



*Because truth matters*

### **Complaint to the registrar of companies**

**On behalf of** Jozsef Gabor SZEKELY 9/3 Kelvin Grove, Te Aro, Wellington  
[jozsef.szekely0805@gmail.com](mailto:jozsef.szekely0805@gmail.com) share holder former director Muso on Allen Limited

### **Offenders:**

1. **Director and shareholder** Samuel Raymond NORTH 21 Wha Street, Lyall Bay, Wellington, 6022 , New Zealand
2. **Former director:** Debbie Vivien NORTH Unit 3, 35 Jessie Street, Te Aro, Wellington, 6011 , New Zealand 27 Jul 2012 - 11 Nov 2014
3. **Director and former director** Malcolm Leslie NORTH 21 Wha Street, Lyall Bay, Wellington, 6022 , New Zealand 09 Jan 2013– 11 Nov 2014 and again from 17 Nov 2014
4. **Director and shareholder:** Janine Ann CORKE 19 Avenue North Road, Levin, Levin, 5510 , New Zealand from 01 May 2015
5. **Company accountant /book keeper** Dianne Jones 38 Rata Rd Raumati Beach Paraparaumu PO Box2226 Raumati Beach [jones.thomas@xtra.co.nz](mailto:jones.thomas@xtra.co.nz) 04–299 3028
6. **The limited liability company :**Muse on Allen Limited 16–18 Allen Street, Allen Street, Te Aro, Wellington, 6011 , New Zealand

### **Background**

In Mid 2012 two chefs decided to go into business together they were Jozsef Gabor SZEKELY and Samuel North.

#### **19 July 2012 - document 1**

They purchased an existing business

Josef's contributes \$70,487 to purchase an existing business and chattels business valued at \$90,000 the remainder came from Samuel North and his parents.

They use a lawyer who is conflicted in that he transpires to be the Norths own lawyer and therefore lacked independence

**27 Jul 2012 –Document 2** -the Company was formed and in return Jozsef received a 70% shareholding

**13 August 2012 document 3** Jozsef signed a partnering agreement with Samuel North, Samuel's parents and Samuel's girlfriend 3 he did this in the expectation that all would be shareholders based on their shareholding in the company.

Instead it transpired that Malcolm and Debbie North and Annabelle Torrejos never injected share capital but contributed only by way of loans.

1. Definition of "share " section **35 of the companies act sets out the Legal nature of shares as "A share in a company is personal property."**
2. A loan is not defined by the act but a common definition is "a thing that is borrowed, especially a sum of money that is expected to be paid back with interest."
3. Sections 365 A-H companies act set out the powers of the registrar to identify the controllers of a company , these sections should also therefore serve to identify who the ultimate controllers of Muse on Allen should be .
4. Section 365E Situations not giving rise to control interests clearly identify that those who lend money do not have a controlling interest.
5. It will be shown later through accounts since acquired that Jozsef was the only paid up share holder .

**17 August 2012 document 4 &5** Samuel arranged for Debbie North to become a director and she prepared her own company forms and backdated these to the date of formation of the company, we do not believe that there are any legitimate documents in place to have facilitated this appointment. Mr SZEKELY had verbally agreed to her becoming an alternate director only.

There are no written resolutions which support her appointment, she prepared and filed her own documents.

**19 December 2012 Document 6** Samuel amended the on line share registry to show that Josef's shareholding had been reduced to 49%, Jozsef did not consent to this. Subsequent accounts reveal that there was no change in share capital which would have facilitated this

There is no share holder transfer form and no consent for the transfer of these shares

**9 January 2013** Samuel and his mother appointed Malcolm North (Samuel's father) as director we are unsure of the method by which this occurred by Director Jozsef SZEKELY was excluded from this meeting and changed the on line register **Document 7 & 8**

Possible offence: appointment of director without resolution, the register was amended by Samuel

This contributed to a major falling out on **10 January 2012** and Jozsef and at a directors meeting at the Norths home Jozsef was removed as director on the **11th January** . **Document 9** resolution and document **10** the removal on the registrar by Samuel North

Jozsef immediately engages a lawyer who attempted to resolve the issue. This has led him to the High court and after \$50,000 and 2 ½ years his lawyers told him it would take another \$42,000 to resolve. It appears also that the company is insolvent.

**24 February 2013** Samuel North updates the on line share registry removing all the shareholding from Jozsef and making himself the 100% shareholder of the company **document 11**

Pages 12-25 are the statement of claim filed By Josef's lawyers **29 November 2013**

Pages 26-40 is the statement of defence filed in the proceedings **27 January 2014**

An amended statement of claim was filed **13 October 2014** to reflect mainly loans which had been given to third parties from the company page 41-57, otherwise the statements of claim are identical

This was responded to by the **Malcolm North** who posed as a lawyer on **17.12.2014** pages 58-72

It is of particular note that in both the statements of defence admission are made page 33

- c. The amendment of the Company's Office register on or around 24 February 2013 was an error, and the plaintiff remains a minority shareholder of the Company.

Page 37

- a. The plaintiff's shares have not been removed, and that the Companies Office register is in error, as discussed at paragraph 8e.

Page 64

- c. The amendment of the Company's Office register on or around 24 February 2013 was an error, and the plaintiff remains a minority shareholder of the Company.

Page 68

- a. The plaintiff's shares have not been removed, and that the Companies Office register is in error, as discussed in paragraph 8e.

Despite claiming that Josef's name had been removed" in error "nothing has been done to correct that error since it was first acknowledged **27 January 2014**

**19 June 2015** District Court proceedings are commenced against Jozsef by the company holding him responsible for the losses **pages 73-75**. In filing this allegation account documents emerge being the accounts for financial years ended 31 March 2013 **page 79-97 and end 2014 Page 98-116**

These documents were served on Jozsef without any confidentiality or restriction attached to them

The district court proceedings place misdirected relevance on a partnering agreement referred to above shares are defined in the act in section 96, they also take action against a shareholder of a limited liability company where the liability of the shareholder is restricted to his shareholding.

1. The 2013 & 2014 accounts provide a clear indication as to who the shareholders are these are shown on **pages 90 and 109**
  - a. On the one hand in each set of accounts two shareholders equity is shown but in the actual accounts there is reference to only one shareholder – Samuel North who at the end of 2014 financial year was shown to have a deficit in share capital.

**MUSE ON ALLEN LIMITED****Shareholder Current Accounts  
For the Year Ended 31 March 2014**

	<u>2014</u> (\$)	<u>2013</u> (\$)
<b>Jozsef Szekely</b>		
Opening Balance	64,118	0
Funds Introduced	0	70,487
	<u>64,118</u>	<u>70,487</u>
<b>Less</b>		
Drawings	0	6,369
	<u>64,118</u>	<u>64,118</u>
<b>Samuel North</b>		
Opening Balance	5,235	0
Funds Introduced	0	11,795
	<u>5,235</u>	<u>11,795</u>
<b>Less</b>		
Drawings	11,655	6,560
	<u>(6,420)</u>	<u>5,235</u>
<b>TOTAL SHAREHOLDER CURRENT ACCOUNTS</b>	<u>57,697</u>	<u>69,352</u>

- b. These accounts page **87 and 106** show that funds introduced in to the business by Malcolm and Debbie North and A Torrejos were loans and were listed as Term liabilities

<b>TERM LIABILITIES</b>		
M & D North Loan	117,019	79,197
R G North Loan	0	-
A Torrejos Loan	15,150	8,000
<b>TOTAL TERM LIABILITIES</b>	<u>132,169</u>	<u>87,197</u>

These persons are clearly identified as lenders and not as shareholders and it is the liability back to these lenders which tips the company into the realm of insolvency.

Shareholder is defined by section 96 of the act

The share register has not been sighted or produced and it appears that there is none in any case the accounts and the documents filed in the District court confirm that Jozsef is a share holder

2. On Line companies office Share registry.
  - a. The companies office share registry is updated from the companies own register.
  - b. Shares are transferred in accordance with section 84 of the companies act.
  - c. Jozsef shares were transferred to Samuel in a two stage process which failed to comply with the provision of section 84 of the companies act. Page 6 shows the second defendant Samuel transferring 21 shares contrary to the act. ( 19 December 2012)
    - i. It is obvious by the accounts that Samuel never had sufficient capital interest in the company that would give him any legal basis to transfer these shares.

- d. Page 11 the remaining 49 shares were unlawfully transferred from Jozsef to Samuel. This transfer cannot be defended in any way with the company accounts showing that Samuels contributions were at the time \$ 5,235 compared to Jozsef \$ 64,118.

<b><u>MUSE ON ALLEN LIMITED</u></b>	
<b><u>Shareholder Current Accounts</u></b>	
<b><u>For the Year Ended 31 March 2013</u></b>	
	<b><u>2013</u></b>
	<b><u>(\$)</u></b>
<b><u>Jozsef Szekely</u></b>	
Opening Balance	0
Funds Introduced	70,487
	<u>70,487</u>
<b><u>Less</u></b>	
Drawings	6,369
	<u><u>64,118</u></u>
 <b><u>Samuel North</u></b>	
Opening Balance	0
Funds Introduced	11,795
	<u>11,795</u>
<b><u>Less</u></b>	
Drawings	6,560
	<u><u>5,235</u></u>
 <b><u>TOTAL SHAREHOLDER CURRENT ACCOUNTS</u></b>	
	<u><u>69,352</u></u>

The shareholders listed on the accounts however are shown on pages 81 &100

**Shareholders:** Samuel Raymond North 100 Ord \$1 Shares

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The accounts also appear to have the have had chattels reduced in value from the time of purchase of the company and the assets have seen a massive devaluing in the transfer from date of purchase to the date they appeared in the books

Repeated requests have been made of Malcolm Lesley North , Samuel Raymond North Janine Ann CORKE, and Debbie Vivien NORTH for

- a. A statement of rights as set out in section 83 of the companies act
- b. Copies of any or all share transfer forms which Jozsef e signed or which have purportedly been signed by him which comply with section 84 of the act.
- c. A copy of every annual report as per section 209 including the full sets of accounts.
- d. Inspection of the company records as set out in section 216
- e. Copies of financial statements prepared for tax purposes as set out by section 207 .

These requests have been repeatedly ignored yet in court proceedings Jozsef is alleged to be a shareholder the requests are shown on **pages 117-121**

**21 October 2013 Page 122** We now appear to have a situation where one minute Jozsef is considered a shareholder and the next he is not. On 21 October they do not show Jozsef on the annual return but in court documents filed through their solicitor they admit that he is a share holder page 29, 32, 61,63

e Deny that the plaintiff was removed as a shareholder, and further say:

#### **Removal of the plaintiff as a shareholder**

32 In respect of paragraph 32, they deny that the plaintiff was removed as a shareholder, although admit that the Companies Office register was amended by the second defendant on or around 24 February 2013 to show the second defendant as holding all 100 shares in the Defendant Company, and repeat the response given at paragraph 8e.

c The amendment of the Company's Office register on or around 24 February 2013 was an error, and the plaintiff remains a minority shareholder of the Company.

66 They deny paragraph 66, and say that:

a The plaintiff's shares have not been removed, and that the Companies Office register is in error, as discussed at paragraph 8e.

#### **Removal of the plaintiff as a shareholder**

33. In respect of paragraph 33, they deny that the plaintiff was removed as a shareholder, although admit that the Companies Officer register was amended by the second defendant on or around 23 February 2013 to show the second defendant as holding all 100 shares in the Defendant Company, and repeat the response given at paragraph 8e.

68. They deny paragraph 68 and say that:

a. The plaintiff's shares have not been removed, and that the Companies Office register is in error, as discussed in paragraph 8e.

**09 October 2014 Page 124** another annual return is filed again not showing Jozsef as a shareholder despite the admission in the court documents statement of defence dated 27 January 2014 through Kensington Swan and a further statement of defence filed 13 October 2014 By Malcom North .

It is of note that director Malcolm North admitted that Jozsef was removed in error in the court documents filed just four days after the annual return was filed.

He again alleged that Jozsef is a shareholder in the district court documents filed 19 June 2015 but does not support this claim with the false accounts which he has produced. **Page 89 &110**

Shareholders agreement page 87 is an attempt to muddy the waters with regards to reference to a shareholders agreement

- a. There is no shareholders agreement, a document which was signed, with the ability for independent legal advice was a "partnering agreement".
- b. A partnering agreement assumes that all partners are treated equally, however the funds introduced by Malcolm & Debbie North and Anabelle Torrejos were loans and shown as term liabilities and not shares.

<b><u>TERM LIABILITIES</u></b>	
M & D North Loan	79,197
A Torrejos Loan	8,000
<b>TOTAL TERM LIABILITIES</b>	<b>87,197</b>

- c. The partnering agreement if applied would have the effect of treating Jozsefs introduced funds on the same footing as that of the Norths and Ms Torrejos and would have the effect of making his funds a loan which would have left the company without any share capital.

### **Self promotion – dishonest intention fraudulent use of company**

**Page 126-129 13 October 2014** Samuel had a news paper article published stating "*Samuel North, founder and head chef of Muse on Allen, will be looking for investors for a new venture next year.*"

He goes on to say *"I have no credit cards, no bank loans - nothing," "The banks ran a mile when I put the idea to them. It's pretty funny looking back at it now; there was no way they were taking the chance on me - and I can't blame them."*

*"I never hung around a job for too long - once the challenge was over, I was gone. I found it hard to move up the culinary ladder at such a young age, and I had my own ideas about good food, pushing the boundaries and trying to do something different"*

#### **How did you finance setting up the operation?**

*'I had worked really hard for six years and saved hard, but it came to the time when I realised I didn't have enough money and asked my parents for a loan. Even my partner of three-and-a-half years helped with the setting up expense, which I was really grateful for.'*

This article was published the same day as the new statement of claim was filed one which Malcolm north responded to acknowledging Jozsef as shareholder and claiming that he had been removed in error.

**4 September 2013** page130 *"Samuel North is not your typical restaurateur. At just 22, he's thought to be the youngest chef running his own dining establishment in Wellington. In fact, he was 21 when he launched Muse on Allen in the former site of Satay Kampong restaurant at the top of Allen St.*

**31 July 2014** page 132 *At the age of twenty-one, Sam opened his very own Restaurant, Muse on Allen*

**11 August 2013** page 135-137 *"Muse on Allen's 22-year-old head chef and owner, Samuel North"*

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**27 March 2014** page 138 *“At just 21 years old, Sam was considered to be the youngest Chef to be running his own establishment in Wellington, when he opened Muse on Allen 2 years ago.*

**26 August 2014** page 140 *“Muse on Allen chef and owner Samuel North”*

Web page 2014 page 141 *Chef Samuel North founded Muse on Allen*

Web page page 143 *Chef Samuel North founded Muse on Allen*

**23 April 2015** *Concrete playground* Page 144- *At 21 he opened his first restaurant, Muse on Allen, in the former site of Satay Kampong restaurant at the top of Allen St.*

*Um, well. If I wasn't going to leave school then I probably would have got told to leave school cause I'm a shithead, and I managed to get a job at Parliament, just working as a sort of prep hand.*

*Yup okay that was impressively disastrous. You've certainly picked up from there though, you established this place at 21, which is ridiculously young, what gave you the confidence to do that?*

*SN: My parents gave me really good support, they've supported me the whole way through it. Especially my dad, he's been in business before and really wanted me to do this I think. Probably not so young though. I could have waited a few more years but I was just too keen, too eager to own my own place, even if it was going to be something else. This place actually wasn't even supposed to be a restaurant – I just wanted to have a bar but it turned out completely differently.*

*I just really hated working for people to be honest. I hated getting told what to do all the time. It was driving me crazy. I was just like fuck, what am I doing? I just wanted to do my own thing.*

### **Insolvency**

We have established that there are current court proceedings in the insolvency court, these date back to 2014 although nothing appears to show in the accounts which would indicate such a debt.

The 2014 accounts also show trading at a loss and this is confirmed with the district court action which seek to hold the only paid up shareholder accountable for the losses

Despite this in February 2015 Samuel North purchased a 2007 BMW vehicle valued in the vicinity of \$26,000 this vehicle has been registered to Muse on Allen limited Page 149 -153

Page 154 the email from Malcolm North advising Jozsef that the company will be wound up there are further memoranda from the lawyers for Muse on Allen confirming this although the date is being deferred in an attempt to get the debt paid.

Despite knowing that he company could not pay its bills settlement negotiations were entered in to and meagre funds were offered to Jozsef so as to legitimise the actions.

At this time two further PPSRS were registered one on 27 May page 157 and one on 26 June page 155.

Offences there are a number of serious offences which have been committed. I have attached the evidence and the offences for your consideration.

We are happy to assist and hope that you take on the prosecution of this matter. Jozsef is prepared to remove it from the high court but fears being hit with costs. The entire matter is too silly for words and we hope that you see that it is in the public interest that such blatant disregard for the company act should be properly addressed by the authorities.

I have prepared this complaint with Jozsef's knowledge and consent and file it on his behalf.



Grace Haden

Licensed Private Investigator

## Chronology and schedule of documents –Muse on Allen

Date	Notes	Page number
19-Jul-12	assets purchased	1
27-Jul-12	the Company was formed and in return Jozsef received a 70% shareholding	2
13-Aug-12	partnering agreement signed in expectation that all contributions into the company would be equal	3
17-Aug-12	Debbie north becomes director and back dates her own forms to date of formation	4 to 5
19-Dec-12	Samuel reduces Jozsef's share when no new share capital has been introduced or documents have been signed to facilitate reduction in share holding	6
9-Jan-13	Malcolm North appointed director without valid appointment	7 to 8
11-Jan-13	Jozsef removed as director without proper notice of meeting or ability to attend meeting	9 to 10
19/02/2013	Chef Samuel North founded Muse on Allen	143
24-Feb-13	Samuel North reduces Jozsef's share holding to 0 when no new share capital has been introduced nor have any documents been signed to facilitate share transfer.	11
31-Mar-13	accounts for financial year showing shareholder equity for Jozsef but not acknowledging him as share holder	79-97
11-Aug-13	Promotion :Muse on Allen's 22-year-old head chef and owner, Samuel North	135-137
4-Sep-13	Promotion: Samuel North is not your typical restaurateur. At just 22, he's thought to be the youngest chef running his own dining establishment in Wellington. In fact, he was 21 when he launched Muse on Allen in the former site of Satay Kampong restaurant at the top of Allen St.	130-131
21-Oct-13	Debbie Vivien NORTH files false annual return	122
29-Nov-13	Statement of claim filed by Jozsef's lawyers	12 to 25
1-Jan-14	Chef Samuel North founded Muse on Allen – Restaurant and Bar, out of a mutual love for contemporary fine dining, cuisine, beautiful produce, and exquisite flavours.	141-142
27-Jan-14	statement of defence admitting that Jozsef is a shareholder and removed in " error "	26-40
27-Mar-14	Promotion: At just 21 years old, Sam was considered to be the youngest Chef to be running his own establishment in Wellington, when he opened Muse on Allen 2 years ago.	138
31-Mar-14	accounts for financial year showing shareholder equity for Jozsef but not acknowledging him as share holder	98-116
31-Jul-14	At the age of twenty-one, Sam opened his very own Restaurant, Muse on Allen	132-134

26-Aug-14	Muse on Allen chef and owner Samuel North	140
9-Oct-14	Debbie Vivien NORTH files false annual return	124
13-Oct-14	amended statement of claim	41-57
13-Oct-14	article Re Samuel "I founded Muse on Allen on 24 of September in 2012 when I was 21.I didn't have enough money and asked my parents for a loan.	126-129
17-Dec-14	Malcolm North poses as lawyer and files a statement of defence again admitting that Jozsef was removed in error	58-72
11-Feb-15	BMW X3 2007 Registration HYE837 purchased by company valued at about \$26,000	150-153
14-Apr-15	request to Malcolm, Samuel and Debbie North for shareholders documents & rights	117
23-Apr-15	At 21 he opened his first restaurant, Muse on Allen, in the former site of Satay Kampong restaurant at the top of Allen St. I just really hated working for people to be honest. I hated getting told what to do all the time. It was driving me crazy. I was just like fuck, what am I doing? I just wanted to do my own thing.	144
8-May-15	request to Malcolm, Samuel and Debbie North for shareholders documents & rights	117
19-May-15	request to lawyer for company for shareholders documents & rights	118
27-May-15	PPSR registered	157
8-Jun-15	request to lawyer for company for shareholders documents & rights	119
8-Jun-15	Malcolm North states "Kensington Swan to put the company into liquidation (CIV 2015-485-4180)." "This will happen on the 6th July"	154
19-Jun-15	Malcolm North files district court proceedings stating Jozsef is a majority share holder	73-75
26-Jun-15	PPSR registered	155
1-Jul-15	request to lawyer for company for shareholders documents & rights	121