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### Details of Filing

Document Lodged: Defence - Form 33 - Rule 16.32  
File Number: VID434/2015  
File Title: Cheryl Whittenbury v Vocation Ltd (in Liquidation) & Anor  
Registry: VICTORIA REGISTRY - FEDERAL COURT OF AUSTRALIA



Dated: 21/05/2020 4:39:52 PM AEST

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

Registrar

### Important Information

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Form 33  
Rule 16.32

## Defence to Amended Third Cross-Claim – Fifth Cross-Respondent

(Michelle Kim Tredenick)

No. VID 434 of 2015

Federal Court of Australia  
District Registry: Victoria  
Division: General

### CHERYL WHITTENBURY

Applicant

### VOCATION LIMITED (in liquidation) (ACN 166 631 330)

First Respondent / Cross-claimant by First Cross-claim and Cross-Respondent by Third Cross-Claim

### PRICEWATERHOUSECOOPERS (a firm) (ABN 52 780 433 757)

Second Respondent / Cross-claimant by Second and Third Cross-claims

### THE PARTNERS OF JOHNSON WINTER & SLATTERY

Cross-respondents by First and Second Cross-claims

### MARK EDWARD HUTCHINSON and others named in the schedule to the Amended Third Cross-Claim

Cross-respondents by Third Cross-claim

NOTE: Unless otherwise indicated, defined terms in the Amended Statement of Cross-Claim (Third Cross-Claim) ~~filed 20 July 2018 by the cross-claimant by third cross claim dated 12 March 2020~~ (Amended Third Cross-Claim) have the same meaning in this Defence.

NOTE: Nothing in this Defence should be taken to amount to an express or implied waiver of any privilege against self-incrimination or privilege against self-exposure to penalty belonging to the Fifth Cross-Respondent.

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Filed on behalf of	MICHELLE KIM TREDENICK (Fifth Cross-respondent by Third Cross-claim)		
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In response to the allegations in the Amended Third Cross-Claim, the Fifth Cross-respondent (**Ms Tredenick**):

**A. BACKGROUND MATTERS**

**A.1. Parties**

1. Admits the allegations in paragraph 1.
2. Does not plead to paragraph 2 as it does not contain allegations against her.
3. Does not plead to paragraph 3 as it does not contain allegations against her.
4. Does not plead to paragraph 4 as it does not contain allegations against her.
5. Does not plead to paragraph 5 as it does not contain allegations against her.
6. In respect of the allegations in paragraph 6:
  - (a) says that she became a non-executive director; and
  - (b) otherwise, admits the allegations in paragraph.
7. Does not plead to paragraph 7 as it does not contain allegations against her.
8. Admits the allegations in paragraph 8.
9. In respect of the allegations in paragraph 9:
  - (a) refers to and repeats her responses to the allegations in paragraphs 2 to 8 of the Amended Third Cross-Claim;
  - (b) subject to paragraph (a) above, admits that during the period referred to in paragraph 6 of the Amended Third Cross-Claim, she was an officer of the Seventh Cross-Respondent to the Amended Third Cross-Claim (**Vocation**);
  - (c) does not plead to paragraph 9 so far as it contains allegations against persons other than her; and
  - (d) otherwise, does not know and therefore cannot admit the allegations.

**A.2. The Applicant's claims against Vocation**

10. Does not plead to paragraph 10 as it does not contain allegations against her.

**A.2A The Applicant's claims against Hutchinson, Grewal and Dawkins**

- 10A. Does not plead to paragraph 10A as it does not contain allegations against her.

**A.3. The Applicant's claims against PWC**

11. Does not plead to paragraph 11 as it does not contain allegations against her.

**A.4. Basis of PWC's cross-claims against Hutchinson, Grewal, Dawkins, Tucker, Tredenick, Halley and Vocation**

12. Does not plead to paragraph 12 as it does not contain allegations against her.

13. In respect of the allegations in paragraph 13:
- (a) does not plead to paragraph 13 so far as it contains allegations against persons other than her; and
  - (b) otherwise, denies the allegations.

**B. VOCATION'S CONTRAVENTIONS**

14. In respect of the allegations in paragraph 14:
- (a) refers to and repeats her response below to paragraph 24; and
  - (b) otherwise, does not plead to paragraph 14 as it does not contain allegations against her.

14AA – 14P. Does not plead to paragraphs 14AA – 14P as they do not contain allegations against her.

**C. LIABILITY OF HUTCHINSON, DAWKINS, TUCKER, TREDENICK AND HALLEY FOR VOCATION'S PROSPECTUS CONTRAVENTIONS**

**C.1. Hutchinson**

15. Does not plead to paragraph 15 as it does not contain allegations against her.
16. Does not plead to paragraph 16 as it does not contain allegations against her.
17. Does not plead to paragraph 17 as it does not contain allegations against her.

**C.2. Dawkins**

18. Does not plead to paragraph 18 as it does not contain allegations against her.
19. Does not plead to paragraph 19 as it does not contain allegations against her.
20. Does not plead to paragraph 20 as it does not contain allegations against her.

**C.3. Tucker**

21. Does not plead to paragraph 21 as it does not contain allegations against her.
22. Does not plead to paragraph 22 as it does not contain allegations against her.
23. Does not plead to paragraph 23 as it does not contain allegations against her.

**C.4. Tredenick**

24. In respect of the allegations in paragraph 24, relies upon the matters pleaded in Schedule A to this Defence.
25. In respect of the allegations in paragraph 25:
- (a) refers to and repeats her response above to paragraph 6 of the Amended Third Cross-Claim; and
  - (b) otherwise, admits the allegations.
26. In respect of the allegations in paragraph 26:

- (a) refers to and repeats paragraph 24 above; and
- (b) otherwise, denies the allegations.

**C.5. Halley**

- 27. Does not plead to paragraph 27 as it does not contain allegations against her.
- 28. Does not plead to paragraph 28 as it does not contain allegations against her.
- 29. Does not plead to paragraph 29 as it does not contain allegations against her.

**D. INVOLVEMENT BY HUTCHINSON, GREWAL AND DAWKINS IN VOCATION'S CONTINUOUS DISCLOSURE CONTRAVENTIONS**

**D.1. Involvement in Vocation's First Continuous Disclosure Contravention**

- 30. Does not plead to paragraph 30 as it does not contain allegations against her.

D.1.1. Hutchinson's involvement in Vocation's First Continuous Disclosure Contravention

- 31. Does not plead to paragraph 31 as it does not contain allegations against her.
- 32. Does not plead to paragraph 32 as it does not contain allegations against her.
- 33. Does not plead to paragraph 33 as it does not contain allegations against her.
- 34. Does not plead to paragraph 34 as it does not contain allegations against her.
- 35. Does not plead to paragraph 35 as it does not contain allegations against her.

D.1.2. Grewal's involvement in Vocation's First Continuous Disclosure Contravention

- 36. Does not plead to paragraph 36 as it does not contain allegations against her.
- 37. Does not plead to paragraph 37 as it does not contain allegations against her.
- 38. Does not plead to paragraph 38 as it does not contain allegations against her.
- 39. Does not plead to paragraph 39 as it does not contain allegations against her.
- 40. Does not plead to paragraph 40 as it does not contain allegations against her.

D.1.3. Dawkins' involvement in Vocation's First Continuous Disclosure Contravention

- 41. Does not plead to paragraph 41 as it does not contain allegations against her.
- 42. Does not plead to paragraph 42 as it does not contain allegations against her.
- 43. Does not plead to paragraph 43 as it does not contain allegations against her.
- 44. Does not plead to paragraph 44 as it does not contain allegations against her.
- 45. Does not plead to paragraph 45 as it does not contain allegations against her.

**D.2. Involvement in Vocation's Second Continuous Disclosure Contravention**

46. Does not plead to paragraph 46 as it does not contain allegations against her.

D.2.1. Hutchinson's involvement in Vocation's Second Continuous Disclosure Contravention

47. Does not plead to paragraph 47 as it does not contain allegations against her.

48. Does not plead to paragraph 48 as it does not contain allegations against her.

49. Does not plead to paragraph 49 as it does not contain allegations against her.

50. Does not plead to paragraph 50 as it does not contain allegations against her.

51. Does not plead to paragraph 51 as it does not contain allegations against her.

D.2.2. Grewal's involvement in Vocation's Second Continuous Disclosure Contravention

52. Does not plead to paragraph 52 as it does not contain allegations against her.

53. Does not plead to paragraph 53 as it does not contain allegations against her.

54. Does not plead to paragraph 54 as it does not contain allegations against her.

55. Does not plead to paragraph 55 as it does not contain allegations against her.

56. Does not plead to paragraph 56 as it does not contain allegations against her.

D.2.3. Dawkins' involvement in Vocation's Second Continuous Disclosure Contravention

57. Does not plead to paragraph 57 as it does not contain allegations against her.

58. Does not plead to paragraph 58 as it does not contain allegations against her.

59. Does not plead to paragraph 59 as it does not contain allegations against her.

60. Does not plead to paragraph 60 as it does not contain allegations against her.

61. Does not plead to paragraph 61 as it does not contain allegations against her.

**D.2A Involvement in Vocation's Withholding and Suspension Information Continuous Disclosure Contravention**

**61A – 61T. Does not plead to paragraphs 61A – 61T as they do not contain allegations against her.**

**D.3. Involvement in Vocation's Third Continuous Disclosure Contravention**

62. Does not plead to paragraph 62 as it does not contain allegations against her.

D.3.1. Hutchinson's involvement in Vocation's Third Continuous Disclosure Contravention

63. Does not plead to paragraph 63 as it does not contain allegations against her.

64. Does not plead to paragraph 64 as it does not contain allegations against her.

65. Does not plead to paragraph 65 as it does not contain allegations against her.

66. Does not plead to paragraph 66 as it does not contain allegations against her.

67. Does not plead to paragraph 67 as it does not contain allegations against her.

D.3.2. Grewal's involvement in Vocation's Third Continuous Disclosure Contravention

68. Does not plead to paragraph 68 as it does not contain allegations against her.

69. Does not plead to paragraph 69 as it does not contain allegations against her.

70. Does not plead to paragraph 70 as it does not contain allegations against her.

71. Does not plead to paragraph 71 as it does not contain allegations against her.

72. Does not plead to paragraph 72 as it does not contain allegations against her.

D.3.3. Dawkins' involvement in Vocation's Third Continuous Disclosure Contravention

73. Does not plead to paragraph 73 as it does not contain allegations against her.

74. Does not plead to paragraph 74 as it does not contain allegations against her.

75. Does not plead to paragraph 75 as it does not contain allegations against her.

76. Does not plead to paragraph 76 as it does not contain allegations against her.

77. Does not plead to paragraph 77 as it does not contain allegations against her.

**D.4. Involvement in Vocation's Fourth Continuous Disclosure Contravention**

78. Does not plead to paragraph 78 as it does not contain allegations against her.

D.4.1. Hutchinson's involvement in Vocation's Fourth Continuous Disclosure Contravention

79. Does not plead to paragraph 79 as it does not contain allegations against her.

80. Does not plead to paragraph 80 as it does not contain allegations against her.

81. Does not plead to paragraph 81 as it does not contain allegations against her.

82. Does not plead to paragraph 82 as it does not contain allegations against her.

D.4.2. Grewal's involvement in Vocation's Fourth Continuous Disclosure Contravention

83. Does not plead to paragraph 83 as it does not contain allegations against her.

84. Does not plead to paragraph 84 as it does not contain allegations against her.

85. Does not plead to paragraph 85 as it does not contain allegations against her.

86. Does not plead to paragraph 86 as it does not contain allegations against her.

D.4.3. Dawkins' involvement in Vocation's Fourth Continuous Disclosure Contravention

87. Does not plead to paragraph 87 as it does not contain allegations against her.

88. Does not plead to paragraph 88 as it does not contain allegations against her.

89. Does not plead to paragraph 89 as it does not contain allegations against her.

90. Does not plead to paragraph 90 as it does not contain allegations against her.

#### **D.5. Involvement in Vocation's Fifth Continuous Disclosure Contravention**

91. Does not plead to paragraph 91 as it does not contain allegations against her.

##### D.5.1. Hutchinson's involvement in Vocation's Fifth Continuous Disclosure Contravention

92. Does not plead to paragraph 92 as it does not contain allegations against her.

93. Does not plead to paragraph 93 as it does not contain allegations against her.

94. Does not plead to paragraph 94 as it does not contain allegations against her.

95. Does not plead to paragraph 95 as it does not contain allegations against her.

##### D.5.2. Dawkins' involvement in Vocation's Fifth Continuous Disclosure Contravention

96. Does not plead to paragraph 96 as it does not contain allegations against her.

97. Does not plead to paragraph 97 as it does not contain allegations against her.

98. Does not plead to paragraph 98 as it does not contain allegations against her.

99. Does not plead to paragraph 99 as it does not contain allegations against her.

#### **D.6 Involvement in Vocation's Further Continuous Disclosure Contravention**

99A. – 99P. Does not plead to paragraphs 99A – 99P as they do not contain allegations against her.

### **E. HUTCHINSON, GREWAL AND DAWKINS' LIABILITY FOR INVOLVEMENT IN VOCATION'S MISLEADING OR DECEPTIVE CONDUCT CONTRAVENTIONS**

#### **E.1. Compliance and Risk Representations**

100. Does not plead to paragraph 100 as it does not contain allegations against her.

##### E.1.1. Hutchinson

101. Does not plead to paragraph 101 as it does not contain allegations against her.

102. Does not plead to paragraph 102 as it does not contain allegations against her.

103. Does not plead to paragraph 103 as it does not contain allegations against her.

##### E.1.2. Grewal

104. Does not plead to paragraph 104 as it does not contain allegations against her.

105. Does not plead to paragraph 105 as it does not contain allegations against her.

106. Does not plead to paragraph 106 as it does not contain allegations against her.

##### E.1.3. Dawkins

107. Does not plead to paragraph 107 as it does not contain allegations against her.



108. Does not plead to paragraph 108 as it does not contain allegations against her.

109. Does not plead to paragraph 109 as it does not contain allegations against her.

## **E.2. August FY14 Results Representations**

110. Does not plead to paragraph 110 as it does not contain allegations against her.

### E.2.1. Hutchinson

111. Does not plead to paragraph 111 as it does not contain allegations against her.

112. Does not plead to paragraph 112 as it does not contain allegations against her.

113. Does not plead to paragraph 113 as it does not contain allegations against her.

114. Does not plead to paragraph 114 as it does not contain allegations against her.

### E.2.2. Grewal

115. Does not plead to paragraph 115 as it does not contain allegations against her.

116. Does not plead to paragraph 116 as it does not contain allegations against her.

117. Does not plead to paragraph 117 as it does not contain allegations against her.

118. Does not plead to paragraph 118 as it does not contain allegations against her.

### E.2.3. Dawkins

119. Does not plead to paragraph 119 as it does not contain allegations against her.

120. Does not plead to paragraph 120 as it does not contain allegations against her.

121. Does not plead to paragraph 121 as it does not contain allegations against her.

122. Does not plead to paragraph 122 as it does not contain allegations against her.

## **E.3. August FY15 Earnings Representations**

123. Does not plead to paragraph 123 as it does not contain allegations against her.

### E.3.1. Hutchinson

124. Does not plead to paragraph 124 as it does not contain allegations against her.

125. Does not plead to paragraph 125 as it does not contain allegations against her.

126. Does not plead to paragraph 126 as it does not contain allegations against her.

127. Does not plead to paragraph 127 as it does not contain allegations against her.

128. Does not plead to paragraph 128 as it does not contain allegations against her.

### E.3.2. Grewal

129. Does not plead to paragraph 129 as it does not contain allegations against her.

- 130. Does not plead to paragraph 130 as it does not contain allegations against her.
- 131. Does not plead to paragraph 131 as it does not contain allegations against her.
- 132. Does not plead to paragraph 132 as it does not contain allegations against her.
- 133. Does not plead to paragraph 133 as it does not contain allegations against her.

#### E.3.3. Dawkins

- 134. Does not plead to paragraph 134 as it does not contain allegations against her.
- 135. Does not plead to paragraph 135 as it does not contain allegations against her.
- 136. Does not plead to paragraph 136 as it does not contain allegations against her.
- 137. Does not plead to paragraph 137 as it does not contain allegations against her.
- 138. Does not plead to paragraph 138 as it does not contain allegations against her.

#### **E.4. September Placement Representations**

- 139. Does not plead to paragraph 139 as it does not contain allegations against her.

#### E.4.1. Hutchinson

- 140. Does not plead to paragraph 140 as it does not contain allegations against her.
- 141. Does not plead to paragraph 141 as it does not contain allegations against her.
- 142. Does not plead to paragraph 142 as it does not contain allegations against her.
- 143. Does not plead to paragraph 143 as it does not contain allegations against her.
- 144. Does not plead to paragraph 144 as it does not contain allegations against her.

#### E.4.2. Grewal

- 145. Does not plead to paragraph 145 as it does not contain allegations against her.
- 146. Does not plead to paragraph 146 as it does not contain allegations against her.
- 147. Does not plead to paragraph 147 as it does not contain allegations against her.
- 148. Does not plead to paragraph 148 as it does not contain allegations against her.
- 149. Does not plead to paragraph 149 as it does not contain allegations against her.

#### E.4.3. Dawkins

- 150. Does not plead to paragraph 150 as it does not contain allegations against her.
- 151. Does not plead to paragraph 151 as it does not contain allegations against her.
- 152. Does not plead to paragraph 152 as it does not contain allegations against her.
- 153. Does not plead to paragraph 153 as it does not contain allegations against her.

154. Does not plead to paragraph 154 as it does not contain allegations against her.

#### **E.5. October FY15 Earnings Representations**

155. Does not plead to paragraph 155 as it does not contain allegations against her.

##### E.5.1. Hutchinson

156. Does not plead to paragraph 156 as it does not contain allegations against her.

157. Does not plead to paragraph 157 as it does not contain allegations against her.

158. Does not plead to paragraph 158 as it does not contain allegations against her.

159. Does not plead to paragraph 159 as it does not contain allegations against her.

##### E.5.2. Grewal

160. Does not plead to paragraph 160 as it does not contain allegations against her.

161. Does not plead to paragraph 161 as it does not contain allegations against her.

162. Does not plead to paragraph 162 as it does not contain allegations against her.

163. Does not plead to paragraph 163 as it does not contain allegations against her.

##### E.5.3. Dawkins

164. Does not plead to paragraph 164 as it does not contain allegations against her.

165. Does not plead to paragraph 165 as it does not contain allegations against her.

166. Does not plead to paragraph 166 as it does not contain allegations against her.

167. Does not plead to paragraph 167 as it does not contain allegations against her.

#### **E.6. Continuous Disclosure Representations**

168. Does not plead to paragraph 168 as it does not contain allegations against her.

##### E.6.1. Hutchinson

169. Does not plead to paragraph 169 as it does not contain allegations against her.

170. Does not plead to paragraph 170 as it does not contain allegations against her.

171. Does not plead to paragraph 171 as it does not contain allegations against her.

172. Does not plead to paragraph 172 as it does not contain allegations against her.

##### E.6.2. Grewal

173. Does not plead to paragraph 173 as it does not contain allegations against her.

174. Does not plead to paragraph 174 as it does not contain allegations against her.

175. Does not plead to paragraph 175 as it does not contain allegations against her.

176. Does not plead to paragraph 176 as it does not contain allegations against her.

### E.6.3. Dawkins

177. Does not plead to paragraph 177 as it does not contain allegations against her.

178. Does not plead to paragraph 178 as it does not contain allegations against her.

179. Does not plead to paragraph 179 as it does not contain allegations against her.

180. Does not plead to paragraph 180 as it does not contain allegations against her.

### E.7 No Suspension Representation, Reasonable Grounds Representation and Continuing Representation

180A. – 180L. Does not plead to paragraphs 180A. – 180L. as they do not contain allegations against her.

### E.8 First Review Scope Representation, Second Review Scope Representation, Second No Suspension Representation, Second Reasonable Grounds Representation and Second Continuing Representation

180M. – 180X. Does not plead to paragraphs 180M. – 180X. as they do not contain allegations against her.

### E.9 Third Review Scope Representation, Third No Suspension Representation, Third reasonable Grounds Representation and Third Continuing Representation

180Y. – 180ZJ. Does not plead to paragraphs 180Y. – 180ZJ. as they do not contain allegations against her.

## **F. FY14 ANNUAL REPORT CONTRAVENTIONS OF HUTCHINSON, DAWKINS, TUCKER, TREDENICK, HALLEY AND VOCATION**

### **F.1. Compliance requirements and legal duties**

181. In respect of the allegations in paragraph 181, admits that those sections of the Corporations Act imposed requirements generally to that effect, but will rely upon the Corporations Act for its full terms, meaning and effect.

182. In respect of the allegations in paragraph 182:

- (a) refers to and repeats her responses to paragraphs 2, and 4-7 of the Amended Third Cross-Claim;
- (b) does not plead to paragraph 182 in so far as it contains allegations against persons other than her;
- (c) says that the allegations are irrelevant to any cause of action pleaded against her and are thereby embarrassing and liable to be struck out;
- (d) otherwise, admits the allegations.

### **F.2. PWC's retainer with Vocation**

183. In respect of the allegations in paragraph 183, admits that PWC was retained generally for the purpose alleged, but will rely upon the letter dated 20 May 2014 and its attachments for its full terms, meaning and effect.

184. In respect of the allegations in paragraph 184, admits that the letter dated 20 May 2014 contained terms generally to the effect alleged, but will rely upon the letter dated 20 May 2014 and its attachments for its full terms, meaning and effect.

**F.3. Directors' FY14 Accounts Representations**

185. In respect of the allegations in paragraph 185:
- (a) will rely upon Annual Report - 30 June 2014 dated 2 September 2014 for its full terms, meaning and effect; and
  - (b) otherwise, denies the allegations.
186. In respect of the allegations in paragraph 186:
- (a) refers to and repeats her response to paragraph 185; and
  - (b) otherwise, denies the allegations.
187. In respect of the allegations in paragraph 187:
- (a) refers to and repeats her responses to paragraphs 185-186;
  - (b) says that the Directors' Declaration comprised declarations of opinion; and
  - (c) otherwise, denies the allegations.

**F.4. Vocation's FY14 Accounts Representations**

188. Does not plead to paragraph 188 as it does not contain allegations against her.
189. Does not plead to paragraph 189 as it does not contain allegations against her.

**F.5. Allegations made by the Applicant in the FACSOC regarding the FY14 Financial Statements**

190. Does not plead to paragraph 190 as it does not contain allegations against her.

**F.6. Directors' contraventions in respect of FY14 Accounts**

191. In respect of the allegations in paragraph 191:
- (a) refers to and repeats her responses to paragraphs 185-187 of the Amended Third Cross-Claim;
  - (b) does not plead to paragraph 191 in so far as it contains allegations against persons other than her; and
  - (c) otherwise, denies the allegations.
192. In respect of the allegations in paragraph 192:
- (a) says that, in respect of paragraphs 192.c. and 192.d., no material facts, alternatively inadequate material facts, are alleged in respect of when and/or how the Directors' FY 14 Accounts Representations or Directors' Accounts Reasonable Grounds Representations should have been "corrected" or "qualified" such that the allegations are uncertain, embarrassing and liable to be struck out;

- (b) does not plead to paragraph 192 in so far as it contains allegations against persons other than her; and
- (c) otherwise, denies the allegations.

193. In respect of the allegations in paragraph 193:

- (a) refers to and repeats her response to paragraph 192 of the Amended Third Cross-Claim;
- (b) does not plead to paragraph 193 in so far as it contains allegations against persons other than her; and
- (c) otherwise, denies the allegations.

#### **F.7. Vocation's contraventions in respect of FY14 Accounts**

194. Does not plead to paragraph 194 as it does not contain allegations against her.

195. Does not plead to paragraph 195 as it does not contain allegations against her.

196. Does not plead to paragraph 196 as it does not contain allegations against her.

#### **G. HUTCHINSON'S COMPLIANCE, IMMATERIAL RISK AND MATERIALITY CONTRAVENTIONS**

197. Does not plead to paragraph 197 as it does not contain allegations against her.

198. Does not plead to paragraph 198 as it does not contain allegations against her.

199. Does not plead to paragraph 199 as it does not contain allegations against her.

200. Does not plead to paragraph 200 as it does not contain allegations against her.

201. Does not plead to paragraph 201 as it does not contain allegations against her.

202. Does not plead to paragraph 202 as it does not contain allegations against her.

203. Does not plead to paragraph 203 as it does not contain allegations against her.

204. Does not plead to paragraph 204 as it does not contain allegations against her.

#### **G1. HUTCHINSON'S FURTHER AUGUST CONTRAVENTIONS, FURTHER 10 SEPTEMBER CONTRAVENTIONS AND FURTHER 18 SEPTEMBER CONTRAVENTIONS**

204A. – 204E. Does not plead to paragraphs 204A – 204E. as they do not contain allegations against her.

#### **H. HUTCHINSON'S FY14 RESULTS CONTRAVENTIONS**

205. Does not plead to paragraph 205 as it does not contain allegations against her.

206. Does not plead to paragraph 206 as it does not contain allegations against her.

207. Does not plead to paragraph 207 as it does not contain allegations against her.

208. Does not plead to paragraph 208 as it does not contain allegations against her.

209. Does not plead to paragraph 209 as it does not contain allegations against her.

**I. HUTCHINSON'S FY15 EARNINGS GUIDANCE AND BASIS CONTRAVENTIONS**

210. Does not plead to paragraph 210 as it does not contain allegations against her.

211. Does not plead to paragraph 211 as it does not contain allegations against her.

212. Does not plead to paragraph 212 as it does not contain allegations against her.

213. Does not plead to paragraph 213 as it does not contain allegations against her.

214. Does not plead to paragraph 214 as it does not contain allegations against her.

**I1. VOCATION'S DUE DILIGENCE QUESTIONNAIRE CONTRAVENTIONS**

214A. – 214P. Does not plead to paragraphs 214A. – 214P. as they do not contain allegations against her.

**I2. HUTCHINSON'S DUE DILIGENCE QUESTIONNAIR CONTRAVENTIONS**

214Q – 214W. Does not plead to paragraphs 214Q. – 214W. as they do not contain allegations against her.

**I3. HUTCHINSON'S INVOLVEMENT IN VOCATION'S DDQ CONTRAVENTIONS**

214X. – 214ZD. Does not plead to paragraphs 214X. – 214ZD. as they do not contain allegations against her.

**J. HUTCHINSON'S SEPTEMBER PLACEMENT CONTRAVENTION**

215. Does not plead to paragraph 215 as it does not contain allegations against her.

216. Does not plead to paragraph 216 as it does not contain allegations against her.

217. Does not plead to paragraph 217 as it does not contain allegations against her.

218. Does not plead to paragraph 218 as it does not contain allegations against her.

219. Does not plead to paragraph 219 as it does not contain allegations against her.

**K. HUTCHINSON'S CONTINUING FY15 EARNINGS GUIDANCE AND BASIS CONTRAVENTIONS**

220. Does not plead to paragraph 220 as it does not contain allegations against her.

221. Does not plead to paragraph 221 as it does not contain allegations against her.

222. Does not plead to paragraph 222 as it does not contain allegations against her.

223. Does not plead to paragraph 223 as it does not contain allegations against her.

224. Does not plead to paragraph 224 as it does not contain allegations against her.

225. Does not plead to paragraph 225 as it does not contain allegations against her.

**L. HUTCHINSON'S CONTINUOUS DISCLOSURE REPRESENTATIONS CONTRAVENTIONS**

- 226. Does not plead to paragraph 226 as it does not contain allegations against her.
- 227. Does not plead to paragraph 227 as it does not contain allegations against her.
- 228. Does not plead to paragraph 228 as it does not contain allegations against her.
- 229. Does not plead to paragraph 229 as it does not contain allegations against her.
- 230. Does not plead to paragraph 230 as it does not contain allegations against her.

**M. GREWAL'S COMPLIANCE, IMMATERIAL RISK AND MATERIALITY CONTRAVENTIONS**

- 231. Does not plead to paragraph 231 as it does not contain allegations against her.
- 232. Does not plead to paragraph 232 as it does not contain allegations against her.
- 233. Does not plead to paragraph 233 as it does not contain allegations against her.
- 234. Does not plead to paragraph 234 as it does not contain allegations against her.
- 235. Does not plead to paragraph 235 as it does not contain allegations against her.
- 236. Does not plead to paragraph 236 as it does not contain allegations against her.
- 237. Does not plead to paragraph 237 as it does not contain allegations against her.

**N. GREWAL'S FY14 RESULTS CONTRAVENTIONS**

- 238. Does not plead to paragraph 238 as it does not contain allegations against her.
- 239. Does not plead to paragraph 239 as it does not contain allegations against her.
- 240. Does not plead to paragraph 240 as it does not contain allegations against her.
- 241. Does not plead to paragraph 241 as it does not contain allegations against her.
- 242. Does not plead to paragraph 242 as it does not contain allegations against her.

**O. GREWAL'S FY15 EARNINGS GUIDANCE AND BASIS CONTRAVENTIONS**

- 243. Does not plead to paragraph 243 as it does not contain allegations against her.
- 244. Does not plead to paragraph 244 as it does not contain allegations against her.
- 245. Does not plead to paragraph 245 as it does not contain allegations against her.
- 246. Does not plead to paragraph 246 as it does not contain allegations against her.
- 247. Does not plead to paragraph 247 as it does not contain allegations against her.

**O1. GREWAL'S DUE DILIGENCE QUESTIONNAIR CONTRAVENTIONS**



247A – 247G. Does not plead to paragraphs 247A. – 247G. as they do not contain allegations against her.

## **O2. GREWAL’S INVOLVEMENT IN VOCATION’S DDQ CONTRAVENTIONS**

247H. – 247L. Does not plead to paragraphs 247H. – 247L. as they do not contain allegations against her.

### **P. GREWAL’S SEPTEMBER PLACEMENT CONTRAVENTION**

248. Does not plead to paragraph 248 as it does not contain allegations against her.

249. Does not plead to paragraph 249 as it does not contain allegations against her.

250. Does not plead to paragraph 250 as it does not contain allegations against her.

251. Does not plead to paragraph 251 as it does not contain allegations against her.

252. Does not plead to paragraph 252 as it does not contain allegations against her.

### **Q. GREWAL’S CONTINUOUS DISCLOSURE REPRESENTATIONS CONTRAVENTIONS**

253. Does not plead to paragraph 253 as it does not contain allegations against her.

254. Does not plead to paragraph 254 as it does not contain allegations against her.

255. Does not plead to paragraph 255 as it does not contain allegations against her.

256. Does not plead to paragraph 256 as it does not contain allegations against her.

257. Does not plead to paragraph 257 as it does not contain allegations against her.

258. Does not plead to paragraph 258 as it does not contain allegations against her.

## **Q1. FURTHER OR ALTERNATIVE LIABILITY OF HUTCHINSON, GREWAL AND DAWKINS AS ALLEGED IN THE 2FACSOC**

258A. Does not plead to paragraph 258A as it does not contain allegations against her.

### **R. RELIEF**

#### **R.1. Claims for contribution and/or indemnity**

259. Does not plead to paragraph 259 as it does not contain allegations against her.

260. In respect of the allegations in paragraph 260:

- (a) in respect of paragraphs 260.a. and 260.~~be.~~, she refers to and repeats the matters pleaded in Schedule A to this Defence, and her responses above to paragraphs 181-196 of the Amended Third Cross-Claim;
- (b) does not plead to paragraph 260 so far as it contains allegations against persons other than her;
- (c) says that she is not a “concurrent wrongdoer” with respect to PWC within the meaning of section 1041L(3) of the *Corporations Act*, section 12GP(3) of the *ASIC Act* or section 87CD(1)(a) of the *Competition and Consumer Act* in respect of the matters defined in

the FACSOC as “Vocation’s Prospectus Contraventions” (which in turn form part of “Vocation’s Contraventions” as defined in paragraph 259 of the Amended Third Cross-Claim); and

(d) otherwise, denies the allegations.

261. In respect of the allegations in paragraph 261:

(a) refers to and repeats her responses to paragraphs 21 to 29 of the Amended Third Cross-Claim, and the matters pleaded in 260(c) and Schedule A to this Defence;

(b) does not plead to paragraph 261 so far as it contains allegations against persons other than her; and

(c) otherwise, denies the allegations.

262. In respect of the allegations in paragraph 262:

(a) refers to and repeats her responses to paragraphs 260 and 261 of the Amended Third Cross-Claim;

(b) does not plead to paragraph 262 so far as it contains allegations against persons other than her; and

(c) otherwise, denies the allegations.

#### **S. RESERVATION OF RIGHTS**

263. In respect of the allegations in paragraph 263, she says:

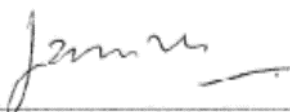
(a) PwC has chosen to bring the proceeding on the Amended Third Cross-Claim against her;

(b) having chosen to sue, the privilege against self-exposure to a penalty does not relieve PwC of the obligation to bring forward its whole case against her;

(c) if PwC subsequently seeks to amend its cross-claim in order to claim damages from her, then, to the extent that she is prejudiced by those amendments, she will oppose those amendments on the ground that the claim for damages should have been brought forward by PwC together with the rest of its cross-claim; and

(d) if PwC seeks to claim damages from her in subsequent proceedings, then she will oppose that claim on the ground that the claim for damages should reasonably have been made by PwC in this proceeding.

Date: ~~21 May 2020~~ ~~December 2018~~



Signed by John Samaha  
Lawyer for the Fourth, Fifth and Sixth Cross-respondents by Third Cross-claim

This pleading was prepared by John Samaha and Denes Blazer and settled by Ian Pike SC.

## Schedule A

### Prospectus allegations in paragraphs ~~6-4 to 8 and 120 to-135C~~ of the 2FACSOC

In response to the allegations in paragraphs ~~64 to 8 and 120 to-135C~~ of the Second Further Amended Consolidated Statement of Claim dated ~~3 May 2018~~ 11 November 2019 (2FACSOC), which are repeated in paragraph 24 of the Amended Third Cross-Claim, Ms Tredenick:

#### 2FACSOC 4 In respect of the allegations in paragraph 4 of the 2FACSOC:

- (a) admits that Vocation was incorporated on 6 November 2013 and is capable of being sued;
- (b) admits that from 6 November 2013 Vocation was a “person” for the purposes of the legislative provisions pleaded in that paragraph; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

#### 2FACSOC 5 In respect of the allegations in paragraph 5 of the 2FACSOC:

- (a) admits that Vocation at relevant times, was subject to the ASX Listing Rules and Corporations Act and relies upon those Rules and that Act for their full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 6 Admits the allegations in paragraph 6 of the 2FACSOC.

2FACSOC 7 Admits the allegations in paragraph 7 of the 2FACSOC.

#### 2FACSOC 8 In respect of the allegations in paragraph 8 of the 2FACSOC:

- (a) admits the allegations in paragraph 8(a); and
- (b) does not know and therefore cannot admit the allegations in paragraph 8(b).

#### 2FACSOC 9 In respect of the allegations in paragraph 9 of the 2FACSOC:

- (a) admits that Vocation, applied to the ASX for quotation of Vocation Securities on the ASX; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

#### 2FACSOC 10 In respect of the allegations in paragraph 10 of the 2FACSOC:

- (a) admits that by the Replacement Prospectus an initial public offering was made generally to the effect of the allegations in that paragraph, but relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

#### 2FACSOC 11 In respect of the allegations in paragraph 11 of the 2FACSOC:

- (a) refers to and repeats her responses to the allegations in paragraphs 6 to 10; and
- (b) otherwise, admits the allegations.

2FACSOC 12 In respect of the allegations in paragraph 12 of the 2FACSOC:

- (a) she relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 13 In respect of the allegations in paragraph 13 of the 2FACSOC:

- (a) admits the allegations in 13(a), (b) and (d);
- (b) relies upon the Replacement Prospectus and the Annual Report – 30 June 2013 for AVANA for their full terms, meaning and effect; and
- (c) otherwise, denies the allegations.

2FACSOC 14 In respect of the allegations in paragraph 14 of the 2FACSOC:

- (a) relies upon the Replacement Prospectus, the Financial Report – 30 June 2013 for BAWM, and the Financial Report – 30 June 2013 for Aspin for their full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 15 In respect of the allegations in paragraph 15 of the 2FACSOC:

- (a) relies upon the Replacement Prospectus, and the CSIA Special Purpose Annual Report for the year ended 30 June 2013 for their full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 16 In respect of the allegations in paragraph 16 of the 2FACSOC:

- (a) admits the allegations in paragraph 16(a), and that the persons listed in paragraph 16(b) were, at certain times, part of Vocation's senior management team and held the respective titles alleged in respect of them;
- (b) relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 17 In respect of the allegations in paragraph 17 of the 2FACSOC:

- (a) refers to and repeats her responses to paragraphs 13, 14, 15 and 16;
- (b) admits that certain knowledge of Vocation's Directors may be attributed to Vocation; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 18 In respect of the allegations in paragraph 18 of the 2FACSOC:

- (a) admits that Vocation carried on a business as a provider of vocational education and training services including through its subsidiaries AVANA, BAWM, Aspin and CSIA, and that some of those subsidiaries operated in Victoria; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 19 In respect of the allegations in paragraph 19 of the 2FACSOC:

(a) admits that the Replacement Prospectus contained information generally to the effect of that set out in paragraphs 19(a) and (b) but relies upon the Replacement Prospectus for its full terms, meaning and effect; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 20 In respect of the allegations in paragraph 20 of the 2FACSOC:

(a) admits that Vocation had systems and processes in place regarding its compliance obligations; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 21 In respect of the allegations in paragraph 21 of the 2FACSOC:

(a) admits that BAWM was:

(i) an RTO which engaged in teaching activities in Victoria only;

(ii) registered with the VQRA; and

(iii) required to comply with the conditions of its registration with the VQRA; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 22 In respect of the allegations in paragraph 22 of the 2FACSOC:

(a) admits that Aspin was:

(i) an RTO which engaged in teaching activities;

(ii) registered with the ASQA; and

(iii) required to comply with the conditions of its registration with the ASQA; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 23 In respect of the allegations in paragraph 23 of the 2FACSOC:

(a) admits that the VQRA had powers pursuant to the Victorian Act but relies upon the Victorian Act for its full terms, meaning and effect; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 24 In respect of the allegations in paragraph 24 of the 2FACSOC:

(a) admits that the ASQA had powers pursuant to the Commonwealth Act but relies upon the Commonwealth Act for its full terms, meaning and effect; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 25 In respect of the allegations in paragraph 25 of the 2FACSOC:

- (a) admits that BAWM derived a proportion of its revenues from Victorian government contracts; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 26 In respect of the allegations in paragraph 26 of the 2FACSOC:

- (a) admits that Aspin derived a proportion of its revenues from Victorian government contracts; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 27 In respect of the allegations in paragraph 27 of the 2FACSOC:

- (a) relies on the National RTO Standards for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 28 In respect of the allegations in paragraph 28 of the 2FACSOC:

- (a) relies on the National RTO Standards for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 29 In respect of the allegations in paragraph 29 of the 2FACSOC:

- (a) relies on the Victorian RTO Guidelines for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 30 In respect of the allegations in paragraph 30 of the 2FACSOC:

- (a) relies on the 2013 Government Contract for its full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 31 In respect of the allegations in paragraph 31 of the 2FACSOC:

- (a) relies on the 2014 Government Contract for its full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 32 In respect of the allegations in paragraph 32 of the 2FACSOC:

- (a) relies on the 2013 and 2014 Government Contracts for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 33 In respect of the allegations in paragraph 33 of the 2FACSOC:

- (a) relies on the 2013 and 2014 Government Contracts for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 34 In respect of the allegations in paragraph 34 of the 2FACSOC:

- (a) relies on the Government Contracts referred to for their full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 35 In respect of the allegations in paragraph 35 of the 2FACSOC:

- (a) relies on the explanatory statement referred to for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 36 In respect of the allegations in paragraph 36 of the 2FACSOC:

- (a) refers to and repeats its responses to the allegations prior to paragraph 36 of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 37 In respect of the allegations in paragraph 37 of the 2FACSOC:

- (a) admits that the Replacement Prospectus contained information generally to the effect of that set out in paragraphs 37(a) and (b) but relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 38 In respect of the allegations in paragraph 38 of the 2FACSOC:

- (a) admits that the Replacement Prospectus contained information about contractors but relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 39 In respect of the allegations in paragraph 39 of the 2FACSOC:

- (a) relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 40 In respect of the allegations in paragraph 40 of the 2FACSOC:

- (a) refers to and repeats her response to paragraph 39 of the 2FACSOC;
- (b) relies upon the Replacement Prospectus for its full terms, meaning and effect;
- (c) says that BAWM in general terms constituted a significant part of Vocation's business; and

(d) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 41 In respect of the allegations in paragraph 41 of the 2FACSOC:

(a) admits that the Replacement Prospectus contained information generally to the effect of that pleaded but relies upon the Replacement Prospectus for its full terms, meaning and effect; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 42 In respect of the allegations in paragraph 42 of the 2FACSOC:

(a) refers to and repeats her response to paragraphs 39 to 41 of the 2FACSOC; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 43 In respect of the allegations in paragraph 43 of the 2FACSOC:

(a) refers to and repeats her response to paragraphs 39 to 41 of the 2FACSOC; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 43A - 45Q Does not know and therefore cannot admit the allegations in paragraphs 43A to 45Q of the 2FACSOC.

2FACSOC 46 Does not plead to paragraph 46 as it does not contain any allegations.

2FACSOC 47 In respect of the allegations in paragraph 47 of the 2FACSOC:

(a) refers to and repeats her response to paragraphs 45I(a), 45K(a), 45M(a), 45O(a) and 45Q(a) of the 2FACSOC; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 48 In respect of the allegations in paragraph 48 of the 2FACSOC:

(a) refers to and repeats her response to paragraphs 45I(b), 45K(b), 45M(b), 45O(b) and 45Q(b) of the 2FACSOC; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 49 In respect of the allegations in paragraph 49 of the 2FACSOC:

(a) refers to and repeats her response to paragraphs 43A to 47 and 48 of the 2FACSOC; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 50 – 51E Does not know and therefore cannot admit the allegations in paragraphs 50 to 51E of the 2FACSOC.

2FACSOC 51F – 51L Does not know and therefore cannot admit the allegations in paragraphs 51F to 51L of the 2FACSOC.

2FACSOC 52 – 54 Does not know and therefore cannot admit the allegations in paragraphs 52 to 54 of the 2FACSOC.



2FACSOC 55 In respect of the allegations in paragraph 55 of the 2FACSOC, admits that the Replacement Prospectus contained statements generally to the effect of that pleaded but relies upon the Replacement Prospectus for its full terms, meaning and effect.

2FACSOC 56 In respect of the allegations in paragraph 56 of the 2FACSOC, admits that the Replacement Prospectus contained statements generally to the effect of that pleaded but relies upon the Replacement Prospectus for its full terms, meaning and effect.

2FACSOC 57 In respect of the allegations in paragraph 57 of the 2FACSOC:

- (a) refers to and repeats her response to paragraphs 55 and 56 of the 2FACSOC;
- (b) admits that the Replacement Prospectus contained a representation generally to the effect of that pleaded in 57(c) but relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (c) otherwise, denies the allegations.

2FACSOC 58 In respect of the allegations in paragraph 58 of the 2FACSOC:

- (a) refers to and repeats her response to paragraphs 43A to 57 of the 2FACSOC;
- (b) says that:
  - (i) no material facts, alternatively inadequate material facts, are alleged in respect of “any statement” or statements which described, or could have described, the subject matter of the 16 defined terms pleaded in paragraph 58, such that the allegations are uncertain, embarrassing and liable to be struck out;
  - (ii) the 2FACSOC does not contain a defined term in the form pleaded in paragraph 58(p); and
- (c) relies upon the Replacement Prospectus for its full terms, meaning and effect; and
- (d) otherwise, denies the allegations.

2FACSOC 59 – 72 [Not used]

2FACSOC 73 In respect of the allegations in paragraph 73 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out;
- (b) admits that the Australian Financial Review published an article titled “Training wheels wobbly?” on 25 August 2014, but relies upon that article for its full terms, meaning and effect; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 74 In respect of the allegations in paragraph 74 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out;
- (b) otherwise, admits that Vocation made an ASX Announcement with that pleaded title which contained information generally to the effect of that pleaded in

subparagraphs (a) – (c), but relies upon that announcement for its full terms, meaning and effect; and

(c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 74A Does not know and therefore cannot admit those allegations.

2FACSOC 75 – 90 [Not used]

2FACSOC 91 In respect of the allegations in paragraph 91 of the 2FACSOC:

(a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out;

(b) admits that Vocation made an ASX Announcement on that date, but relies upon that announcement for its full terms, meaning and effect; and

(c) otherwise, denies the allegations.

2FACSOC 92 – 93 [Not used]

2FACSOC 94 In respect of the allegations in paragraph 94 of the 2FACSOC:

(a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out;

(b) admits that Vocation made an ASX Announcement on that date, but relies upon that announcement for its full terms, meaning and effect; and

(c) otherwise, denies the allegations.

2FACSOC 95 - 98 [Not used]

2FACSOC 99 In respect of the allegations in paragraph 99 of the 2FACSOC:

(a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out;

(b) admits that the Australian Financial Review published an article titled “Victoria’s withheld funding ‘material’ to Vocation’ on 18 September 2014, but relies upon that article for its full terms, meaning and effect; and

(c) otherwise, denies the allegations.

2FACSOC 100 In respect of the allegations in paragraph 100 of the 2FACSOC:

(a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out;

(b) admits that Vocation made an ASX Announcement on that date, but relies upon that announcement for its full terms, meaning and effect; and

(c) otherwise, denies the allegations.

2FACSOC 100A Does not know and therefore cannot admit those allegations.

2FACSOC 101 – 105 [Not used]

2FACSOC 106 In respect of the allegations in paragraph 106 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out; and
- (b) otherwise, admits the allegations.

2FACSOC 107 In respect of the allegations in paragraph 107 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out; and
- (b) otherwise, admits the allegations.

2FACSOC 108 In respect of the allegations in paragraph 108 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out;
- (b) refers to and repeats her response to paragraph 107 of the 2FACSOC;
- (c) relies upon that announcement for its full terms, meaning and effect; and
- (d) otherwise, denies the allegations.

2FACSOC 109 [Not used]

2FACSOC 110 In respect of the allegations in paragraph 110 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out; and
- (b) otherwise, admits the allegations.

2FACSOC 111 In respect of the allegations in paragraph 111 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out;
- (b) refers to and repeats her response to paragraph 110 of the 2FACSOC;
- (c) relies upon those announcements for their full terms, meaning and effect; and
- (d) otherwise, denies the allegations.

2FACSOC 112 [Not used]

2FACSOC 113 Does not know and therefore cannot admit those allegations.

2FACSOC 114 – 115 [Not used]

2FACSOC 116 In respect of the allegations in paragraph 116 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out; and
- (b) otherwise, admits the allegations.

2FACSOC 117 In respect of the allegations in paragraph 117 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out; and
- (b) otherwise, admits the allegations.

2FACSOC 118 In respect of the allegations in paragraph 118 of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her, and are therefore liable to be struck out;
- (b) refers to and repeats her response to paragraph 117 of the 2FACSOC;
- (c) relies upon that announcement for its full terms, meaning and effect; and
- (d) otherwise, denies the allegations.

2FACSOC 119 Does not know and therefore cannot admit those allegations.

2FACSOC 120 Admits the allegations in paragraph 120 of the 2FACSOC.

2FACSOC 121 Admits the allegations in paragraph 121 of the 2FACSOC.

2FACSOC 122 In respect of the allegations in paragraph 122 of the 2FACSOC:

- (a) says that no material facts, alternatively inadequate material facts, are alleged in respect of why Vocation did not have “reasonable grounds” for the making of the First Prospectus Compliance Statement such that the allegations are uncertain, embarrassing and liable to be struck out; refers to and repeats her response to paragraph 55 of the 2FACSOC;
- (b) will rely upon the Prospectus for its full terms, meaning and effect;
- (c) so far as she was aware at the material time, she denies the allegations; and
- (d) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 123 In respect of the allegations in paragraph 123 of the 2FACSOC:

- (a) says that no material facts, alternatively inadequate material facts, are alleged in respect of who ~~the~~ “Vocation’s management” were who are alleged to have had that “awareness” “other Vocation subsidiaries” were which are alleged to have “engaged in, and were engaging in, Non-Compliant Conduct” such that the allegations are uncertain, embarrassing and liable to be struck out;
- (b) refers to and repeats her response to paragraphs 47, 51C, 51J and 57 of the 2FACSOC;
- ~~(a)~~(c) will rely upon the Prospectus for its full terms, meaning and effect; and
- ~~(b)~~(d) otherwise, does not know and therefore cannot admit the allegations in that paragraph.

2FACSOC 123A In respect of the allegations in paragraph 123A of the 2FACSOC:

- (a) refers to and repeats her responses to paragraphs 47, 48, 49, 51, 51A, 51B, 51J, 51K, 51L, 52, 53, 54, 123; and
- (b) otherwise, does not know and therefore cannot admit the allegations in that paragraph.

2FACSOC 124 In respect of the allegations in paragraph 124 of the 2FACSOC:

- (a) will rely upon the Prospectus for its full terms, meaning and effect;
- (b) so far as she was aware at the material time, she denies the allegations; and
- (c) otherwise, does not know and therefore cannot admit the allegations in that paragraph.

2FACSOC 125 In respect of the allegations in paragraph 125 of the 2FACSOC:

- (a) refers to and repeats her response to paragraph 122 of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 126 In respect of the allegations in paragraph 126 of the 2FACSOC:

- (a) refers to and repeats her responses to paragraphs 55(g), 57(a), 57(b)123 and 123A of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 127 In respect of the allegations in paragraph 127 of the 2FACSOC:

- (a) refers to and repeats her responses to paragraphs 56, 57(c) and 124 of the 2FACSOC; and
- (b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 128 In respect of the allegations in paragraph 128 of the 2FACSOC:

- (a) refers to and repeats her responses to paragraphs 125, 126 and 127 of the 2FACSOC;
- (b) otherwise, does not know and therefore cannot admit the allegations; and
- (c) says that if (which is not admitted) the Replacement Prospectus contained a misleading statement within the meaning of s728(1)(a)(i) of the Corporations Act, by reason of the matters set out in response to the allegations in paragraph 134 of the 2FACSOC below, she has valid defences under sections 731 and/or 733 of the Corporations Act.

2FACSOC 129 In respect of the allegations in paragraph 129 of the 2FACSOC:

- (a) refers to and repeats her response to paragraph 134 of the 2FACSOC;
- ~~(a)~~(b) so far as she was aware at the material time, she denies the allegations; and
- ~~(b)~~(c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129A In respect of the allegations in paragraph 129A of the 2FACSOC:

- (a) refers to and repeats her response to paragraphs 45F-45P, 46, 57 and 134 of the 2FACSOC;
- (b) so far as she was aware at the material time, she denies the allegations; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129B In respect of the allegations in paragraph 129B of the 2FACSOC:

- (a) refers to and repeats her response to paragraphs 45D-45E and 134 of the 2FACSOC;
- (b) so far as she was aware at the material time, she denies the allegations; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129C In respect of the allegations in paragraph 129C of the 2FACSOC:

- (a) refers to and repeats her response to paragraphs 48, 49 and 134 of the 2FACSOC;
- (b) so far as she was aware at the material time, she denies the allegations; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129D In respect of the allegations in paragraph 129D of the 2FACSOC:

- (a) refers to and repeats her response to paragraph 134 of the 2FACSOC;
- (b) so far as she was aware at the material time, she denies the allegations; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129E In respect of the allegations in paragraph 129E of the 2FACSOC:

- (a) refers to and repeats her response to paragraph 134 of the 2FACSOC;
- (b) so far as she was aware at the material time, she denies the allegations; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129F In respect of the allegations in paragraph 129F of the 2FACSOC:

- (a) refers to and repeats her responses to paragraphs 52 and 134 of the 2FACSOC;
- (b) so far as she was aware at the material time, she denies the allegations; and
- (c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129G In respect of the allegations in paragraph 129G of the 2FACSOC:

- (a) refers to and repeats her responses to paragraphs 52, 57(a) and 134 of the 2FACSOC;
- (b) so far as she was aware at the material time, she denies the allegations; and

(c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129H In respect of the allegations in paragraph 129H of the 2FACSOC:

(a) refers to and repeats her response to paragraph 134 of the 2FACSOC;

(b) so far as she was aware at the material time, she denies the allegations; and

(c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129I In respect of the allegations in paragraph 129I of the 2FACSOC:

(a) refers to and repeats her responses to paragraphs 53, 54 and 134 of the 2FACSOC;

(b) so far as she was aware at the material time, she denies the allegations; and

(c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129J In respect of the allegations in paragraph 129J of the 2FACSOC:

(a) refers to and repeats her response to paragraph 134 of the 2FACSOC;

(b) so far as she was aware at the material time, she denies the allegations; and

(c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 129K In respect of the allegations in paragraph 129K of the 2FACSOC:

(a) refers to and repeats her response to paragraph 134 of the 2FACSOC;

(b) so far as she was aware at the material time, she denies the allegations; and

(c) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 130 ~~Does not know and therefore cannot admit the allegations in paragraph 130 of the FACSOC.~~ In respect of the allegations in paragraph 130 of the 2FACSOC:

(a) refers to and repeats her responses to paragraphs 129, 129A-129E and 134 of the 2FACSOC; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 130A In respect of the allegations in paragraph 130A of the 2FACSOC:

(a) refers to and repeats her responses to paragraphs 129F-129K and 134 of the 2FACSOC; and

(b) otherwise, does not know and therefore cannot admit the allegations.

2FACSOC 131 In respect of the allegations in paragraph 131 of the 2FACSOC:

(a) refers to and repeats her responses to paragraphs 129 to 130A and 134 of the 2FACSOC;

(b) will rely upon the Prospectus for its full terms, meaning and effect; and

(c) otherwise, denies the allegations.

2FACSOC 132 In respect of the allegations in paragraph 132 of the 2FACSOC:

- (a) will rely upon the Prospectus for its full terms, meaning and effect; and
- (b) otherwise, denies the allegations.

2FACSOC 133 In respect of the allegations in paragraph 133 of the 2FACSOC:

- (a) refers to and repeats her responses to paragraphs 58, 131 to 132 of the 2FACSOC;
- (b) otherwise, denies the allegations; and
- (c) says that if (which is denied) the Replacement Prospectus contained an omission of material required by s 710 of the Corporations Act, within the meaning of s 728(1)(b) of the Corporations Act, by reason of the matters set out in response to the allegations in paragraph 134 of the 2FACSOC below, she has valid defences under sections 731 and/or 733 of the Corporations Act.

2FACSOC 134 In respect of the allegations in paragraph 134 of the 2FACSOC:

- (a) refers to and repeats her responses to paragraphs 128 and 133 of the 2FACSOC;
- (b) otherwise, denies the allegations; and
- (c) says that if (which is denied) the Replacement Prospectus contravened s 728(1) of the Corporations Act, she has valid defences under sections 731 and/or 733 of the Corporations Act by reason of:
  - (i) the matters set out in paragraph 134 of the First Respondent's (Vocation's) ~~Further Amended~~ Defence to the FACSOQ dated ~~31 May 2018~~ 17 December 2019, which she hereby refers to and repeats;
  - (ii) the matters set out in paragraphs 279 - 298 of the Defence of John Sydney Dawkins to the Third Cross-Claim dated 4 December 2018, which she hereby refers to and repeats;
  - (iii) the matters set in paragraphs 4 – 10 of the Statement of Cross-Claim (Sixth Cross-Claim) (Mr Hutchinson's cross-claim against JWS) dated 6 December 2018 which she hereby refers to and repeats;
  - (iv) in respect of the Prospectus and Replacement Prospectus, the following persons were responsible for verifying the accuracy of the following statements:
    - (A) First Prospectus Compliance Statement – Wendy Bonnici, Michael Langtree, Brett Whitford, Mark Hutchinson;
    - (B) Second Prospectus Compliance Statement – Wendy Bonnici, Michael Langtree, Brett Whitford, Mark Hutchinson; and
    - (C) Growth Strategy component of the Prospectus Guidance Representations – Wendy Bonnici, Michael Langtree, Brett Whitford, Mark Hutchinson; and



~~(C)~~(D) Prospectus Guidance Representations, other than the Growth Strategy component of those representations – Manvinder Grewal.

**Particulars**

A. *Project Churchill Verification Report dated 15 November 2013.*

A-B. *Paragraph 1.4 of Annexure 3 – Prospectus Verification Guidelines - to the Due Diligence Planning Memorandum dated 15 November 2013.*

- (v) on or about 22 October 2013, Wendy Bonnici, Michael Langtree, Brett Whitford, Mark Hutchinson provided a verification certificate to the Due Diligence Committee.

**Particulars**

*The Verification Certificate to the Due Diligence Committee signed by each of them on 22 October 2013 (VOC.503.004.0823).*

- (vi) on or about 15 November 2013, Manvinder Grewal provided a verification certificate to the Due Diligence Committee.

**Particulars**

*The Verification Certificate to the Due Diligence Committee signed by him on 15 November 2013 (VOC.503.004.0827).*

- (vii) the enquiries she made, and the enquiries that were made by others (of which she was aware), between about October to November 2013, of representatives of BAWM, CSIA, AVANA, JWS, PWC, Macquarie Bank and UBS, and John Sydney Dawkins, and the information provided by them respectively, in respect of the content of the Prospectus and the due diligence process in respect of the Prospectus and Replacement Prospectus;
- (viii) her observation, between about October to November 2013, of the due diligence process in respect of the Prospectus and Replacement Prospectus;
- (ix) her consideration, between about October to November 2013, of drafts of the Prospectus and Replacement Prospectus;
- (x) the recommendations, on 15 November 2013 and 25 November 2013, the due diligence committee provided to the effect that the Prospectus and Replacement Prospectus be approved by the Board;
- (xi) her belief, in the premises, that the Prospectus and Replacement Prospectus complied with the law, including her belief, on reasonable grounds, that those documents did not contain misleading or deceptive statements or relevant omissions; and
- (xii) her reliance, in the premises, on the information she received was reasonable.

**Particulars**

*Further particulars may be provided prior to trial.*

2FACSOC 135 In respect of the allegations in paragraph 135 of the 2FACSOC:

- (a) says that by virtue of the matters pleaded in response to paragraph 134 of the 2FACSOC, she is not liable to any person pursuant to s 729 of the Corporations Act; and
- (b) otherwise, does not plead to paragraph 135 of the 2FACSOC as it does not contain allegations against her.

2FACSOC 135A In respect of the allegations in paragraph 135A of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her pursuant to s729 of the Corporations Act, and are therefore liable to be struck out;
- (b) refers to and repeats her response to paragraph 23 of the Amended Third Cross-Claim, and paragraphs 128 and 133 to 135 of the 2FACSOC; and
- (c) otherwise, denies the allegations.

2FACSOC 135B In respect of the allegations in paragraph 135B of the 2FACSOC:

- (a) says that the allegations are not relevant to any claim made by PwC against her pursuant to s729 of the Corporations Act, and are therefore liable to be struck out;
- (b) refers to and repeats her response to paragraphs 9, 128 and 133 to 135A of the 2FACSOC; and
- (c) otherwise, does not admit the allegations.

2FACSOC 135C In respect of the allegations in paragraph 135C of the 2FACSOC:

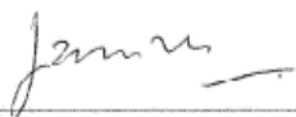
- (a) says that the allegations are not relevant to any claim made by PwC against her pursuant to s729 of the Corporations Act, and are therefore liable to be struck out;
- (b) refers to and repeats her response to paragraphs 9, 128 and 133 to 135B of the 2FACSOC; and
- (c) otherwise, does not admit the allegations.

**CERTIFICATE OF LAWYER**

I, John Samaha, certify to the Court that, in relation to the defence filed on behalf of Ms Tredenick, the factual and legal material available to me at present provides a proper basis for:

- (a) each allegation in the pleading; and
- (b) each denial in the pleading; and
- (c) each non admission in the pleading.

Date: ~~21 May 2020~~ ~~20 December 2018~~



Signed by John Samaha  
Lawyer for the Fourth, Fifth and Sixth Cross-respondents by Third Cross-claim

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Filed on behalf of	MICHELLE KIM TREDENICK (Fifth Cross-respondent by Third Cross-claim)
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