**IN THE COMPANIES TRIBUNAL OF SOUTH AFRICA**

**CASE NO: CT02243/ADJ/2025**

In the matter between:

**MAKWENA ROSE MOLELE** Applicant

and

**LIMELIGHT ACADEMY INSTITUTIONS (PTY) LIMITED**

**Registration No: 2002/374375/07** Respondent

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**Presiding Member H.K Dlepu**

**Date of hearing: 11 August 2025**

**Date of Decision: 27 August 2025**

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**Decision and Reasons**

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## Introduction

1. This Application was brought to the Tribunal for adjudication by the Applicant, **Makwena Rose Molele** an adult female presently residing at 10801 Imguza Street, Nellmapius, 0184.

2. The Respondent is **Limelight Academy Institutions (Pty) Limited** Registration No **2022/374375/07** a company registered in terms of the Company Laws of South Africa with its registered address being 617 President Street 708 Silver Place, Silverton, Pretoria, Gauteng, 0084.
3. The main issue the Tribunal is called upon to determine is to review the removal by the CIPC of the Applicant as a Director of the Respondent and to direct the CIPC to correct in the record of the Company regarding the appointment and removal of Directors.

**Background**

4. The Applicant was removed as a director and shareholder of the Respondent, even though she was a 40 % (forty)shareholder of the Respondent by her co-director Khabo Thatsisiwe, who also owned 60% (sixty) of the issued shares of the Respondent.
5. According to the CIPC records, the company was incorporated in 2022 by Khabo Thatsisiwe as a sole Director and a 100% shareholder; to operate an independent school at the time of the incorporation the school was not registered with the Department of Education.
6. The Applicant was duly appointed as a director on or around the 1st h of February 2023 and a shareholder's agreement was entered into and signed on the 15th of February 2023 by both Khabo Thatsisiwe and Makwena Rose Molele effectively changing the shareholding to reflect the new Share Capital Structure as follows:
    a. authorized share capital of R500 000,00, (five hundred thousand shares divided into 100 shares.
    b. Issued share allocation of R500 000,00 divided into 60/40 shares and held as follows:

        Khabo T – 60 shares which equaled to 60%

        Molele R- 40 shares which equaled to 40%
7. Paragraph 6 of the shareholders agreement further provides that:

    *6.1 The board of Directors shall consist of 3 Directors, and each shareholder shall be entitled to appoint one director to the board, with*

*the right to remove or replace or fill any vacancy in respect of such director.*

*6.2 Each director shall be entitled to appoint (or remove or replace, if so desires) an alternate director. Each shareholder undertakes to vote in favor of the other shareholders appointments, removals of replacements of alternate directors.*

*6.3 Any appointment of removal of a director shall be made or written to the Companies registered office signed by the concerned shareholder.*

*6.4 It further provides that each director shall have 1 vote, nevertheless, at any meeting of the board and each director shall be entitled to exercise such number of votes as equal to the number of shares held by the shareholder that appointed him at the date of the meeting concerned (in the event that the two or more directors were appointed by the same shareholder.*

*No resolution of the board shall be valid unless it is passed by at least 70% of the number of votes available to be cast at the relevant board meeting. It further provides that a quorum at meetings of board shall be the respective duly authorized representative of 75% of the number of votes represented and available to be cast at the relevant board meeting, if within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the time and place or if that day is a public holiday to the next succeeding business day and if at such a adjourned meeting a Quorum is not present within 30 minutes after the time appointed for the said meeting, the director present shall, subject to the provisions of the act be a quorum. The company shall be obliged, in relation to any such adjourned meeting, be forthwith notifying the directors by telefax of the date, place and time thereof.*

8. The Applicant was allegedly removed as a director of the company on or about the 14th of December 2024.
9. The shareholder's agreement was attached by the Respondents' submission to The Tribunal.

**The Hearing**

10. Respondent's point in limine
    a. The Respondent had raised points in limine in his submissions and was afforded an opportunity to address the Tribunal.
    b. The first point in limine raised was the doctrine of **res judicata** alleging that the removal of the applicant as a director cannot be heard by the Tribunal as the matter was already dealt with by the Pretoria High Court on the 8th of April 2025 under Case No 2025-044202 and that the matter was already adjudicated by another forum.
    c. The respondent was to address the Tribunal on the matter that was before court , simply because the court order that was attached to the Respondent papers only dealt with the removal of the Applicant as a signatory and also to remove a block on the Respondent's account. There was no order for the removal of the Applicant as a director of the Respondent and there was no indication or any reference in the Court Order that the matter was previously dealt with and finalized.
    d. The Court Order that was attached to the Respondents related to a matter that was before **Honourable Raubenheimer AJ** on the 8th of April 2025 which matter was between the Respondent then as the 1st Applicant and Khabo Thatsisiwe, 2nd Applicant against Makwena Rose Molefl. 1st Respondent and First National Bank of South Africa 2nd Respondent. The Final Order read as follows It was ordered**: -**
        1) *The Application is declared to be a matter of urgency and applicants are allowed to dispense insofar so as necessary in terms of Rule 6(12) with normal service.*
        2) *The second Respondent is to immediately remove that held or block on the First Applicant account number ……..*
        3) *Compelling the Respondents who oppose this application to pay the costs jointly and such cost to include cost of Counsel.*
11. The Respondent was adamant that the principle of res judicata is applicable and that the matter before the Tribunal was the same as the matter that was already been dealt with.

12. The second Point in Limine was in respect of the in Applicants alleged incomplete affidavit which was attached to the Applicant's CRT42.
13. The Respondent argued that the affidavit of the Applicant was incomplete in that there were certain allegations and reference to documents which were not attached.
14. The Respondent alleged that the Applicant did not comply with the rules of the Tribunal and sought to cure her incomplete affidavit by filing a supplementary affidavit without submitting a condonation application before the Tribunal ,and as such the Respondent objected to the acceptance of a supplementary affidavit without a proper application for condonation.
15. In response to the Respondents' point in limine the Applicants submitted that the Respondent's special plea of res judicata ought to be dismissed because it was evident from the Court Order provided by the Respondent to the Tribunal contradicted the Respondents submissions and that the High Court Case and Court Order referred to by the Respondent did not pronounce on the same matter before the Tribunal but it pronounced on the removal of the block by the bank on the Respondent's First National Bank account and that the matter that was before the High Court was not similar to the one being argued before the Tribunal ,thus the res judicata point in limine raised by the Respondent is not applicable and should not be dismissed.
16. That the res judicate special plea cannot stand. It was evident from the Court Order that the two matters were separate and did not address similar issues.
17. In response to point in limine relating to the missing annexures the applicant advised the Tribunal that the omission of the annexures was not intentional , the Applicants further contended that the Applicant attorney of record was initially instructed but only came not on record when the Respondent filled the answering affidavit ,the Applicant then appointed an Attorney who , as soon as he was made aware from the respondents answering affidavit advised the Applicant to supplement its papers . It was only then that the Applicant became aware that the annexures were not included in the Applicants filled document. The Applicants' Attorney apologized on behalf of his client but that he was informed by his client that as far as she remembers the affidavit submitted to the Tribunal had annexures attached to it.

18. The Applicant submitted that failure to attach the annexures did not prejudice the Respondent in any way in that the Respondent was aware of the issues raised in paragraph 3 of the Applicants' affidavit and that the Respondent did manage to respond to the issues raised in the Applicants' affidavit and no prejudice was suffered.
19. That the Applicant was entitled to amend its founding affidavit as contained in regulation 145 and that the Respondents allegations are unfounded and prayed that the Tribunal accepts the supplementary affidavit, and that the removal of the Applicant as a Director of the Respondent including the unlawful dispossession of the shares of the Applicant is a matter of importance and that the supplementary affidavit should be accepted as it stands.
20. In his response the Respondent reiterated his submissions and referred to the Tribunal to various case law on res judicate.

**The Tribunal Ruling on the points in limine.**

21. Having considered the parties submission and the Court Order attached to the Respondents papers, the Tribunal is of the opinion that the res judicate special plea could not stand and could not be entertained by the Tribunal as it was evident that the matter that was before the High Court was a different to the matter before the Tribunal, although parties included both directors, there were other parties involved including the First National Bank as the Respondent.
22. The Tribunal is of the opinion that the Respondent was being opportunistic and tried to mislead the Tribunal by not providing the Tribunal with the full set of papers that related to the Court order. It was evident that the two matters dealt with different parties and addressed different issues. Therefor the res judicata special plea is dismissed
23. Regarding the objection by the Respondent to the admission of the Applicants' supplementary affidavit without the condonation application. The Tribunal upheld the objection and ordered the parties to proceed with their submissions .The tribunal decided that the Applicants affidavit addressed

sufficiently the issues that needed to be adjudicated without referring to the supplementary affidavit.

**The Applicants Submission**

24. The Applicant sought the intervention of the Tribunal on several issues more especially noncompliance by the Respondent with the Companies Act by unlawfully removing her as the Director and Shareholder of the Respondent without following the Companies Act and its Regulations of 2011.
25. That the Applicant further requested the Tribunal to set aside the unlawful removal of the Applicant as a director of the company by the majority shareholder of the company who unlawfully appointed new Board of Directors of the company without following proper procedure in terms of the Companies Act or shareholders agreement that was signed by both parties.
26. That the Applicant participated in the formation of the company as a Director and as a shareholder. The two shareholders signed a shareholder's agreement and agreed that both will capitalize the company by injecting loan funding into the Respondent as recorded in the shareholders agreement which was provided to the Tribunal by the Respondent.
27. Apart from being a Director and Shareholder, the Applicant was responsible for marketing the business which saw the school growing and able to make a profit.
28. In 2024 there was a fallout between the two shareholders and as directors when the Applicant requested that she be refunded some of the capital injections made by her as the shareholder in line with the shareholders agreement, which amounts would have been recorded as such in each shareholders loan account .It had been agreed that periodically when the Company became profitable each shareholder would be refunded a portion of their original cash injection.
29. The majority shareholder Ms. Thatsisiwe then decided to remove the minority shareholders as a director by alleging that the Applicant breached the shareholders agreement and that the agreement was no longer in force without according the Applicant an opportunity to make representations and

without following a proper procedure in terms of Section 71 (1) and (2) of the Companies Act procedure nor parties the shareholders agreement.

30. The Respondent allegedly removed the Applicant as a director in terms of section 71(1) of the Companies Act, and in the Respondents papers the Respondent interchangeably confuses the section that he relies on to remove the Applicant alternatively interchangeably used different sections depending on what narrative he wanted to suit its unlawful removal of the Applicant either as a director being removed by another director or a director being removed by shareholders.
31. Evidence of the above is in the Respondents the heads of argument of with special reference to paragraph 27 of the Respondents heads wherein the submits that:
    a. the Applicant was removed in terms of section 71(1) and 71(2) which empowers the shareholders to remove a director
32. The Applicant submits that that the Respondents decision to remove the applicant was flawed and failed to comply with the requirements of the Companies Act in that the Applicant was allegedly removed by way of an ordinary resolution and that the Applicant was denied an opportunity to present or make presentations before the resolution is put to a vote.
33. That the Respondent confused the section 71(1) and section 71(3).
34. That the Respondent failed to notify and or serve the Applicant with a proper notice of the meeting and reasons in in terms of Section 71(1)(b) of the Companies Act and the Applicant further submits that the proceeding of the alleged meeting were null and void alternatively irregular and unlawful and that the Applicant was not given an opportunity to make a representation in terms of section 71(1) and 71(2) and that the doctrine of **audi alteram partem** is sacrosanct and failure to adhere to it and give the Applicant an opportunity to make representation was a gh.
35. That the Respondent appointed additional directors unlawfully and all decisions which were taken in that purported meeting were null and void and or alternatively unlawful.
36. The Respondent further raised in its heads of argument that at the time of the purported removal of the Applicant as a director of the Respondent, the

Respondent had more than three (3) directors and the removal was carried out in terms of Section 71(3).

37. That at the Respondent used conflicting sections between section 71(1) and section 71 (3) and has no basis of raising the lack of jurisdiction of the Tribunal and there were no documents to support the Respondent's contention.
38. In conclusion, the Applicant contends that the Applicant was not removed in terms of section 71(3) of the Companies Act and it then follows that the provisions of Section 71(5) and section 71(6) of the Companies Act specifically apply only to the removal of Directors by Directors in terms of the Companies Act in terms of section 71(3) of the Companies Act.
39. Section 71(3) of the Companies Act states that if a company has more than two directors, and a shareholder or a director has alleged that a director of the company:
    a. Has become:
        i. ineligible or disqualified in terms of the Act or
        ii. incapacitated to the extent that the director is unable to perform the functions of a director, and is unlikely to regain that capacity within a reasonable time; or
        iii. has neglected the functions of director, or
        iv. the board (excluding the director concerned) must determine the matter by resolution, and may remove the director,
40. Section 71(4) of the Act states that before the board of a company may consider a resolution contemplated in subsection 3 ,the director concerned must be given (i) notice of the meeting including a copy of the proposed resolution and a statement setting out reasons for the resolution, which sufficient specifity to reasonably permit the director to make a presentation, in person or through a representative ,at the meeting before the resolution is put to a vote.
41. Section 71 (8) however, states that if a company has fewer than three directors then subsection 3 does not apply. However, any director or shareholder of the company may apply to the Tribunal to remove the relevant director on the same grounds as those listed in subsection 3.

42. Therefore, the jurisdiction point raised by the Respondent should be dismissed with costs.
43. The Respondent in its heads of argument made submissions that the Applicant should have brought an Application in terms of Section 166 of the Act instead of bringing this application before the Tribunal and that the Applicants submissions are misguided in that section 166 of the Companies Act is not peremptory but rather permissive.
44. Section 166 states that it is an alternative to applying for a relief through a court or filing of a complaint with the commission in terms of Part D of the Companies Act and therefore on this basis the Respondent is not relevant, and the submission should be dismissed.
45. The majority shareholder appointed two additional Directors, alleging that the Respondent Committee or Management Committee deemed it necessary to appoint two more non-executive directors to help the board with decision making. The Applicant contends that the Majority shareholders relegated the Applicant to a “Paper Director” which was unacceptable. Once a person is appointed as a director whether non-executive or executive, they owe their fiduciary duties to the company and to no one else.
46. The Applicant submits that there was never a Management Committee, nor the Respondents Committee the Respondent created the alleged committees for purposes of defeating the provisions of the Companies Act and or shareholders agreement which was still in force and that only the two of them consulted with each other on management issues.
47. The Respondent alleged that the two additional directors were appointed in terms of section 68 which states that subject to subsection 3 each director of a profit company other than the director or a director as contemplated in section 66(4) (a) (1) or (4) (11) must be elected by persons entitled to exercise voting rights. That right either derived from the MOI or shareholder agreement which was not the case.
48. In this instance the shareholders agreement does make provision for the appointment of one director by the shareholders as such the majority shareholders could only appoint one director had no power to appoint two (2) directors. Therefore, the purported appointment of the alleged 2 directors was invalid.

49. The Applicants submission was that the majority shareholder" "appointed more than three (3) directors to exclude the jurisdiction of the Tribunal.
50. In conclusion the Applicant submits that the majority shareholder or the Respondent breached the basic requirements of the Company Act and its regulations in that for one to change directors at the CIPC in terms of regulation 3a (2) of the Companies Regulations of 2011, the change of Directors must be filed within 10 business days of the resolution being adopted which was not the case.
51. The Applicant denied the contention of the Respondent that the money that was injected by the Applicant into the Company was a loan advanced by the Applicant not as a shareholder but in terms of a loan agreement and the Respondents allegations that the Applicant was never a shareholder was opportunistic in that the Respondent wanted to remove the Applicant as a shareholder illegally after benefiting from the resources of the Applicant , and further the Respondent transferred the shares of the Applicant in a clandestine manner tin order to fraudulently and or illegally remove the Applicant from the company as a shareholder. **Ironically** the Respondent did not provide the alleged loan agreement nor share transfer documents to the Tribunal.
52. The Applicant submits that any share transfer has to be signed by the transferor and in the absence of the transferor's signature and share transfer certificate is an indication that the Applicant has never transferred her shares to the Respondent and therefore any purported transfer of shares is in contravention of section 51 (6) (a) of the Companies Act.

**The Respondents Submission**

53. The Respondent referred the referred the Tribunal to its heads of argument and submitted that he will deal with two issues. The first one was the Applicants allegation that the Respondent had contravened the Companies Act and the second issue was the issue of jurisdiction in respect of the shareholder's dispute.
54. The Respondents' submission was that the Companies Act was clear in that there are only six applications that can be brought on a CRT142 namely:
    I. Name dispute

II. Exemption
III. Failure to convene on AGM.
IV. Director's dispute
V. Review of any decisions
VI. Amendment of MOI and applications for condonation.

55. The Respondent submitted that the issue before the Tribunal is the dispute between the shareholders and that the Applicants' submission falls under section 70(3) and 68(1).
56. The Respondent further submitted that the Tribunal does not have jurisdiction to determine and deal with shareholders and that the issues of shareholders are a private matter outside the jurisdiction of the Tribunal and could not even entertain the issues of the shareholders agreement ,in any case that the Applicant was never a shareholder of the Respondent.
57. The Respondent further submitted that the Tribunal can only deal with the Removal of the directors and not the shareholders.
58. The Respondent referred the Tribunal to section 70(1), 71(1) that agreement "Any agreement between a company and a director or between a shareholder and a director may be removed by an ordinary, meeting and an ordinary resolution adopted at a shareholder meeting by a person entitled to exercise voting rights in the election of a director."
59. The Respondent reiterated that the Tribunal did not have jurisdiction to deal with the removal of the shareholder and that the transfer of shares does not fall within the ambit of the jurisdiction of the Tribunal and as such it is not an application that can be brought to the Tribunal.
60. In conclusion the Responded submitted that the Tribunal had no jurisdiction to deal with the matter alternatively the Applicant was no longer a Director of the respondent

**The Applicable Law**

61. Section 71 regarding the removal of directors is the applicable section of the Act.
62. Section 71 of the Act provides as follows:

a. Despite anything to the contrary in a company's Memorandum of Incorporation or rules, or any agreement between a company and a director, or between any shareholders and a director may be removed by an ordinary resolution adopted at a shareholders meeting by the persons entitled to exercise voting rights in an election of that director subject to subsection (2).
b. Before the shareholders of a company may consider a resolution contemplated in subsection (1).
c. The director concerned must be given notice of the meeting and the resolution, at least equivalent to that which a shareholder is entitled to receive, irrespective of whether or not the director is a shareholder of the company; and
d. The director must be afforded a reasonable opportunity to make a presentation, in person or through a representative, to the meeting, before the resolution is put to a vote.
e. If a company has more than two directors, and a shareholder or director has alleged that a director of the company has become:
    i. Ineligible or disqualified in terms of Section 69, other than on the grounds contemplated in Section 69(8)(a); or
    ii. Incapacitated to the extent that the director is unable to perform the functions of a director, and is unlikely to regain that capacity within a reasonable time; or
    iii. Has neglected, or been derelict in the performance of, the functions of director, the board, other than the director concerned, must determine the matter by resolution, may remove a director whom it has determined to be ineligible or disqualified, incapacitated, or negligent or derelict, as the case may be.
f. Before the board of a company may consider a resolution contemplated in subsection (3), the director concerned must be given:
    i. Notice of the meeting, including a copy of the proposed resolution and a statement setting out reasons for the resolution, with sufficient specificity to reasonable permit the director to prepare and present a response; and

ii. A reasonable opportunity to make a presentation, in person or through a representative, to the meeting before the resolution is put to a vote.a

63. If, in terms of subsection (3), the board of a company has determined that a director is not ineligible or disqualified, incapacitated, or has not been negligent or derelict, as the case may be, the director concerned, or a person who appointed that director as contemplated in section 66(4)(a)(i), if applicable, may apply within 20 business days to a court to review the determination of the board.
64. If, in terms of subsection (3), the board of a company has determined that a director is not ineligible or disqualified, incapacitated, or has not been negligent or derelict, as the case may be:
    a. any director who voted otherwise on the resolution, or any holder of voting rights entitled to be exercised in the election of that director, may apply to a court to review the determination of the board, and
    b. the court, on application in terms of paragraph (a), may
        i. confirm the determination of the board; or
        ii. remove the director from office, if the court is satisfied that the director is ineligible or disqualified, incapacitated, or has been negligent or derelict.
65. An applicant in terms of subsection (6) must compensate the company, and any other party, for the costs incurred in relation to the application, unless the court reverse the decision of the board.
66. If a company has fewer than 3 directors:
    a. subsection 3 does not apply to the company
    b. in any circumstances contemplated in subsection 3, any director or shareholder of the company may apply to the Companies Tribunal, to make a determination contemplated in that subsection; and
    c. subsections (4)(5) and (6), each read with the changes required by the context, apply to the determination of the matter by the Companies Tribunal.

67. Nothing in this section deprives a person removed from office as a director in terms of this section of any right that person may have a common law or otherwise to apply to a court for damages or other compensation for:
    a. loss of office as a director; or
    b. loss of any other office as a consequence of being removed as a director.
68. This section is in addition to the right of a person, in terms of section 162, to apply to a court for an order declaring delinquent or placing a director on probation.

**Evaluation**

69. The main issue before me is whether the respondent complied with the provisions of:
    (i) Section 70 (3) which governs the appointment of a director by a Board Resolution or shareholders resolution which resulted in the appointment of two no-executive directors without complying with the requirements,
    (ii) and failure by the Respondent to comply with the requirements of Section 68(1)when appointing such directors,
    (iii) and non -compliance of section 71(1)-(3) of a director and also the process followed by the Respondent.
    (iv) and non-compliance with Section 68(1) and Section 71(1)-(3) which governs the removal of the Applicant by the Company without following the procedure as contemplated in the Companies Act or MOI of the Company
70. In addition the Applicant alleges that the Respondent violated the provisions. of the Companies Regulations 39 which requires that:
    a. a form COR39 for the appointment of the Directors be filled with supporting signed resolutions ,which were allegedly never filed nor ever existed,
    b. violation of regulation 44 which requires that all board meetings be convened with notice ,proper minutes recorded and retained and failure to notify the Applicant who was or is still a director,
    c. violation of Regulation 15(1) failure to keep accurate and complete records of all resolutions and minutes and it was alleged that no such records existed,

d. violation of regulation 7(3) failure by the Respondent to submit form CoR39 to CIPC with true and accurate information,
e. violation of regulation 168 by the respondent filling of false information with the CIPC.

71. On the contrary, the Respondent argued in its submission and denied that the Applicant was a shareholder and further alleged that the relationship between the Respondent is that of a creditor and debtor, in that the Applicant advanced money to the Respondent, however the Respondent failed to provide the Tribunal with a loan agreement to proof that it was indeed a loan agreement, contrary to what was provided to the Tribunal, the document provided to the Tribunal was a sigkhned shareholders agreement between the parties and share certificates.
72. The Respondent chose not to deal with the paper evidence which the Respondent submitted to the Tribunal. The Respondents could not explain the non-disclosure of the loan agreement and chose not to deal with the contrary evidence before the Tribunal which contradicted its version including the unsubstantiated res judicata special plea.
73. The Respondent attempted to mislead the Tribunal firstly by failing to disclose all the relevant documents or affidavit that informed its submission alternatively that could have assisted the Tribunal in its determination of the res judicata special plea, but chose to make unsubstantiated submissions which could not be of assistance to the Tribunal
74. It was evident that the Respondent was determined to exclude the jurisdiction of the Tribunal from determining the matter, it also failed to prove that the Tribunal had no jurisdiction, instead it raised all the technical arguments whilst on the other hand the Applicant cited the relevant sections of the Companies Act that the Respondent had failed to comply with.
75. The removal of a director has been illustrated in various Companies Tribunal judgements. I also found the High Court Judgement of Justices Daffue and Daniso in the Free State Division of the High Court Case Number 434/2022 in the matter between *Michael Nkepe Litabe and Di Thabeng Wholesale Fuel Supply (PTY) LTD and others* delivered on the 9th October 2023 very relevant in that it re-emphasised the decision in *Steenkamp and Another v Central Energy Fund Soc Ltd and Others (13599/2017) [2017] ZAWCHC*

*107;2018(1)SA 311 (WCC) (22 September section 2017)* wherein it was held that Section 71(1) and (71(2) deal only with shareholders' meetings whereas 71(3) to 71(7) deals with only company's board of directors in the case where the company has more than two directors which is not applicable in casu.

76. Unfortunately the Respondent did not do justice to its case and instead in his quest to exclude the companies Tribunal 's jurisdiction confused the relevant sections he relied on, it interchangeably referred to sections that suited its narrative to justify its treatment of the Applicants status in the Company and of how the events unfolded. There was lack of cohesion in the Respondents submission.
77. The Companies act is very clear in sections that deals with removal of Directors ,it provides that If a company has less than three directors Section 71(8) applies .In such a case a determination of whether there is cause for the removal of a director cannot be left to the board ,but must be referred to the Companies Tribunal.
78. My challenge is that the Respondent failed to advance a coherent and convincing evidence to support the its argument that he complied with the Companies Act. The Respondent was determined at all costs to exclude or defeat the provisions of the Companies Act.
79. What puzzled the Tribunal was the denial by the Respondent that the Applicant was ever a shareholder of the Respondent without explaining the shareholders agreement which was part of the documents it submitted to the Tribunal. It treated the shareholders agreement and the share certificate that was issued to the Applicant as "non pro scripto " as if it does not exist. It was obvious that the shareholders certificate and shareholders agreement was contradicting the Respondents submissions.
80. Having considered the Applicants' and the Respondents' submissions I am convinced that the Respondent was deliberately misleading the Tribunal to believe that the Applicant was lawfully removed. I am further of convinced that the Applicants version is the most probable version and must be upheld and accepted
81. I am further convinced that the Respondents' submission is highly improbable and the conduct of the Respondent amounted to corporate bullying by Respondent or by the majority shareholder who hurriedly appointed additional

directors to exclude the jurisdiction of the Company Tribunal. There were further documents which the Respondent did not deal with which documents were included in the bundle of the Respondents that showed that there was a resignation immediately the appointment of one of the allegedly newly appointed non-directors which is an indication that the removal of the Applicant was done to dispossess the Applicant of her shares and bully her out of the company.

**Order**

82. I therefore make the following order:

a. The relief sought by the applicant is granted;
b. The Companies and Intellectual Commission is ordered to reinstate the Applicant Makwena Rose Molele Identity Number 8204250270089 as a director of Limelight Academy Institutions (PTY) LTD registration number 2022 /374375/07. Within 10 (ten) days of this order receipt of this order
c. The Companies and Intellectual Property Commission is hereby ordered to deregister Maseko Mbuso Bhetwell Identity Number 82312285338084 as director of Limelight Academy Institutions (PTY) LTD registration no 2022 /374375/07 within a period of 10 (ten) days from date of receipt of this order.
d. The Companies and Intellectual Property Commission is hereby ordered to deregister Tsholetsane Monkwe Andrew Identity Number 7405285378083 as a director of Limelight Academy Institutions (PTY) LTD registration no 2022/374375/07 within a period of 10(ten)days from date of receipt of this order .
e. The Registrar of the Tribunal is hereby directed to deliver a copy of this order to the Commissioner of Companies and Intellectual Property Commission within 5 (five) days from the date of handing down this order.
f. The costs of effecting the reinstatement and deregistration if any shall be borne by the Respondent.

**HLALELENI KATHLEEN DLEPU**