

IN THE COMPANIES TRIBUNAL OF SOUTH AFRICA

CASE NO: CT02745ADJ/2026

In the matter between:

SIYABONGA SANGWENI

Applicant

And

**MATIWANE COMBINED SCHOOL NPC
(Registration No: 2007/011600/08)**

First Respondent

DELISILE MAHLANGU

Second Respondent

NONHLANHLA DEBRA TSHABALALA

Third Respondent

NANA FAKAZILE ZULU

Fourth Respondent

ZANELE SANGWENI

Fifth Respondent

Date of Decision: 7th August 2026

Tribunal panel. M A Chicktay, Fulufhedzani Mudzunga and Richard Bradstreet

DECISION

INTRODUCTION

1. The Applicant is SIYABONGA SANGWENI an adult South African male resident at 1[...] E[...] 7[...] O[...] F[...] Johannesburg, Gauteng, South Africa.

2. The First Respondent is MATIWANE COMBINED SCHOOL NPC a South African Company with registration number 2007/011600/08

3. The Second Respondent is DELISILE MAHLANGU a director of MATIWANE COMBINED SCHOOL NPC.

4. The Third Respondent is NONHLANHLA DEBRA TSHABALALA a director of MATIWANE COMBINED SCHOOL NPC.

5. The Fourth Respondent is NANA FAKAZILE ZULU a director of MATIWANE COMBINED SCHOOL NPC.

6. The Fifth Respondent is ZANELE SANGWENI a director of MATIWANE COMBINED SCHOOL NPC.

APPLICANT'S SUBMISSIONS

7. The Applicant does not seek a bare reinstatement order divorced from the Companies Act. Properly understood, the Applicant seeks relief consequential upon the Tribunal finding that the disputed removal and/or exclusion of the Applicant, Mr Thamsanqa Radebe and Ms Lizzie Rakgwalie from the directorship records of the First Respondent was unlawful, irregular, unsupported by proper authority and of no force and effect.

8. The Applicant accordingly seeks an order declaring that he, together with Mr Thamsanqa Radebe and Ms Lizzie Rakgwalie, are to be reflected as directors of the First Respondent, and that the CIPC records be corrected

and/or amended to reflect the lawful directorship position. The relief sought is therefore directed at the correction of an irregular directorship position and the restoration of the lawful governance structure of the First Respondent.

9. The Respondents resist the relief by advancing a wide-ranging merits case containing untested allegations of fraud, theft, collusion, forgery, embezzlement and unlawful CIPC changes. Those allegations are denied. More importantly, they are not supported by final findings of a competent court and do not displace the objective record relied upon by the Applicant.

10. The Respondents' opposition is, with respect, self-defeating. Their answering affidavit confirms that the dispute between the parties is extensive, longstanding and incapable of being dismissed as frivolous. It traverses disputed directorship, disputed CIPC filings, written resignation affidavits, disputed allegations of coercion and duress, disputed departmental reports and disputed criminal case references.

11. The Applicant accordingly submits that the Tribunal is not required to accept the Respondents' allegations as final merely because they have been strongly worded. The Tribunal is required to determine whether, on the papers, the Applicant has made out a proper case for the declaratory and consequential relief sought, alternatively for such further or alternative relief as the Tribunal considers competent and appropriate.

12. Matiwane Combine School NPC is a non-profit company and independent school founded by the late Mr Stephen Sangweni. The governance of the First Respondent has, for several years, been the subject

of disputes involving CIPC records, resignation affidavits, directorship, bank mandates, alleged appointments, alleged removals and engagement with the Gauteng Department of Education.

13. The late Mr Stephen Sangweni was the founder and central figure in the establishment and operation of the school. During 2021, and before his passing, he initiated steps to regularise the CIPC records of the First Respondent and to remove Ms Delisile Mahlangu and Ms Nonhlanhla Debra Tshabalala from the records of the company. The Applicant's case is that those steps were initiated during the lifetime of the late Mr Stephen Sangweni and not after his death.

14. A central factual feature of this matter concerns the written resignation affidavits signed by Ms Mahlangu and Ms Tshabalala. These were not informal, casual or ambiguous communications. They were written affidavits, deposed to before members of the South African Police Service at a police station. The Respondents now seek to avoid the legal consequence of those affidavits by alleging coercion and duress. However, they do so after an inordinate delay and, significantly, after the passing of the late Mr Stephen Sangweni.

15. The timing of the duress allegation is highly material. If Ms Mahlangu and Ms Tshabalala were genuinely coerced, one would reasonably have expected immediate protest, a contemporaneous letter of objection, a complaint to SAPS, a complaint to CIPC, or a confirmatory affidavit from an independent witness. None of this is placed before the Tribunal. Instead, the

allegation is raised belatedly, after the alleged wrongdoer is no longer alive to answer the allegation.

16. The Applicant's appointment as director is supported by the independent evidence of Mr Mngomezulu. Mr Mngomezulu confirms that, months before the death of the late Mr Stephen Sangweni, he was instructed to assist with the regularisation of the company's CIPC records and the appointment of the Applicant as director. His evidence is important because it confirms that the process was not an act of self-appointment by the Applicant, but a process flowing from instructions given during the lifetime of the late Mr Stephen Sangweni.

17. After the Applicant's appointment, the Applicant caused resolutions to be passed for the appointment of two additional directors, namely Mr Thamsanqa Radebe and Ms Lizzie Rakgwai. This was done to regularise the governance structure of the NPC and to ensure compliance with the Companies Act, particularly the requirement that a non-profit company have a proper board structure and the minimum number of directors required for governance and quorum purposes.

18. The Respondents later disputed the Applicant's directorship and sought to alter the CIPC records. They also caused or relied upon amendments that had the effect of excluding the Applicant, Mr Radebe and Ms Rakgwai, and reflecting themselves or other persons as directors of the First Respondent. The Applicant contends that such removal, exclusion and/or amendment was unlawful, irregular and unsupported by a proper statutory process.

19. The Respondents have also, on more than one occasion, approached the High Court seeking, directly or indirectly, recognition or confirmation of their alleged directorship. They have not obtained final relief declaring them to be the lawful directors of Matiwane Combine School NPC. That fact is relevant because it demonstrates that their alleged status is not settled, final or beyond dispute.

20. Standard Bank and Standard Trust also form part of the objective background. Their stance did not support the Respondents' position as obvious, uncontested or beyond challenge. The bank's stance is not a substitute for a court order, but it is an important simultaneous indicator that the Respondents' claimed authority was not universally accepted as clear and undisputed.

21. The Respondents also rely on a Departmental report or financial assessment as though it constitutes proof of theft, fraud or misappropriation by the Applicant. That reliance is misplaced. The Department has not raised any further negative report or adverse finding against the Applicant arising from the assessment. In compliance with the audi alteram partem principle, the Applicant was afforded an opportunity to clarify the issues raised and to provide corrective measures. Those corrective measures are currently being addressed with the Department in the Applicant's capacity as the only recognised director responsible for the school's governance and administration.

22. Against that background, the dispute is plainly not one that can be disposed of on the basis that the Respondents' version must be accepted as final. The Respondents rely on disputed CIPC records, disputed complaints, disputed resolutions, disputed criminal case references and disputed allegations. The proper course is to determine the lawfulness of the disputed director amendments and grant consequential corrective relief, alternatively such further relief as the Tribunal deems appropriate.

23. The principal issue for determination is whether the Applicant has made out a proper case for declaratory and consequential relief arising from the disputed directorship amendments, removals and exclusions.

24. In determining that issue, the Tribunal is invited to consider whether the Respondents have shown any lawful basis for the impugned director amendments, removals, appointments or exclusions upon which they rely. It is submitted that they have not.

25. The Tribunal is further invited to determine whether the written resignation affidavits signed by Ms Mahlangu and Ms Tshabalala carried legal consequences; whether the belated allegation of duress is sufficient to displace those consequences; whether the Applicant's appointment was supported by the independent evidence of Mr Mngomezulu; whether the appointment of Mr Radebe and Ms Rakgwale was consistent with the regularisation of the NPC; and whether the CIPC records should be corrected to reflect the lawful position.

26. The Applicant submits that the Respondents' opposition does not establish that the Applicant, Mr Radebe and Ms Rakgwale were lawfully removed or excluded. It establishes, at best, that the Respondents rely on disputed records, disputed allegations and self-generated resolutions which do not amount to final proof of lawful directorship.

THE STATUTORY FRAMEWORK AND COMPETENT RELIEF

27. It is perhaps prudent to engage with the prevalent provisions of the Companies Act that the Applicant seeks to address and rely upon namely:

28. Section 66 of the Companies Act provides that the business and affairs of a company must be managed by or under the direction of its board. In the case of a non-profit company, the board must comprise at least three directors, unless a higher number is required by the company's Memorandum of Incorporation.

29. Section 66(7) provides that a person becomes entitled to serve as a director once that person has been appointed or elected in accordance with the Act and has delivered written consent to serve. The lawfulness of a person's directorship therefore depends on the underlying appointment and authority, not merely on the appearance of a name on a CIPC printout.

30. Section 70 deals with vacancies on the board and recognises that a vacancy arises where a director resigns or dies. This is important because the resignation of a director has legal consequences. It is not open to a

person to sign a resignation affidavit and then, much later and without proper evidential support, simply treat the resignation as though it never existed.

31. Section 71 regulates the removal of directors. It requires a lawful process and does not permit the removal of a director by mere administrative alteration of CIPC records. Proper notice, lawful process and compliance with the Act are required.

32. The Applicant's relief must be understood in that statutory context. The Applicant does not ask the Tribunal to exercise a free-standing power of reinstatement. The Applicant asks the Tribunal to determine that the disputed removals, exclusions and/or amendments were irregular and of no force and effect, and to grant consequential relief correcting the directorship records to reflect the lawful position.

33. The Tribunal is respectfully requested to find that the impugned director amendments relied upon by the Respondents cannot stand where they are unsupported by lawful authority, proper resolutions, proper notice, proper statutory process and compliance with the Companies Act.

34. The Applicant accordingly submits that it is competent and appropriate for the Tribunal to grant relief declaring that the Applicant, Mr Thamsanqa Radebe and Ms Lizzie Rakgwalae are to be reflected as directors of the First Respondent, and directing that the necessary steps be taken to correct the CIPC records accordingly.

35. To the extent that the Tribunal considers that any aspect of the relief requires the participation of CIPC or further administrative steps, the

Applicant seeks an order directing the Respondents to sign, submit and/or cooperate in the filing of all documents necessary to give effect to the Tribunal's decision, and authorising the Applicant to lodge the Tribunal's order with CIPC for purposes of correction.

THE RESIGNATION AFFIDAVITS

36. The written resignation affidavits are central to this matter and the Applicant requests that the tribunal take judicial notice of this pivotal point. Ms Mahlangu and Ms Tshabalala submitted resignation affidavits. Those affidavits were not vague or informal communications. They were sworn statements made before members of the South African Police Service.

37. The legal principle is that a resignation is a unilateral legal act. Once a resignation is clear, unequivocal and properly communicated, it takes effect without requiring acceptance by the company or by any other person. In *African National Congress v Municipal Manager, George Local Municipality and Others*¹, the Supreme Court of Appeal held as follows: "Being a unilateral legal act, it does not need to be accepted by the intended recipient to be so effective."

38. The significance of this authority is that a written resignation, once clearly communicated, carries legal consequences and does not depend on acceptance before it becomes effective. The Respondents cannot merely assert, years later, that their written resignation affidavits should be ignored. They must provide a proper evidential basis for that contention.

39. The same principle has been reaffirmed in the employment-law context in *Monareng v Dr JS Moroka Municipality*, where the Labour Court held: "Resignation takes effect once communicated to an employer."

40. Although *Monareng* arose in an employment context, the underlying principle is useful by similarity. A resignation is not lightly ignored after it has been reduced to writing and communicated. A person seeking to avoid the consequences of a written resignation must place proper evidence before the decision-maker explaining why the resignation should not be given its ordinary effect.

41. In the present matter, the Respondents do not place before the Tribunal any contemporaneous objection, letter of protest, police complaint made at the time, or independent confirmatory affidavit supporting the allegation that the resignations were procured under duress. Their belated attempt to escape the legal consequence of the resignation affidavits should therefore be approached with caution.

THE ALLEGED COERCION AND DURESS

42. The Respondents allege that the resignation affidavits were procured under coercion or duress. That allegation must be treated with caution. It is serious, it is directed substantially at a deceased person, and it is raised after an inordinate delay.

43. In *Arend and Another v Astra Furnishers (Pty) Ltd*, the Court dealt with the requirements for duress. The relevant principle was stated as follows: "The fear must be a reasonable one."

44. The Court also held that the fear must be caused by a threat of "some considerable evil" and that the threat must be imminent or inevitable, unlawful or contra bonos mores, and causally connected to the act sought to be impugned. Duress is therefore not established by a bare allegation that pressure existed. It must be pleaded and proved with sufficient particularity.

45. In *Medscheme Holdings (Pty) Ltd and Another v Bhamjee*, the Supreme Court of Appeal stated that duress may be present where there is: "an unlawful or unconscionable threat of some considerable harm".

46. The importance of *Medscheme* is that the alleged threat must be unlawful or unconscionable and must relate to considerable harm. The Respondents' version does not satisfy that standard. They do not properly identify the precise threat, when it was made, where it was made, who witnessed it, what immediate harm was threatened, and why they failed to raise it at the police station where the affidavits were sworn.

47. The improbability of the Respondents' version is heightened by the fact that the affidavits were deposed to at a police station. A police station is not a place where one would expect a person to be coerced into resigning. If the Respondents were genuinely under duress, they could have reported the matter to the police on duty at the very station where the affidavits were signed

48. The Respondents' silence at the time is highly material. Their failure to raise duress immediately, their failure to file an objection within a reasonable period, their failure to produce an independent witness, and their failure to provide any contemporaneous complaint all undermine the credibility of the allegation.

49. It is particularly telling that the allegation of coercion is raised only after the late Mr Stephen Sangweni passed away. That timing deprives the late Mr Sangweni of the opportunity to respond to the allegation and supports the Applicant's submission that the allegation is belated and opportunistic.

50. At the very least, the duress issue creates a factual dispute requiring proper resolution. It cannot be used as a basis to validate the Respondents' alleged directorship or to justify the removal or exclusion of the Applicant, Mr Radebe and Ms Rakgwai.

THE EVIDENCE OF MR MNGOMEZULU

51. Mr Mngomezulu's evidence is a central feature of the Applicant's case. He confirms that he was instructed by the late Mr Stephen Sangweni to assist with the regularisation of the company's CIPC records and to attend to the Applicant's appointment as director.

52. His evidence is important because it is not merely a repetition of the Applicant's version. It is independent evidence from a person who was involved in the process before the death of the late Mr Stephen Sangweni. It

confirms that the process began during the lifetime of the late Mr Sangweni and was not invented by the Applicant after his death.

53. The Respondents do not meaningfully answer Mr Mngomezulu's evidence. Instead, they attempt to characterise all CIPC changes adverse to them as fraudulent and all CIPC changes favourable to them as binding. That selective reliance is untenable.

54. The Tribunal is respectfully invited to treat Mr Mngomezulu's evidence as a strong indication that the Applicant's version is not frivolous, fabricated or mala fide. It is supported by independent evidence and by the objective chronology, and it therefore supports the declaratory and consequential relief sought.

THE APPLICANT'S APPOINTMENT AND THE APPOINTMENT OF ADDITIONAL DIRECTORS

55. The Respondents attack the Applicant's appointment as though it was a unilateral and fraudulent act of self-appointment. That version is not borne out by the objective record. The Applicant's case is that his appointment was initiated by the late Mr Stephen Sangweni and regularised through the assistance of Mr Mngomezulu.

56. Once appointed, the Applicant was alive to the fact that Matiwane Combine School NPC required a compliant governance structure. As an NPC, it was necessary to ensure that the board had the minimum number of directors as required by the Companies Act.

57. The Applicant accordingly caused resolutions to be passed for the appointment of Mr Thamsanqa Radebe and Ms Lizzie Rakgwala as additional directors. The purpose of those appointments was to regularise the governance of the NPC and to ensure that the First Respondent had the necessary number of directors for governance and quorum purposes.

58. The appointments of Mr Radebe and Ms Rakgwala were therefore not made for any improper or fraudulent purpose. They were made as part of a governance regularisation process following the Applicant's appointment as director.

59. The Respondents' attack on those appointments assumes that they themselves remained lawful directors at all material times. That assumption is disputed. It cannot be used as the premise for excluding the Applicant, Mr Radebe and Ms Rakgwala.

60. The appointment of additional directors is therefore consistent with the Applicant's version that he sought to regularise the NPC, not unlawfully control it. The Respondents' attempt to portray every step taken by the Applicant as fraudulent is unsupported by final findings and inconsistent with the objective chronology.

61. The Applicant accordingly seeks the restoration of the lawful directorship position by the reflection and/or reinstatement of himself, Mr Radebe and Ms Rakgwala as directors of the First Respondent.

THE STANCE OF STANDARD BANK AND STANDARD TRUST

62. Standard Bank and Standard Trust provide important independent context. Their stance demonstrates that the Respondents' alleged directorship was not obvious, settled or beyond dispute.

63. Standard Trust recognised the Applicant's authority as director and recorded that he was authorised to access and transact on the school's account. Standard Trust further recorded that the Applicant produced CIPC proof indicating that the late Mr Stephen Sangweni had appointed him as director before his death.

64. The Respondents allege collusion and misconduct involving Standard Bank. Those allegations are serious but unsupported by any final finding. They cannot be accepted as fact merely because the Respondents have made them.

65. The bank's stance is relevant because it contradicts the Respondents' attempt to portray themselves as the uncontested lawful directors. If their directorship were clear, final and beyond dispute, Standard Bank would not have maintained the stance that it did.

THE DEPARTMENTAL REPORT AND THE AUDI ALTERAM PARTEM PRINCIPLE

66. The Respondents rely on a Departmental report or financial assessment involving the Gauteng Department of Education as though it

constitutes final proof of wrongdoing by the Applicant. That reliance is misplaced.

67. A Departmental assessment is not a criminal conviction, not a civil judgment, and not a final finding that the Applicant committed theft or fraud. It is an administrative process which must be understood in its proper context.

68. Importantly, the Department has not raised any further negative report or adverse finding against the Applicant arising from that assessment. The Department did not treat the report as a final adverse determination against the Applicant. Instead, in compliance with the audi alteram partem principle, the Applicant was afforded an opportunity to clarify the issues raised and to provide corrective measures.

69. The Applicant has engaged with the Department and has provided clarifications and corrective measures. Those issues are currently being addressed and resolved with the Department in the Applicant's capacity as the only recognised director responsible for the governance and administration of Matiwane Combine School NPC.

70. The Respondents' reliance on the report is therefore selective and misleading. It does not prove that the Respondents are lawful directors. It does not prove that the Applicant committed any offence. At best, it raised administrative issues requiring clarification and corrective engagement, which is ongoing.

71. It would certainly seem that the inclusion of this report to these proceedings was a stratagem of throwing everything at the wall and see what sticks.

72. None of the annexures displaces the central objective facts relied upon by me, namely the written resignation affidavits submitted by Ms Mahlangu and Ms Tshabalala, the fact that those affidavits were made before SAPS, the inordinate delay in alleging duress, the fact that the allegation of duress was only advanced after the late Mr Stephen Sangweni had passed away, the absence of any contemporaneous objection or independent corroboration, the independent evidence of Mr Mngomezulu, and the steps taken after my appointment to appoint Mr Thamsanqa Radebe and Ms Lizzie Rakgwale for purposes of regularising the NPC.

73. The relief sought in my application, including the declaratory and consequential relief necessary to correct the directorship records of Matiwane Combine School NPC and to reflect the lawful directorship position.

74. In the alternative, and to the extent that the Tribunal considers that any aspect of the dispute requires structured engagement, I persist with the request that the matter be referred to alternative dispute resolution on terms that protect the governance and operational stability of the school.

WHY THE RELIEF SOUGHT IS APPROPRIATE

75. The relief sought is appropriate because the dispute concerns the lawful governance of a non-profit company responsible for the operation of a

school. The dispute does not affect only the parties. It affects learners, staff, parents, creditors, the Department and the continued stability of the institution.

76. The dispute is longstanding. It involves written resignation affidavits, delayed allegations of duress, disputed CIPC entries, disputed director appointments, disputed removals, banking mandates, Departmental engagement and allegations of misconduct.

77. It is paramount to further highlight that the Applicant has been running and conducting the affairs of the school since his appointment as director and the Respondents have no iota of knowledge to the day-to-day operations of the school.

78. The Applicant has not approached the Tribunal for an abstract order of reinstatement. The Applicant approaches the Tribunal for a finding that the impugned exclusion and/or removal of himself, Mr Radebe and Ms Rakgwale from the directorship records was unlawful, and for a consequential order correcting the records.

79. The Respondents have not demonstrated prejudice in the restoration of the lawful directorship position. On the contrary, continued reliance on disputed records, complaints and unilateral amendments perpetuates instability in the governance of the First Respondent.

80. The Applicant accordingly submits that it is just, appropriate and competent for the Tribunal to grant declaratory and consequential relief

correcting the directorship position, alternatively to grant such further relief as the Tribunal deems fit to ensure that the governance dispute is properly resolved.

CONCLUSION AND RELIEF

81. The Respondents' answering affidavit does not establish a proper basis to resist the relief sought. They rely on untested allegations, disputed CIPC records, disputed complaints, disputed resolutions and criminal case references that do not constitute proof of lawful directorship or wrongdoing.

82. The objective record demonstrates that the written resignation affidavits were made formally before police officials; that allegations of duress were raised only after an inordinate delay and after the passing of the late Mr Stephen Sangweni; that no independent corroboration of the alleged duress has been produced; that Mr Mgomezulu independently confirms the regularisation process initiated by the late Mr Sangweni; that the appointment of Mr Radebe and Ms Rakgwale was consistent with governance requirements; that the Department's report does not constitute final proof of wrongdoing; and that the Respondents have not obtained final relief from the High Court recognising them as lawful directors.

83. In the circumstances, the Applicant respectfully submits that he has made out a proper case for declaratory and consequential relief correcting the directorship records of Matiwane Combine School NPC.

84. The Applicant accordingly seeks an order in the following terms:

- a. Declaring that the purported removal and/or exclusion of the Applicant, Mr Siyabonga Sangweni, from the directorship records of Matiwane Combine School NPC was unlawful, irregular and of no force and effect;
- b. Declaring that the purported removal and/or exclusion of Mr Thamsanqa Radebe and Ms Lizzie Rakgwale from the directorship records of Matiwane Combine School NPC was unlawful, irregular and of no force and effect;
- c. Declaring that the Applicant, Mr Siyabonga Sangweni, Mr Thamsanqa Radebe and Ms Lizzie Rakgwale are to be reflected as directors of Matiwane Combine School NPC;
- d. Directing the Respondents to take all necessary steps, sign all necessary documents and cooperate in the filing of all documents required to correct and/or amend the CIPC records of Matiwane Combine School NPC to reflect the Applicant, Mr Thamsanqa Radebe and Ms Lizzie Rakgwale as directors;
- e. Authorising the Applicant to lodge the Tribunal's order with CIPC for purposes of correcting and/or amending the directorship records of Matiwane Combine School NPC.

RESPONDENTS SUBMISSIONS

PRELIMINARY SUBMISSIONS

85. The Respondents concede that the said referral revolves around a longstanding dispute over the directorship of the First Respondent.

86. It is, however, denied by the Respondents that the Applicant is entitled to the relief sought. It is further denied by the Respondents that the Respondents had ever, or at any material time, committed fraud or been guilty of any unlawful, unprocedural, irregular conduct in relation to the Applicant or the First Respondent and/or its directorship.

87. It is further denied by the Respondents that they "fraudulently" reinstated themselves as lawful directors of the First Respondent.

88. It is further denied by the Respondents that the Applicant "did try to resolve the matter through a series of High Court Applications and engagements where they simply would not appear or change attorneys up until 2026", as the Applicant puts it in one of his sworn statements deposed to at SAPS, on a template provided by SAPS. In amplification of their denial, the Respondents wish to bring the following to the Honourable Tribunal's attention

89. First of all, the above allegation constitutes a blatant lie stated under oath. Perjury, hence, and it is to be treated with the contempt it deserves;

90. Secondly, up until the referral of this dispute to the Honourable Tribunal, not once had the Applicant attempted to resolve this matter in/through any different forum, instance, or court of law. Instead, previously, all the Applicant had done was remove the Respondents as directors of the

First Respondent in an unprocedural, irregular, fraudulent, and unlawful manner and fashion; as such, the allegation that the Respondents "fail to appear" or "do not appear" is a blatant lie of the lowest order;

91. On the contrary, the Applicant and his legal representatives are well aware of the fact that there is a pending High Court matter launched by the Respondents against the Applicant, and it was the Applicant who failed to appear and comply with the High Court of Johannesburg's directives, as a result of which the matter was removed from the roll on the 9th of May 2026. It is interesting that the Applicant, together with his legal representatives, only resurfaced now, months after the Respondents' legal representatives' commune thereto fell on deaf ears and was ignored. However, this only plays in favour of the Respondents, as they are preparing the necessary interlocutory application to compel the Applicant to deliver his heads of argument in the aforementioned High Court matter. The Respondents tender their apology for the above, largely irrelevant and unnecessary information; however, the current proceedings proffer the first opportunity in many months for the Respondents to air their frustration with the Applicant and his representatives, as, seemingly, the Applicant only cooperates when he wishes to and has proven to be able to lie under oath with ease;

92. Further, it needs to be mentioned that the Respondents have only had two (2) attorneys of record. Their previous attorneys of record withdrew as such due to the Respondents' financial incapacity and/or constraints. FZ Nzama Attorneys and Conveyancers have been appointed since the year 2024 and have been consistent to this day. Therefore, the allegation that the

Respondents "change their attorneys" is, once again, devoid of merit and constitutes a blatant lie under oath.

93. The Applicant reinforces his dishonesty in his Replying Affidavit and misleads the Honourable Tribunal. At paragraphs 14, 79, 80, and 81 of his Replying Affidavit, the Applicant yet again alleges that the Respondents have approached the High Court on a plethora of occasions for a declaratory relief recognizing them as lawful directors, but were unsuccessful in this regard. This is incorrect. The Respondents had indeed previously approached the High Court for an urgent declaratory relief to be recognized as lawful and valid directors. The High Court struck the matter from the roll for want of urgency; the Learned Presiding Judge did not go into the merits of the Application; thus, the application was not dismissed; however, the Learned Presiding Judge made it clear that, prior to the merits and relief to be granted being considered, the Respondents had to approach the Department of Education for a relief against the Applicant; this had to be done prior to approaching the High Court, as, it is submitted with respect, in the Respondents' papers in the urgent application, it was indicated that the parties were still waiting for the reply from the Department of Education. In retrospect, having the matter struck off the urgent roll was a blessing in disguise; consequent and subsequent thereto, the Respondents approached the Department of Education. The result of the latter's investigation is to be found in Annexure "CT10" to the Answering Affidavit, the very same annexure the production of and admission of which the Applicant is presently vigorously objecting to, even though he is already in possession of the said

document. This report was shared by the Department of Education with the Applicant in October 2025, and he had to provide answers by no later than the 31st of October 2025. The Applicant and his legal representatives are fully aware of this document/report/annexure. Furthermore, at the meeting that was held at the Department of Education on the 04th of May 2026, inter alia, this document was discussed, and the Applicant's representatives attempted to defend the Applicant by alleging that the purpose of the meeting was not to address the matter of maladministration of funds by their client but for verification of directorship.

94. Furthermore, and lastly, what the Applicant fails to mention is that there is presently a pending application against him, of a declaratory nature, to declare the Last Will and Testament of Mr. Stephen Sangweni invalid; the application was brought for a multitude of reasons; not only are the contents of the Will disputed, but the Will itself was improperly executed; however, the same application is currently stalled due to the Applicant's lack of cooperation, necessitating the Respondents to launch an interlocutory application against the Applicant to compel the latter to deliver his heads of argument in the said matter. Curiously, Standard Bank delivered its notice to abide by the Court Order to the Respondents.

95. In the premises, the Respondents respectfully submit that, to date, ample evidence exists pointing to the fact that the Applicant is exceptionally good at fabricating lies and does not even shy away from stating same under oath.

MERITS OF THE APPLICATION, CONTENTIOUS ISSUES, AND THE
RESPONDENTS' ARGUMENT

THE LAST WILL AND TESTAMENT OF MR. STEPHEN SANGWENI

96. It is common cause that: Prior to his passing, Mr. Stephen Sangweni, the founder and director of the First Respondent, made a Will.

97. It is further common cause that, at paragraph/clause 2.2.4 of Mr. Sangweni's Last Will and Testament, Mr. Sangweni bequeathed "his interest in his fixed property situated at Matiwane Combined School to his son", being the Applicant. At this juncture, it is important to note that the aforementioned provision is the only provision in Mr. Sangweni's Will that speaks to Matiwane Combined School.

98. It is further common cause that, armed with a copy of/original Will of Mr. Sangweni, as well as with a CIPC Certificate confirming his appointment as director of the First Respondent, the Applicant approached the Executor of Mr. Sangweni's estate, Standard Trust Limited, who, without further ado, unnecessary questions and thorough investigation, granted the Applicant powers, control and authority not only over the First Respondent but also of its bank accounts and, in doing so, Standard Trust Limited thought itself higher in status, power and authority than legislation itself.

99. In a lawless world, the Applicant would have succeeded with his claim and appointment as the sole director of the First Respondent under the

above circumstances. However, in a realm full of laws, rules, regulations, and applicable frameworks, the following becomes evident:

100. It is not clear as to what constitutes "fixed interest" in the First Respondent, which interest was purportedly bequeathed to the Applicant;

101. In his Last Will and Testament, Mr. Sangweni never instructed or wished the Applicant to become the sole director of the First Respondent, and even if he did, the said provision would have been null and void, as the First Respondent is required to have at least three directors;

102. The portion of the land on which the First Respondent is situated belongs to the City of Johannesburg. Therefore, Mr. Sangweni could not possibly have bequeathed the land which did not belong to him in the first place;

103. The late Mr. Sangweni never had the power or the authority to transfer, leave, or bequeath the First Respondent to his descendants. It is common cause that Non-Profit Organizations are run by a board of directors rather than owners, and they are incorporated, do exist, and are run for public benefit, which essentially means that an NPO cannot be sold or inherited. It is further common cause that NPOs serve the public interest and trust, not private individuals;

104. It therefore remains a conundrum as to how Standard Trust Limited, a division of Standard Bank, whose legal department employs allegedly legally-equipped and qualified individuals, could grant the Applicant the powers over, access to, and control over the First Respondent and its bank

accounts. In addition, the First Respondent was already statutorily non-compliant in that, after Mr. Sangweni's death, only two active directors remained. Therefore, Standard Trust Limited committed yet another gross irregularity by not verifying the status and/or composition of the board of directors of the First Respondent prior to giving the Applicant a green light.

105. The Last Will and Testament of the late Mr. Sangweni was not only improperly executed, but it also contains provisions which are unlawful and impossible to execute.

106. The above is one of the many reasons why the Respondents instituted proceedings out of the High Court of Johannesburg in order to declare the Last Will and Testament of the late Mr. Sangweni invalid.

APPLICANT'S CONDUCT, HIS APPOINTMENT AND REMOVAL AS DIRECTOR

107. As detailed hereinabove, the Applicant's appointment as the sole director of the First Respondent in the year 2022 was done in an irregular, unprocedural, unlawful, and fraudulent manner and fashion, without a resolution signed by the two remaining active directors, who, it is submitted with respect, were still (and are, to this very day) lawful, valid, procedurally appointed, remaining, active directors.

108. In the absence of a proper and lawful appointment, there can be no question of unlawful removal and, as a result, there can be no dispute as to

reinstatement, simply due to the fact that the Applicant is not entitled to reinstatement.

109. The Applicant's unlawful and fraudulent conduct since the passing of Mr. Stephen Sangweni gives rise to a multitude of legal actions and remedies available to various stakeholders and interested parties against the Applicant, as well as against Standard Trust Limited.

110. The Applicant helped himself to the assets of the First Respondent and enjoyed government subsidies to the fullest in his personal capacity, which is evident from the contents of Annexure "CT10", which was belatedly filed.

111. The CIPC Fraud and Risk Unit's Report, contained in Annexure "CT15", which was belatedly filed, confirms and corroborates the Respondents' position and argument. This annexure has also been in the possession of the Applicant's attorneys as they were the ones who brought the dispute to CIPC in 2025 in the first place, alleging that the Applicant was illegally removed as a director on the 31st March 2022. There was absolutely no way that the Fraud and Risk Unit would share the outcome with the Respondents and fail to provide the Applicant with a reply to the Applicant's complaint. There were two reports that came from the Fraud and Risk Unit in reply to the Applicant's complaint. The first one was sent to both parties, the Applicant and the Respondents, on the 08th October 2025, and that was a preliminary finding; and then on the 13th of November 2025, the Fraud and Risk department issued a final finding confirming that the removal of the Applicant was lawful and procedural and done correctly, as from records it

became evident that he had fraudulently added himself into the CIPC records as the director; his appointment was unknown and done illegally without a resolution to that effect passed by the active directors.

112. The Companies Act is clear on what a Non-Profit Company is; "non-profit company" means a company –

(a) incorporated for a public benefit or other object as required by item 1(1) of Schedule 1; and

(b) the income and property of which are not distributable to its incorporators, members, directors, officers, or persons related to any of them, except to the extent permitted by item 1(3) of Schedule 1¹. (own italicizing)

113. The Respondents submit with respect that, in casu, the now-late Mr. Sangweni treated the NPC (First Respondent) and disposed of the assets of same as if the NPC was a private company; he bequeathed "his interest in fixed property" of the First Respondent to the Applicant in the same manner as one would have bequeathed shares in a private company to a descendant; this is incorrect, irregular, and in contravention to the legislation. It is now unclear as to how Mr. Sangweni ran the NPC prior to his death; however, given the fact that he attempted to coerce his co-directors to resign therefrom speaks to erstwhile disagreements within the board. The only inference to be drawn here from is that the now-late Mr. Sangweni himself was not as innocent as the Applicant wishes this Honourable Tribunal to believe.

114. It would seem further that Standard Trust Limited either knows nothing about Non-Profit Companies or has not been sufficiently diligent to conduct its own investigation and verifications, which fact is questionable as, for a highly reputable entity which handles multiple corporate matters, it should be equipped with a highly efficient legal department which ensures compliance of companies' and individual persons' information.

115. Item 1(3) of Schedule 1 further prescribes that: -

A non-profit company must not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless of whether the income or asset was derived, to any person who is or was an incorporator of the company, or who is a member or director, or person appointing a director, of the company, except -

(a) as reasonable -

(b) as a payment of an amount due and payable by the company in terms of a bona fide agreement between the company and that person or another;

(c) as a payment in respect of any rights of that person, to the extent that such rights are administered by the company in order to advance a stated object of the company; or

(d) in respect of any legal obligation binding on the company. (own italicizing)

116. It is evident that the Department of Education has found, determined, and concluded that the First Respondent, whose bank accounts are controlled solely by the Applicant to this day, has failed to account for the expenditure of the funds allocated to the First Respondent; simply and plainly

put, the Applicant has been enjoying the funds which were allocated to the First Respondent for public benefit. It is not clear what the Applicant has been spending the School's money on.

117. At the time of Mr. Sangweni's passing, two lawful, validly appointed, and active directors remained as board members of the First Respondent. The Applicant's appointment was subject to the board meeting's resolution existing at the time; as and when and if approved, the Applicant would have been issued with a Letter of Appointment. This was not done. Thus, the Second and Third Respondents remained the only active directors of the First Respondent. A third Director was to be appointed. However, this could not materialize due to the fact that the Applicant took charge and got rid of all the obstacles that were in his way to the school's funds.

118. It must be noted, once again, that the aforementioned Respondents were directors of the First Respondent from 2018 till 2022; although their affidavits of resignation will be discussed later hereunder, at this juncture, it is submitted with respect that their removal by the Applicant was irregular, unprocedural, and fraudulent.

119. The Applicant was never formally appointed by the existing board after Mr. Sangweni's passing. Standard Trust Limited granted him ostensible authority over the First Respondent. Whereafter, he took charge and control over the First Respondent, and all hell broke loose thereafter. After the Second and Third Respondents managed to reinstate themselves, they

removed the Applicant as director of the First Respondent - a removal that was done procedurally and lawfully.

120. At this juncture, it is also important to note that Annexure 5.1, which is attached to the Applicant's founding papers in the current proceedings and which contains "Minutes of the Meeting", is null and void and, for the lack of a better phrase, is completely funny and extremely frivolous and absurd document; bizarrely, the Applicant, being the unlawfully sole director of the First Respondent, which requires at least three board members/directors, held a meeting with himself on behalf of the First Respondent, discussed certain topics with himself, addressed certain issues with himself, and passed unanimous resolutions, all by himself. Blinded by money and greed, the Applicant is completely oblivious of the basic laws and rules governing the NPCs, which a person in his position ought to have been aware of.

SECOND AND THIRD DIRECTORS' RESIGNATIONS

121. It is submitted with respect that the Second and Third Respondents deposed to and filed their resignation affidavits under duress and coercion from the late Mr. Sangweni. The late Mr. Sangweni refused to follow the aforementioned Respondents' advice and guidance on how to run the First Respondent. Even though the First and Second Respondents' resignation affidavits form one of the main bases upon which the Applicant's application is based and reliant on, it is evident and clear that:

122. No directors' meeting preceded the deposition of the aforementioned affidavits. It must be borne in mind that, at the time, the First Respondent had three directors, namely, the deceased Mr. Sangweni, the Second Respondent and the Third Respondent. It must be borne in mind further that, at the time, the NPC was statutorily compliant in terms of the composition of its board;

123. As a result, no Minutes of the Directors' Meeting were filed; As a result, no resolutions were passed - either to remove the two Respondents as directors or to appoint/elect new ones in their stead; As a result, the aforementioned Respondents' resignations were invalid, lacked the erstwhile board's approval, were not formalized or officiated, and were never finalized. It is, thus, no wonder that the CIPC refused to accept the aforementioned resignations as valid.

124. In the premises, the Second and Third Directors' resignations by way of affidavits were insufficient to remove them. It would seem that the Department of Social Development was not notified by the late Mr. Sangweni of the change in office bearers, either. An NPO is required to file a Special Resolution to Change Office Bearers in terms of the NPO Act, Section (18)(1)(b).

125. Notwithstanding, even if the CIPC/CIPRO were to accept the aforementioned resignations by way of affidavits, Annexure 1.1, attached to the Applicant's founding papers, which contains an email from Stephen Sangweni dated 24 June 2021, proves that, at the time, despite their resignation affidavits, the Second and Third Respondents' resignations were

not effected by CIPRO/CIPC. The aforementioned email further points to the fact that CIPRO/CIPC had an issue with the resignation affidavits. In the aforementioned email, reference is made to a letter from Padi Attorneys, acting on behalf of Mr. Sangweni. The said letter is attached to Mr. Sangweni's email, but a copy thereof is not provided in the Applicant's bundle; the content thereof would have been relevant to the current proceedings and is of interest to the Respondents as the said letter might contain more information pertaining to the reasons CIPRO refused to accept the resignation affidavits.

126. In any event, the Respondents submit with respect that the Second and Third Respondents deposed to their respective resignation affidavits due to the duress, undue influence and pressure from the late Mr. Sangweni, who, at the time, was in control of the bank account of the school at Standard Bank and had intimidated them by stating that he was not going to pay their salaries and was going to dismiss them from their positions at the school. The two directors, while under duress and in fear of losing their income, which was going to affect the livelihood of their dependents (minor children), as this was their only source of income, agreed to sign the affidavits. It was further not clear to the Respondents at the time as to how the late Mr. Sangweni was going to run the First Respondent without nominating and/or electing and/or appointing new directors in the Second and Third Respondents' stea

127. It would seem as though, at first, the late Mr. Sangweni attempted to remove the two directors himself, unilaterally, as per his email dated 24 June 2021.

128. When the above removal was not effected, he demanded that the relevant Respondents depose to resignation affidavits, which they did, but at two different times.

129. The above timeframes are of interest, significance, and importance. The late Mr. Sangweni was desperate to remove the Second and Third Respondents as directors; he even attempted to do so unilaterally. This could not, in any manner, sense, or kind whatsoever, speak to the late Mr. Sangweni's bona fide intentions.

130. Lastly, Mr. Sangweni attempted to remove the two directors without appointing new ones; in the event of their removal, the functions and corporate governance of the First Respondent would be paralyzed, as the First Respondent was required to have at least three directors. This could have been yet another reason why the CIPC/CIPRO raised queries on both removals.

RELIEF SOUGHT

131. In the premises, it is submitted with respect that:

- a. The Applicant is not entitled to the relief sought;

- b. The Applicant's removal as director of the First Respondent was lawful, regular, and procedural;
- c. The Respondents are to be recognized as lawfully, procedurally, validly, and regularly appointed directors of the First Respondent;
- d. In the absence of a proper and lawful appointment, there can be no question of unlawful removal and, as a result, there can be no dispute as to reinstatement, simply due to the fact that the Applicant is not entitled to reinstatement;
- e. The Respondents are entitled to the relief sought by them, namely, to have this matter dismissed, if possible, with costs;
- f. As a matter of fact, the Respondents, as the lawful directors of the First Respondent, are entitled to relief restoring their access to and control over the bank accounts of the First Respondent;
- g. The Respondents are further entitled to interdict the Applicant from interfering with the business and affairs of the First Respondent and from entering the First Respondent's premises; however, the Respondents may pursue a different route in this regard
- h. In the premises, the Respondents pray that the Applicant's application be dismissed with costs; alternatively, the Respondents pray that the Honourable Tribunal grant any other alternative relief which the Honourable Tribunal is sufficiently competent, empowered and has jurisdiction to grant to the Respondents.

APPLICABLE LAW, EVALUATION AND FINDINGS

132. The Applicants Has requested the following relief:

- a. Declaring that the purported removal and/or exclusion of the Applicant, Mr Siyabonga Sangweni, from the directorship records of Matiwane Combine School NPC was unlawful, irregular and of no force and effect;
- b. Declaring that the purported removal and/or exclusion of Mr Thamsanqa Radebe and Ms Lizzie Rakgwale from the directorship records of Matiwane Combine School NPC was unlawful, irregular and of no force and effect;
- c. Declaring that the Applicant, Mr Siyabonga Sangweni, Mr Thamsanqa Radebe and Ms Lizzie Rakgwale are to be reflected as directors of Matiwane Combine School NPC;
- d. Directing the Respondents to take all necessary steps, sign all necessary documents and cooperate in the filing of all documents required to correct and/or amend the CIPC records of Matiwane Combine School NPC to reflect the Applicant, Mr Thamsanqa Radebe and Ms Lizzie Rakgwale as directors;
- e. Authorising the Applicant to lodge the Tribunal's order with CIPC for purposes of correcting and/or amending the directorship records of Matiwane Combine School NPC.

133. The Respondent request the following relief:

- a. The Applicant is not entitled to the relief sought;
- b. The Applicant's removal as director of the First Respondent was lawful, regular, and procedural;
- c. The Respondents are to be recognized as lawfully, procedurally, validly, and regularly appointed directors of the First Respondent;
- d. In the absence of a proper and lawful appointment, there can be no question of unlawful removal and, as a result, there can be no dispute as to reinstatement, simply due to the fact that the Applicant is not entitled to reinstatement;
- e. The Respondents are entitled to the relief sought by them, namely, to have this matter dismissed, if possible, with costs;
- f. As a matter of fact, the Respondents, as the lawful directors of the First Respondent, are entitled to relief restoring their access to and control over the bank accounts of the First Respondent;
- g. The Respondents are further entitled to interdict the Applicant from interfering with the business and affairs of the First Respondent and from entering the First Respondent's premises; however, the Respondents may pursue a different route in this regard
- h. In the premises, the Respondents pray that the Applicant's application be dismissed with costs; alternatively, the Respondents pray that the Honourable Tribunal grant any other alternative relief which the Honourable Tribunal is sufficiently

competent, empowered and has jurisdiction to grant to the Respondents.

134. The Companies Tribunal is a South African statutory body with jurisdiction to adjudicate specific company law matters under the Companies Act 71 of 2008. Some of the disputes that it handles include company names, directorships, reviews of CIPC decisions, exemptions from establishing social and ethics committees, granting extensions for holding Annual General Meetings (AGMs) or preparing financial statements and ADR Processes with the consent of both parties.

135. Nowhere in the Companies Act does it give the Tribunal jurisdiction to make a decision on the relief requested by both sides. One must also note that CIPC was not cited as a party to the dispute even though CIPC would need to amend its records. The Tribunal thus does not have jurisdiction to make a determination on this matter. The application is thus dismissed.

ORDER

- a. The application is dismissed as the Tribunal does not have jurisdiction to hear this matter.

MOHAMED ALLI CHICKTAY
MEMBER OF THE COMPANIES TRIBUNAL