

Funds management & financial services



Australia's complex financial services laws are constantly evolving and we appreciate how challenging it can be for financial service providers to operate in our highly regulated industry.

We work hard to ensure that our clients structure their products and provide their services so they meet their commercial objectives, whilst dealing with the complex regulatory and compliance issues.

Our services at a glance

We offer clients involved in funds management and financial services a comprehensive suite of legal services, including:

- Business formation
- Australian financial services licensing
- Fund structuring and formation
- Strategic tax structuring
- Disclosure
- Investment management
- Fund transactional work
- Ongoing regulatory compliance and training
- Fund governance
- Regulatory investigations
- Fund and financial services-related M&A
- Reconstructions
- Insolvency & litigation

What we do

Our funds management and financial services team can advise and assist you:

- with the establishment of a financial services business including:
 - tax structuring
 - company incorporation
 - preparation of shareholder agreements
 - director appointments, and
 - capital raising for the entity through private and public offers
- to apply for, or vary, an Australian financial services (AFS) licence, including helping you connect with experienced, responsible managers
- with the formation, structuring and registration of funds, including taxation matters such as stamp duty
- with product structuring, including tax implications
- prepare or review your regulated and unregulated disclosure documents, such as product disclosure statements and information memoranda, statements of advice and financial services guides
- with the requirements for listing on the Australian Securities Exchange (ASX), or quotation on ASX's market for structured products and managed funds (AQUA)
- about your ongoing compliance arrangements, including breach reporting, continuous disclosure and ASX-listing rule compliance
- with governance issues relating to financial service providers, including conflict issues, directors' duties and trustee duties
- deal with regulatory investigations by ASIC or APRA
- finance or refinance debt facilities
- with litigation support, including debt recovery
- defend or launch takeover bids for funds
- with restructuring issues, such as trust mergers and changes in responsible entity
- with insolvency and deregistration issues, and
- manage and defend administrative actions by ASIC.

A snapshot of our team's experience

Our lawyers have acted for both local and international clients, including large private companies, listed corporations, financial institutions, private equity funds, venture capitalists, stockbrokers and accountants including:

- **Funds SA:** Regularly advise in relation to its investment into local and international private equity funds. This has recently included secondary acquisitions.
- **DDH Graham Limited:** Review of disclosure material for equities funds; establishment of investor directed portfolio service; AFS licence variation applications; general advice regarding ongoing compliance.
- **Peet Limited:** Acted in restructure of funds management business including establishment of subsidiary fund manager and appointment of subsidiary as new responsible entity for five registered schemes.
- **CVC Private Equity Limited:** Advised on capital raising for this pooled development fund, including fund investments and divestments.
- **Challenger Wine Trust:** Acted on the privatisation of the Challenger Wine Trust by way of a trust scheme of arrangement and then on the transition from a registered MIS to a private trust with a new trustee.
- **CVC Property Fund (ASX:CJT):** Advised on unitholder approved takeover, restructure, joint venture, capital raising, corporate governance issues and acquisition of development sites.
- **Harmony Investment Fund:** Advised off-shore private equity fund on acquisition of Australian pastoral company.
- **Paridian Property Development Fund Limited:** Advised on capital raising through retail note issue and mezzanine debt funding for five property development projects.
- **Global Derivative Services:** Obtained AFS licence, prepared product disclosure statement, financial services guide, conflicts policy and other ancillary documents for this CFD provider.
- **Opus Capital Limited:** Defended hostile takeover bid for flagship fund; negotiated enforceable undertaking with ASIC; represented client in proceedings against ASIC regarding AFS licence breaches; general commercial advice; review of public offer of shares; advised on trust merger options; review

and preparation of loan documentation;
advised on friendly takeover of company;
advised on trustee duties and corporate
governance matters.

- **Mosaic Portfolio Advisers Limited:**
Establishment of seven equities schemes
including global equities fund and concentrated
fund; preparation of product disclosure
statement for the funds; AFS licence issues;
ongoing compliance advice.
- **Mariner Mortgage Trust:** Established new
mortgage trust including drafting all operational
documentation. Acting on sale of trust to
Balmain Group.

Thomsons Lawyers also regularly acts for the
following entities:

- Investec
- Charter Hall
- Eureka Funds Management
- Australian Unity
- LM Investments Limited

About our team

Our funds management and financial services team
is experienced in advising financial service providers
across a range of industries.

Our clients include fund managers, investment
managers, brokers, independent trustees,
custodians, platform providers, derivatives dealers,
financial planners and dealer groups, research
houses, corporate advisors, experts and overseas
financial service providers.

We can provide a full range of services to those
involved in the Australian wealth industry. We

understand our role as financial services lawyers is
to help our clients navigate a complex regulatory
regime and to help them structure innovative
investment products and services and deliver them
to the market.

We are committed to representing our clients'
interests in the formation of public policy about how
financial services and products should be provided.

We take pride in developing long term relationships
with our clients and being able to develop a deep
understanding of how each client's business works.

We also have specialist teams who assist with other
matters that our funds management and financial
services clients face on a daily basis, including
matters relating to intellectual property, finance,
employment law and planning and environment.

About Thomsons Lawyers

Thomsons Lawyers is a full service commercial law
firm.

With offices in Sydney, Melbourne, Brisbane and
Adelaide, we have over 420 partners, lawyers and
staff evenly spread across our four offices.

With many of the firm's practitioners acknowledged
by *Legal 500 Asia Pacific*, *Best Lawyers* and
Australasian Legal Business as leading lawyers, our
people are commercially astute in dealing with legal
and business issues, and are at the cutting edge of
developments in industry sectors key to the markets
in which we operate.

Our mix of business savvy, technical excellence and
strong communication skills, as well as our ability to
provide a speedy response to often complex
commercial needs, all adds up to providing cost
effective, commercial advice.

For further information contact us



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