

**REPUBLIC OF SOUTH AFRICA
IN THE HIGH COURT OF SOUTH AFRICA
GAUTENG DIVISION, JOHANNESBURG**

Case Number: **2024-007632**

(1) REPORTABLE: NO
(2) OF INTEREST TO OTHER JUDGES: NO
(3) REVISED: NO
2025/08/14

In the matter between:

LANGLAAGTE TRUCK AND CAR CC **First Applicant**

and

8 MILE INVESTMENTS 539 (PTY) LTD **First Respondent**

BRADLEY TRENT JONES **Second Respondent**

ABSA BANK LIMITED **Third Respondent**

REGISTRAR OF DEEDS PRETORIA **Fourth Respondent**

COMPANIES AND INTELLECTUAL PROPERTIES COMMISSION **Fifth Respondent**

MINISTER OF FINANCE **Sixth Respondent**

THE SHERIFF OF JOHANNESBURG EAST **Seventh Respondent**

**JUDGMENT: LEAVE TO APPEAL APPLICATION BY THE SECOND
RESPONDENT**

PJ DU PLESSIS, AJ

BACKGROUND

[1] In the opposed motion court hearing on 24 February 2025, with judgment delivered on 10 March 2025, this court granted the reinstatement of the first respondent. The order further stipulated that: a. The First Respondent's corporate activities shall be valid retrospectively. b. The First Respondent's assets shall automatically revert retrospectively. This order practically meant the transfer of the property to the Applicant, which took place after it became *bona vacantia*, was condoned, and the first respondent lost his ownership.

[2] Dissatisfied with the practical outcome, the appellant, Mr Bradley Trent Jones (Second Respondent), who is the sole director of the first respondent, lodged an appeal against the order. This appeal was heard virtually on 12 August 2025.

[3] When the main matter was heard, the appellant did not oppose the reinstatement of his company. However, he requested that all assets should automatically revert in the First Respondent retrospectively. He also sought the following relief:

3 Ordering the Seventh Respondent to expunge the name of the Applicant from the Title Deed under which the property, being Remaining Extent of Portion 1 of Erf 1[...], Waverley (Johannesburg) Township, Registration Division, IR measuring 1532 m² ("the property") is held, as registered owner of the property.

4 Directing the Seventh Respondent to record in the Title Deed that the First Respondent is the registered owner of the property.

5 Ordering the Applicant to pay the costs of this application.

The appellant's argument for this relief was based on alleged "illegal corporate activity."

[4] Advocate Rodrigues, representing the applicant, argued that the issues of illegal corporate activity raised by Advocate Cohen, on behalf of the appellant, should be addressed through a separate application. This argument is based on the fact that the first respondent was deregistered by CIPRO due to the appellant's actions. Therefore, the appellant cannot use the unopposed reinstatement application to petition the court to be reinstated as the property owner, based on the allegations made.

[5] Adv. Cohen argued that a separate application was unnecessary and stressed that the court should not have, under any circumstances, issue an order that condones such unlawfulness.

[6] The crux of the Courts judgment was contained in paragraphs 38 and 39. The succinctly formulated findings were on the:

Counter-Application that the Second Respondent was trying to gain benefit without the proper legal standing, as his own failure to submit annual returns led to the deregistration. He could have not let this deregistration happen or followed the administrative route to have the first respondent reinstated and then raise these issues, he was fully aware of before deregistration.

Applicability of Section 83(4) Citing *Newlands Surgical Clinic v Peninsula Eye Clinic [2015] ZASCA 25*, the court found that "any person with an interest" (including a juristic person) prejudiced by automatic retrospective action may seek relief under Section 83(4). A court is authorized to grant any relief it considers "just and equitable" in such circumstances.

Lawfulness of Corporate Actions The court determined that the appellant should address the legality of corporate actions in a separate application against the relevant parties, once the first respondent is reinstated, as he currently lack, *locus standi* to do so, due to his deregistration. The Applicant was found to be *bona fide*, and no unlawful activity was attributed to him. The court acknowledged an initial incorrect property description, which was later corrected, but found that the Applicant

and Sheriff always had a clear understanding of the property. Consequently, the court found there had been "substantial compliance" with the sale conditions.

Bona Fides of Applicant the Applicant was found to have acted in good faith by purchasing the property at auction, complying with all required processes, and incurring significant expenses. The court held that he should not be penalized for the appellant's omissions, as all necessary processes for the Applicant's ownership, save for the final registration, occurred before the property became *bona vacantia*, but for the registration.

THE APPEAL

[7] At the outset of the appeal hearing, the court posed several questions to the appellant's counsel, Adv. Cohen.

- Counsel confirmed that the appellant never opposed the reinstatement of the company, 8 Mile Investments 559 Pty Ltd.
- Counsel confirmed that their draft order requested the court to undo the execution sale based on "unlawful corporate activities," rather than validating the corporate activities and sale.
- The court also noted the appellant's concerns, including non-compliance with Rule 46, an execution order granted on a wrong property, a void sale that was later backdated, and an alleged fraudulent representation to the Registrar of Deeds. Counsel confirmed these were indeed their concerns.
- When the court questioned him on its core finding, that the counterapplication was improper, counsel for the appellant argued that they never relied on a counterapplication. Instead, they raised these issues to demonstrate "illegal corporate activity" that should not have been condoned by the court. Counsel submitted that to succeed, the Applicant had to prove the validity of the corporate activities, and that the appellant was prejudiced by these irregularities. They contended that the court should not sanction non-compliance with court orders and rules, and therefore, the issue should be a matter for an appeal court to decide.

[8] The appellant also stood by his grounds and reasons in the written application filed for leave to appeal and submitted that costs in this matter must be reserved for the court hearing this appeal.

[9] Adv. M. Rodriques the counsel for the Applicant opposing the appeal referred the Court to the Appellants replying affidavit par 87 on 02-249 where he stated: "Upon the re-registration of the first respondent, **it will be necessary for proceedings to be instituted by the first respondent** to:

87.1 To declare the transfer of the property Void ab initio and that it be set aside.

87.2 Direct the fourth respondent to cancel the title deed held by the applicant ... until such time a valid and lawful sale and transfer occurs"

[10] Counsel submitted her client only prayed for the re-instatement order the court granted. This was granted as the court found the Applicant was bona fide and had an interest as he bought the property with no control over the process of how he became owner thereof. She submitted the appellant did use their application for his counter application even though his replying affidavit clearly stated, what he raised in the main, was to be reserved for "after the first respondent's re-registration."

[11] She submitted that the appellant's application was opportunistic and an effort to remain in the property. She pointed out that everything regarding the sale was dealt with before the deregistration of the first respondent, and the appellant, being fully aware of the situation, did nothing to prevent it. He caused the deregistration of the first respondent, which led to the property becoming *bona vacantia*, and this forced the Applicant to bring the reinstatement application because the registration of the property in his name was the only thing that fell within the deregistration period. She argued that he cannot now claim "illegal corporate activity" to set aside a process he could have prevented.

[12] ***Newlands Surgical Clinic v Peninsula Eye Clinic*** protects bona fide interested persons (like the applicant) who can suffer substantial loss. It allows a court a discretion and the court's primary consideration would be to uphold the interests of the bona fide third party to prevent prejudice. Therefore, any alleged unlawful corporate activity that occurred during the execution process leading to the

sale of the property would be a matter to be addressed by the reinstated company and the parties involved in those alleged activities, not the bona fide buyer.

[13] The only other issues requiring consideration were the ABSA letter and costs.

[14] On cost Adv Cohen in submission in the appeal application conceded that this was not a “run of the mill case”. I agree.

On the ABSA letter, there was no specific address in the appeal application. The papers suggested the Court was wrong to consider the contents, as it was objected to and filed late, and the appellant had no right of reply. Although this is true, this matter was heard in the Opposed Motion Court, and the court itself queried whether Rule 46 was complied with, particularly regarding the reserve price. The letter was submitted to address this query, and it clarified the process. There was nothing in the submissions to suggest the content was untrue.

THE APPEAL TEST

[15] The test for granting leave to appeal in South Africa is governed by Section 17(1)(a) of the Superior Courts Act No. 10 of 2013. Leave to appeal may only be granted if the judge or judges are of the opinion that:

- The appeal **would** have a reasonable prospect of success; or
- There is some other compelling reason why the appeal should be heard, including conflicting judgments on the matter under consideration.

The interpretation of "would" indicates a higher threshold than the previous test of "might" come to a different conclusion, implying a measure of certainty that another court will differ from the current judgment.

The Supreme Court of Appeal has emphasized that there must be "reasonable prospects of success" and not merely an arguable case or a mere possibility of success.

[16] Due to specific findings made supra, I find that this appeal on all grounds raised would have no reasonable prospect of success and there is no other compelling reason the appeal should be heard or the matter considered.

ORDER

[17] As a result, I make the following order:

The application for leave to appeal is dismissed.

The Appellant is ordered to pay the costs of the application.

**PJ DU PLESSIS
ACTING JUDGE OF THE HIGH COURT
JOHANNESBURG**

For the Applicant:

Adv M Rodriques

Instructed by: Kaveer Guinness Incorporated

For the Appellant

(Second Respondent):

Adv S Cohen

Instructed by Allan Levin & Associates

Date of hearing: 12 August 2025

Date of judgment: 14 August 2025