(2)(c) and (d) and section 12GLB(1) of the ASIC Act requiring the defendants to make corrective disclosures and to publish corrective advertising.
8. Costs.
9. Such further or other relief that the Court considers appropriate.

#### **Claim for interlocutory relief**

The Plaintiff also claims interlocutory relief under sections 1101B(1), 1101B(5), 1324(1) and 1324(4) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and/or section 12GD(3) of the *Australian Securities and Investments Commission Act 2001* (Cth) (**ASIC Act**) and/or section 23 of the *Federal Court of Australia Act 1976* (Cth) (**FCA Act**).



1. An order that, until further order:

- a. each of the Defendants, by themselves and their servants, agents and employees, be restrained from advertising, promoting or marketing the M+ Fixed Income Product and the M Core Fixed Income Product.
- b. each of the Defendants, by themselves and their servants, agents and employees, be restrained from receiving Investor Funds.
- c. the Second Defendant, by itself and its servants, agents and employees, be restrained from issuing redeemable promissory notes in the M + Fixed Income Product.
- d. the Third Defendant, by itself and its servants, agents and employees, be restrained from issuing redeemable promissory notes in the M Core Fixed Income Product.

For the purposes of the claim for interlocutory relief:

**"Investor Funds"** means monies provided to the Defendants, whether directly or to the Defendants' authorised agents, servants and/or representatives, for the actual or ostensible purpose of investing in the M Core Fixed Income Product or the M+ Fixed Income Product.

**"M+ Fixed Income Product"** means the financial product referred to by this name and issued by the Second Defendant.

**"M Core Fixed Income Product"** means the financial product referred to by this name and issued by the Third Defendant.

Date: 3 April 2020

A handwritten signature in blue ink, appearing to read 'H Copley'.

.....

Hugh Copley  
Legal Practitioner for the  
Australian Securities and Investments Commission



This application will be heard by  
Melbourne VIC at \_\_\_\_\_ am/pm on

at 305 William Street,  
2020.

**B. NOTICE TO DEFENDANTS**

TO: **Mayfair Wealth Partners Pty Ltd**

Level 27, 35 Collins Street  
Melbourne VIC 3000

**M101 Holdings Pty Ltd**

Level 27, 35 Collins Street  
Melbourne VIC 3000

**M101 Nominees Pty Ltd**

Level 27, 35 Collins Street  
Melbourne VIC 3000

**Online Investments Pty Ltd**

Level 27, 35 Collins Street  
Melbourne VIC 3000

If you or your legal practitioner do not appear before the Court at the time shown above, the application may be dealt with, and an order made, in your absence. As soon after that time as the business of the Court will allow, any of the following may happen:

- (a) the application may be heard and final relief given;
- (b) directions may be given for the future conduct of the proceeding;
- (c) any interlocutory application may be heard.

Before appearing before the Court, you must file a notice of appearance, in the prescribed form, in the Registry and serve a copy of it on the plaintiff.



*Note* Unless the Court otherwise orders, a defendant that is a corporation must be represented at a hearing by a legal practitioner. It may be represented at a hearing by a director of the corporation only if the Court grants leave.

### **C. FILING**

Date of filing:

*Registrar*

This originating process is filed by the plaintiff.

### **D. SERVICE**

The plaintiff's address for service is: Australian Securities and Investments Commission, Level 20, 240 Queen Street, Brisbane Qld 4000

It is intended to serve a copy of this originating process on each defendant.

**SCHEDULE**

Federal Court of Australia  
District Registry: Victoria  
Division: General

No. of 2020

**IN THE MATTER OF MAYFAIR WEALTH PARTNERS PTY LTD ACN 168 878 779**

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**

Plaintiff

**MAYFAIR WEALTH PARTNERS PTY LTD ACN 168 878 779**

First Defendant

**M101 HOLDINGS PTY LTD ACN 629 777 402**

Second Defendant

**M101 NOMINEES PTY LTD ACN 636 908 159**

Third Defendant

**ONLINE INVESTMENTS PTY LTD ACN 134 785 890**

Fourth Defendant