Companies Tribunal

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IN THE COMPANIES TRIBUNAL OF THE REPUBLIC OF SOUTH AFRICA

("THE TRIBUNAL")

CASE NO: CT1808ADJ2024

Ex Parte Application:-

The Johannesburg Tourism Company LTD

Registration number 2003/008973/08 Applicant

DECISION AND REASONS

Presiding Member; Hlaleleni Kathleen Dlepu

Date of Decision ;24 June 2024

1. INTRODUCTION

1.1 The Applicant is **The Johannesburg Tourism Company LTD (**the Applicant), registered in terms of the Company Laws of the Republic of South Africa under **Registration No. 2003/0089738/07** with its Head Office being **West Street Sandton Johannesburg.2147**

1.2 The application is deposed to by the Group Head, Governance Department Adv Mlandu Kona duly authorized by the Board of Directors to act on its behalf.

2. THE APPLICANT'S SUBMISSION

2.1 The Applicant is a wholly owned Municipal Entity of City of Johannesburg and the deponent is responsible for the appointment Non-Executive Directors, Executive Directors and Independent Audit Committee members as well as hosting the Annual General Meetings for all the Municipal Entities of the City of Johannesburg.

2.2 The City of Johannesburg Applicant is required to hold its annual general meeting on or before the 31st May 2024 and the City of Johannesburg last had its Annual General Meeting on the 1st March2023 and it is required to convene its Annual General Meeting by not later than the 31st May 2024

2.3 Section 61(7) of the Companies Act provides that a public company must convene an annual general meeting of its shareholders –

- Initially no more than 18 months after the company's date of incorporation and thereafter, once tin every calendar year, but no more than 15 months after the date of the previous annual general meeting, or within an extended time allowed by the Company's Tribunal, on good cause shown.

2.4 The Applicant was not able to hold its annual general meeting within the stipulated time mainly due to the following reasons: -

2.4.1 The City of Johannesburg ,as a shareholder, has embarked on a recruitment process of the non -executive directors ,and independent committees by advertising the said positions with the closing date of the advert being the 17th May 2024 .It is anticipated that the shortlisting, interview, screening, verification, and appointment including the convening of the Annual General Meeting will take approximately8 weeks(two months) which will be beyond the due date of the 31st May 2024 as required by the Companies Act 71 of 2008.

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2.4.2 The annual meeting should have been scheduled to take place not later than the 31st May 2024, however due to the delay in recruitment as indicated of new leadership the change of leadership, the annual general meeting could not be held.

2.4.3 Therefore, the Applicant applies for the extension by the Tribunal to hold its annual general meeting beyond the 15 months period as stipulated in the Companies Act.

3. APPLICABLE LAW

3.1 Section 61 of the Companies Act 71 of 2008 provides for the shareholders meetings and section 61(7) specifically provides as follows:-

"A public company must convene an annual general meeting of its shareholders:

(a). Initially, no more than 18 months after the company's date of its incorporation; and

(b). Thereafter, once every calendar year, but no more than 15 months after the date of the previous annual general meeting, or within an extended time allowed by the Companies Tribunal on good cause shown".

4. EVALUATION

4.1 The Tribunal is satisfied that good cause has been shown as to why the annual general meeting would not be held within the statutory period required by statutory period required by the Act and the Tribunal.

4.2 The Applicant be given an extension to hold its annual general meeting no later than the 31st of July 2024.

5. ORDER

5.1 The Applicant is granted an extension to hold its annual general meeting for the year ending 31st May 2024 by no later than the 31st July 2024.

Signed on the 24 June 2024

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HLALELENI KATHLEEN DLEPU
MEMBER OF THE COMPANIES TRIBUNAL