



**IN THE COMPANIES TRIBUNAL OF SOUTH AFRICA
HELD AT PRETORIA**

Case number: CT02494ADJ2025

FIRSTRAND BANK LIMITED

Applicant

and

**RMB NORTHERN CAPE CONSTRUCTION AND
PROJECTS (PTY) LIMITED (2020/616464/07)**

First Respondent

and

**COMPANIES AND INTELLECTUAL PROPERTY
COMMISSION**

Second Respondent

Tribunal member: D Terblanche

Date of Decision: 2 February 2026

DECISION (REASONS AND REASONS)

THE PARTIES

1. The Applicant is FirstRand Bank Limited, a South African public company incorporated according to the company laws of South Africa of 4 Merchant Place, corner Rivonia Road and Fredman Drive, Sandton, Gauteng, South Africa.

2. The First Respondent is RMB Northern Cape Construction and Projects (Pty) Limited, a company incorporated in terms of the Companies Act 71 of 2008, with registration no. 2020/616464/07, having its registered address at Skool Straat 2733, Boegoeberg, Northern Cape 8943. Full details of the First Respondent (also hereinafter referred to as "the company") are set out in the certificate from the Companies and Intellectual Property Commission the Applicant annexed to its affidavit, marked "**RDP2**".
3. The Second Respondent is the Companies and Intellectual Property Commission, an organ of state established in terms of Section 185 of the Companies Act, having its principal place of business at DTI Campus, Block F, 77 Meintjies Street, Sunnyside, Pretoria, Gauteng ("CIPC"). The Applicant cited the Second Respondent in its official capacity only and as the custodian of the companies register. The Applicant seeks no order for costs against the Second Respondent, save in the event that the Second Respondent opposes this application.

THIS APPLICATION

4. This is an application for an order that the First Respondent's company name, RMB Northern Cape Construction and Projects (Pty) Limited, does not satisfy the requirements of Section 11 of the Companies Act and that the Tribunal directs the First Respondent to choose a new name, as provided for in Section 160(3)(b)(ii) of the Companies Act. Alternatively, in case the First Respondent fails to choose a new name, for an order from the Tribunal directing the Second Respondent to change the First Respondent's name to its registration number followed by "(Pty) Ltd. , within a period of two months.

FACTUAL BACKGROUND

5. On 26 November 2025, the Applicant submitted an application to the Companies Tribunal challenging the First Respondent's company name and requesting relief pursuant to Section 160 of the Companies Act. The Applicant seeks an order directing the First Respondent to change its company name on the grounds that it contravenes Section 11(2) of the Act.
6. The Applicant served the application for relief, together with confirmatory affidavit, electronically on the First Respondent on 26 November 2025. Further, on 28 November 2025, the Sheriff Groblershoop served a copy of the application for relief, together with the confirmatory affidavits, on the First Respondent at Skool Straat 2733, Boegoeberg, Boegoeberg, Northern Cape, 8943 being the First Respondent's registered address. On 26 November 2025, the Applicant served the application for relief and confirmatory affidavits electronically on the Second Respondent.
7. The Applicant affirmed that proper service was effected on both the First and Second Respondents. Furthermore, the Applicant provided the Tribunal with documentation substantiating the service of the application and its supporting affidavits on the Respondents, including these materials as annexures to the request for a default order.
8. The Respondents had until 30 December 2025 to respond, but they did not do so to date, nor any representative acting on their behalf has filed a response to the application or requested that the Honourable Tribunal order a change of the company name.

THE APPLICANT'S BACKGROUND AND THE GROUNDS OF OBJECTION UNDER THE COMPANIES ACT

9. The Applicant submitted its arguments and supporting evidence in both the founding affidavit for the main application and in the supporting affidavit attached to the default order application.
10. The Applicant is a major financial services group in Africa and operates a leading Corporate and Investment Bank under the "RMB" brand. This brand has its origins in a financial structuring house established in 1977.
11. The Applicant offers its corporate and investment banking services under the RMB brand across several African nations, including South Africa, Botswana, Namibia, and Nigeria, and maintains a niche presence in the United Kingdom, India, and the United States. The brand provides clients with innovative advisory, funding, trading, corporate banking, and investment solutions.
12. The Applicant submitted that it holds several South African trademark registrations for the mark "RMB," filed on 11 July 2003, across relevant classes (9, 16, 35, and 36). These registrations cover a broad range of goods and services, including financial and banking services, business services, and related technologies.
13. The Applicant has rights in the trade mark **RMB** arising from its earlier trade mark registrations. The registrations are valid, enforceable, and crucially, predate the incorporation of the First Respondent by many years. The Applicant attached copies of the relevant register pages as evidence of the registrations.
14. The Applicant has an interest in the name of the First Respondent within the meaning of Section 160(1) of the Act to file this application to the Companies

Tribunal. The Applicant's interest appear from its submissions in this application, and, in particular, its trade mark rights in the RMB trade mark.

15. The Applicant actively promotes its RMB brand through its official website and maintains a significant presence on social media platforms, where it has amassed a substantial following. For instance, its LinkedIn page alone has over 441,000 followers, demonstrating the brand's widespread recognition and reach.
16. The Applicant became aware of the First Respondent's existence in January 2022 through its attorneys. Having no prior knowledge of the First Respondent's company, the Applicant promptly initiated steps to resolve the name dispute.
17. The Applicant made sustained efforts to resolve the dispute amicably between January 2022 and February 2024, including issuing a formal letter of demand, sending follow-up emails, attempting service through the Deputy Sheriff, and contacting one of the First Respondent's directors. Despite these measures, the First Respondent did not cooperate.
18. Having exhausted all reasonable options for resolving the dispute, the Applicant now seeks formal relief under Section 11(2) of the Companies Act, asserting good cause for the requested order.
19. The First Respondent's name is contrary to the provisions of Sections 11 (2)(a)(iii) and 11(2)(c)(i) of the Companies Act in that it is identical or confusingly similar to a trade mark belonging to the Applicant and will reasonably mislead a person to believe incorrectly that the First Respondent is part of or associated with the Applicant.

20. The dominant feature of the First Respondent's company name, RMB NORTHERN CAPE CONSTRUCTION AND PROJECTS, is the mark **RMB**. The words "NORTHERN CAPE CONSTRUCTION AND PROJECTS" in the name do not distinguish the First Respondent's company name from the Applicant's RMB trade mark because these words are purely descriptive. The memorable and distinctive feature of the First Respondent's company name is identical to the Applicant's trade mark, **RMB**. Accordingly, the company name RMB NORTHERN CAPE CONSTRUCTION AND PROJECTS is confusingly similar to the Applicant's registered trade mark, **RMB**.
21. Use of the name/mark RMB NORTHERN CAPE CONSTRUCTION AND PROJECTS by the First Respondent will result in confusion in the market. Members of the public are likely to believe that the goods or services offered by the First Respondent are those of the Applicant or that the First Respondent is affiliated or associated with the Applicant, which is not the case.
22. The Applicant referenced case law that establishes several key principles relevant to this application.
- 22.1. In **Hollywood Curl (Pty) Ltd v Twins Products (Pty) Ltd 1989 (1) SA 255 (A)**, the court found that using a company name that incorporates another's well-known mark can constitute passing-off by creating a likelihood of public confusion. This principle is reinforced by the standard for assessing similarity, as stated in **American Chewing Products Corporation v American Chicle Co 1948 (2) SA 736 (A)**, which requires the court to consider the impression of a consumer with an imperfect recollection, not merely a side-by-side comparison.

22.2. The potential for significant commercial injury from such confusion is highlighted in **Ewing t/a The Buttercup Dairy Co v Buttercup Margarine Co Ltd 1917 (34) R.P.C. 232**, where it was held that a false association can damage reputation through factors entirely outside the aggrieved party's control, such as the quality of the other party's goods or services.

22.3. Critically, the entitlement to use an unregistered trade mark does not automatically permit its incorporation into a company name, as established in **Deutsche Babcock SA (Pty) Ltd v Babcock Africa (Pty) Ltd 1995 (4) SA 1016 (T)**. The court in that case emphasised that the dominant element in both names, the likelihood of confusion, and the undesirability of the situation are decisive factors, even where the parties' products are not interchangeable.

22.4. On the question of what constitutes a "well-known" mark, **McDonald's Corporation v Pax Prop CC & Another 1997 (1) SA 1 (A)** clarifies that the mark must be known to a substantial number of persons interested in the relevant goods or services. Furthermore, the absence of a direct competitive field does not preclude a finding of confusion, as confirmed in **Capital Estates and General Agencies (Pty) Ltd v Holiday Inns Inc 1977 (2) SA 916 (A)**, where the crucial test remains whether there is a reasonable likelihood of the public being misled.

22.5. Finally, the purpose of the statutory remedy under company name objection provisions is not only to protect commercial interests but also to uphold good corporate governance and public interest by preventing names that are "calculated to cause damage" or are otherwise undesirable, as explained in the unreported judgment of **Polaris Capital (Pty) Ltd v The Registrar of Companies**.

23. Applying these principles, the Applicant submits that the First Respondent's name, which incorporates the dominant and well-known **RMB** mark, is likely to cause confusion and damage, and its continued registration is undesirable. Therefore, in terms of **Regulation 153**, the Applicant seeks an order that the name contravenes **Sections 11(2)(a)(iii) and 11(2)(c)(i)** of the Act, directing the First Respondent to change its name, and authorising the Second Respondent (CIPC) to effect the change to the company's registration number should there be non-compliance.
24. Wherefore the Applicant prays for an order in terms of the accompanying form (CTR 142) to this affidavit, namely that:
- 24.1. the First Respondent is to change its company name to one which does not incorporate and is not confusingly and/or deceptively similar to the Applicant's RMB trade mark;
- 24.2. the First Respondent is to pay the Applicant's costs of these proceedings if it opposes the relief sought;
- 24.3. in the event that the First Respondent fails to comply with the order set out in paragraph 10.1 above, within 60 days, the Companies and Intellectual Property Commission (Second Respondent) be directed, in terms of Section 160(3)(b)(ii) read with Section 14(2) of the Companies Act, to record the First Respondent's registration number followed by '(Pty) Ltd', as the First Respondent's interim company name on the companies register; and
- 24.4. the Applicant be granted further and/or alternative relief.
-

25. The Applicant submitted that the Tribunal is empowered to make an administrative order directing CIPC to change the name of a company to its registration number, upon failure of the relevant company to change its name in accordance with an order made by the above Honourable Tribunal.
26. The Applicant referred the Tribunal to the order granted by the High Court of South Africa, Gauteng Division under case no. 65895/2019 involving Comair Limited v Kulula South Africa (Pty) Ltd & Others. The order granted by this Division, per his Lordship Justice Mbongwe, authorised and directed the Commissioner of Companies to change the name of a company to its registration number.

ANALYSIS, EVALUATION, AND FINDINGS

27. The Tribunal's authority to hear and determine this matter arises under Section 160 of the Companies Act. This provision confers jurisdiction on the Tribunal to adjudicate applications relating to company name objections, such as the present case.
28. The Applicant's standing is established by its direct and substantial interest in the outcome of this application. The Applicant owns the registered and well-known **RMB** trademark, which forms the dominant element of the First Respondent's company name. This connection satisfies the standing requirement in Section 160(1) of the Act.
29. The Main Application was correctly filed and served on both Respondents. Service was effected electronically and, specifically regarding the First Respondent, also via the sheriff at its registered address. The Respondents were required to file their response by 30 December 2025. To date, no response has

been submitted, nor has any extension of time been requested. Consequently, the First Respondent is in default, which entitles the Applicant to seek a default order in terms of Regulation 153.

30. The Applicant is the holder of valid and enforceable trademark registrations for the mark **RMB**, which have been in force since 2003 across several classes (9, 16, 35, 36). These rights were established long before the First Respondent's incorporation in 2020. Over the years, through substantial use, a prominent market presence—including a significant following on social media—and its operations as a major African financial services group, the Applicant has firmly established the **RMB** mark as well-known within its sector. As a result, the mark is entitled to the protection offered under Section 11(2)(a)(iii) of the Companies Act.
31. The First Respondent's company name, "**RMB Northern Cape Construction and Projects (Pty) Ltd**", features "RMB" as its dominant, distinctive, and memorable element—identical to the Applicant's registered trademark. The additional words, "Northern Cape Construction and Projects", are descriptive and geographical in nature and do not serve to distinguish the name sufficiently. Applying the test from *American Chewing Products*, which focuses on the impression made on a consumer with imperfect recollection, the names are considered confusingly similar. This similarity constitutes a contravention of Section 11(2)(a)(iii) of the Act.
32. By incorporating the Applicant's distinctive and well-known financial services mark as the leading element of its company name in the construction sector, the First Respondent's name falsely implies or suggests a commercial association with the Applicant. This is likely to mislead the public into believing that the Respondent is affiliated with or part of the Applicant's group, thereby

contravening Section 11(2)(c)(i). As established in *Ewing v Buttercup Margarine*, such a false association can result in significant reputational damage that is beyond the Applicant's control.

33. The Applicant affirms that it has no connection with, and has not authorised, the First Respondent to use the **RMB** mark in any manner.
34. Drawing on the reasoning in *Deutsche Babcock* and *Polaris Capital*, the continued registration of the First Respondent's company name is undesirable. It is "calculated to cause damage" to the Applicant's commercial interests and undermines principles of good corporate governance by allowing a name that deceives the public. The Applicant has demonstrated a reasonable likelihood of confusion, satisfying the test established in *Capital Estates v Holiday Inns*, regardless of the fact that the parties operate in different industries.
35. The Applicant has presented a comprehensive, well-substantiated, and entirely uncontested case. The First Respondent, despite proper service and ample opportunity, has chosen not to participate, abandoning its right to contest the allegations. The Tribunal therefore evaluated the application based on the unchallenged facts, which decisively meet all legal requirements for the relief sought. The procedural basis for a default order is established, and the Applicant has conclusively proven both the confusing similarity of the names and the false association they create, causing ongoing prejudice and warranting statutory intervention.

FINDINGS

36. Having carefully reviewed the application and the supporting affidavits, and noting that the Respondents have failed to respond or participate in these proceedings, the following findings are made:

36.1. The Tribunal is satisfied that it has the necessary jurisdiction to determine this matter. The application has been filed in compliance with all the statutory and procedural requirements. Furthermore, the First Respondent is in default as contemplated by Regulation 153 of the Companies Regulations, 2011, as it has failed to file any response or seek an extension within the prescribed period.

36.2. The Applicant has established a direct and substantial interest in the name of the First Respondent. This interest is recognised for the purposes of Section 160 of the Companies Act, 2008, as the Applicant is directly affected by the continued registration and use of the disputed company name.

36.3. It is found that the company name "RMB Northern Cape Construction and Projects (Pty) Ltd" (Registration Number: 2020/616464/07) contravenes Sections 11(2)(a)(iii) and 11(2)(c)(i) of the Companies Act, 2008. The name is confusingly similar to the Applicant's prior registered and well-known RMB trademark, and it falsely implies or suggests an association with the Applicant.

37. In light of the above, the Applicant is entitled to the default order as sought in the application.

ORDER

38. Accordingly, the Tribunal grants the following order:

- 38.1. The application for a default order in terms of Regulation 153 **is** GRANTED.
- 38.2. It is hereby determined that the company name "RMB Northern Cape Construction and Projects (Pty) Ltd" (Registration Number: 2020/616464/07) does not satisfy the requirements of Section 11(2) of the Companies Act, 2008.
- 38.3. The First Respondent is directed, in terms of Section 160(3)(b)(ii) of the Act, to change its name to one which does not incorporate the trademark "RMB" and that is not confusingly or deceptively similar to it.
- 38.4. The First Respondent is ordered to file the necessary notice of amendment with the Companies and Intellectual Property Commission (CIPC) to effect this change within 60 (sixty) calendar days from the date of this order.
- 38.5. Should the First Respondent fail to comply with paragraph 4 of this order within the stipulated 60-day period, the Second Respondent (the Companies and Intellectual Property Commission) is hereby directed, in terms of Section 160(3)(b)(ii) of the Act read with Regulation 153(5), to:
- 38.5.1. Change the First Respondent's name on the companies register to its registration number, "2020/616464/07 (Pty) Ltd", as its interim corporate name.
- 38.5.2. Issue a corrected certificate of incorporation reflecting the interim name.
39. There is no order as to costs.

Dated at Johannesburg on the 2nd day of February 2026.

D Terblanche
Tribunal Member