

IN THE HIGH COURT OF LESOTHO

In the Application of :

RONCO HIRE & SALES (LESOTHO)(PTY) LTD.	1st Applicant
RONALD CAESAR JONES	2nd Applicant

v

VINCENT RATSOANE	Respondent
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J U D G M E N T

Delivered by the Hon. Chief Justice Mr. Justice  
T.S. Cotran on the 14th day of November 1984

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Although the papers are voluminous the issues in this application are not complicated.

Ronco Hire & Sales (Lesotho)(Pty) Ltd., the first applicant, is a company incorporated under the Laws of Lesotho. Its registered address is Frida House, Mabile Road, P.O. Box 699, Maseru.

The accountants of the above company is the firm of Deloitte Haskins & Sells whose office is also situate at Frida House, Mabile Road, Maseru. According to Mr. Anthony Scott McAlpine, who is a registered Chartered Accountant working for the above firm of accountants, he is in possession of the share register of the company and as on the 24th September 1984 the company had two shareholders Mr. Ronald Caesar Jones with one hundred shares and Mrs. Christina Nora Jones with one share, both of Bloemfontein. It follows that Mr. Jones, the second applicant, is the controlling shareholder unless the contrary is proved. He says he is also the managing director and this must also be taken as true unless the contrary is proved.

Mr. Jones avers that he first employed the respondent in 1982 as a sales representative and then when his performance

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proved satisfactory he was made a director in February 1984. The respondent had a free hand for a few months, but he was never a signatory of the company's account at Barclays Bank. Differences having occurred between them the company purported to have dismissed the respondent.

The respondent now swears that he is the managing director and the majority sharehold of the first applicant he having injected M51,000 into the company.

The second applicant produced the best available evidence to prove what he alleges, viz, extracts from the books of the company certified by a firm of public accountants that he is in fact the controller. The respondent produced a copy of a share certificate. It is defective on the face of it and respondent appears to have given it to himself. In addition the share capital of the company according to Mr. McAlpine is 4000 shares of M1 each of which only 101 have been allotted. Unless there is proof by respondent that the capital has been increased, the conclusion is inevitable that he is trying to hijack, if I may use the words, a company of which he was an employee and director but from which positions he was sacked. The defences he raises to the application do not support his contentions, and, on the face of things, appear to have been advanced for the sole reason of misleading the Court into believing that genuine disputes of fact exist. On the central issue of shareholding no genuine dispute has been made out.

For these reasons the Rule is confirmed with costs.

CHIEF JUSTICE

14th November 1984

For Applicants : Mr. Moiloa

For Respondent : Mr. Masoabi