

NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 17/08/2018 12:39:04 PM AWST 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: WAD367/2018
File Title: SANDALWOOD PROPERTIES LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT) (RECEIVERS AND MANAGERS APPOINTED) ACN 093 330 977 v HUNTLEY MANAGEMENT LIMITED ACN 089 240 513 & ORS
Registry: WESTERN AUSTRALIA REGISTRY - FEDERAL COURT OF AUSTRALIA
Reason for Listing: First Case Management Hearing
Time and date for hearing: 21/08/2018, 9:15 AM
Place: Please check Daily Court List for details



A handwritten signature in blue ink that reads 'Warwick Soden'.

Dated: 20/08/2018 10:48:02 AM AWST

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.

27/08/2018, 10:15 AM - HEARING



Federal Court of Australia
District Registry: Western Australia
Division: General

IN THE MATTER OF SANDALWOOD PROPERTIES LTD (SUBJECT TO DEED OF
COMPANY ARRANGEMENT) (RECEIVERS AND MANAGERS APPOINTED)
ACN: 093 330 977

**Sandalwood Properties Ltd (Subject to Deed of Company Arrangement) (Receivers
and Managers Appointed) (ACN 093 330 977)**

Plaintiff

Huntley Management Limited (ACN 089 240 513) and others named in the schedule

Defendants

A. DETAILS OF APPLICATION

This application is made under section 1322(2) of the *Corporations Act 2001* (Cth) (***Corporations Act***), and section 21 of the *Federal Court of Australia Act 1976* (Cth), for declarations in relation to:

- (i) the role of the Plaintiff as the responsible entity of the TFS Sandalwood Project 2003 (ARSN 104 124 414) (**2003 Project**); and
- (ii) the meeting of members of the 2003 Project held at 4pm on 23 July 2018 at Dalkeith Hall (**Meeting**).

Filed on behalf of: Sandalwood Properties Ltd (Subject to Deed of Company Arrangement)(Receivers and Managers Appointed), the plaintiff

Prepared by: Matthew Whittle
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DX: 30999 Melbourne



On the facts stated in the supporting affidavit of Shaun Robert Fraser affirmed on 17 August 2018, the Plaintiff claims:

1. Declarations that:
 - (a) the resolution purportedly passed at the Meeting to appoint the Third Defendant as chair of the Meeting was not validly passed and is of no effect;
 - (b) the invalidity of the resolution was not the result of any procedural irregularity within the meaning of that term in s 1322 of the *Corporations Act*; and
 - (c) alternatively to paragraph 1(b), the resolution is declared to be invalid under s 1322(2) of the *Corporations Act*.
2. Declarations that:
 - (a) because there was no person conducting the Meeting who had been validly elected as chair of the Meeting, each other resolution that was purportedly passed at the Meeting was not validly passed and is of no effect;
 - (b) the invalidity of each of the resolutions was not the result of any procedural irregularity within the meaning of that term in s 1322 of the *Corporations Act*; and
 - (c) alternatively to paragraph 2(b), each resolution is declared to be invalid under s 1322(2) of the *Corporations Act*.
3. Declarations that:
 - (a) Resolution B was incapable of being validly passed and is of no effect for the purposes of s 601FM of the *Corporations Act*, because at the time of the Meeting the First Defendant did not hold an Australian financial services licence authorising it to operate the 2003 Project;
 - (b) on its proper construction, Resolution A could not be of any effect in the absence of Resolution B having been validly passed; and
 - (c) on its proper construction, Resolution C is could not be of any effect in the absence of Resolution A and Resolution B having been validly passed.
 - (d) alternatively to paragraph 3(b), pursuant to s 601NE(1)(d) of the *Corporations Act* the Plaintiff must ensure that the 2003 Project is wound up.
4. A declaration that the Plaintiff has a right of indemnity out of the scheme property of the 2003 Project for the costs and expenses of these proceedings.
5. An order that the Defendants pay the Plaintiff's costs of the proceeding.



6. Such further or other relief as the Court deems fit.

Dated: 17 August 2018

A handwritten signature in blue ink, appearing to read 'Matthew Whittle', written over a horizontal line.

Signature of Matthew Whittle
Plaintiff's legal practitioner

This application will be heard by the Federal Court of Australia at Commonwealth Law Courts, 1 Victoria Avenue, Perth, Western Australia at am/pm on .

B. NOTICE TO DEFENDANTS

TO: Huntley Management Limited (ACN 089 240 513) of Office 301, Level 3, 37 Bligh Street, Sydney NSW 2000

TO: Sandalwood Growers Co-op Ltd (registration number C2017002B) of 15 Mann Street, Cottesloe WA 6011 and Level 2, 3A Davies Rd, Claremont WA 6010

TO: Graeme Eric Scott of 10 Willow Bank Ent, Gwelup WA 6018

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.

**D. FILING**

Date of filing: 17 August 2018

Registrar

This originating process is filed by Matthew Whittle of Allens for the plaintiff.

D. SERVICE

The plaintiff's address for service is:

Allens Level 37, 101 Collins Street, Melbourne VIC 3000

Email: Matthew.Whittle@allens.com.au

DX: 30999 Melbourne

It is intended to serve a copy of this originating process on each defendant and on any person listed below:

Huntley Management Ltd (ACN 089 240 513)

Sandalwood Growers Co-Op Ltd (registration number C2017002B)

Graeme Eric Scott

Each member of the 2003 Project

Schedule

No. of 2018

Federal Court of Australia**District Registry: Western Australia****Division: General**

IN THE MATTER OF SANDALWOOD PROPERTIES LTD (SUBJECT TO DEED OF
COMPANY ARRANGEMENT) (RECEIVERS AND MANAGERS APPOINTED)
ACN: 093 330 977

Defendants

First Defendant: Huntley Management Limited (ACN 089 240 513)

Second Defendant: Sandalwood Growers Co-op Ltd (registration number
C2017002B)

Third Defendant: Graeme Eric Scott