



THE REPUBLIC OF UGANDA
IN THE MATTER OF THE COMPANIES ACT CAP 106
AND IN THE MATTER OF THE COMPANIES (POWERS OF THE
REGISTRAR) REGULATIONS SI NO. 71 OF 2016
PETITION CAUSE NO. 71750 OF 2025
IN THE MATTER OF SEETA PARENTS PRIMARY SCHOOL LIMITED

1. KITENDA ANDREW PATRICK

2. BULYABA MARTHA

3. NAKYOTIBA REBECCA

4. SSEBADDUKA DENNIS:.....PETITIONERS
VERSUS

1. NJUKI ANNA MBOGO

2. MBOGO-MBOWA JULIET

3. MBOGO JULIET BAKYAZI

4. NAKANGU MIRIAM NANDYA

5. BWABYE SAMUEL

6. NTULUME KEFA:.....RESPONDENTS

RULING

Before: Daniel Nasasira – Assistant Registrar of Companies

A. Representation

1. *M/S Nansubuga, Awelo & Co. Advocates represented the Petitioners while M/S Matrix Advocates, F. Aogon & Co Advocates and Nsubuga K.S & Co. Advocates represented the Respondents.*

B. Petitioners case

2. The Petitioners filed this application seeking various declarations and orders including that a general meeting of the company be held immediately, expunging the resolutions passed by the company and all company decisions and transactions made in the absence of the applicants under the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.
3. The Petitioners, namely Kitenda Andrew Patrick, Bulyaba Martha, Nakyotiba Rebecca, and Ssebadduka Dennis, are shareholders and members of Seeta Parents' Primary School Limited, a company incorporated on the 9th day of November 2006.
4. The company's registered office is situated at Gwafu Central, Seeta Ward, Goma Division, Mukono Central, and it was incorporated with a nominal share capital of UGX 1,000,000, divided into 100 ordinary shares of UGX 10,000 each, all of which were duly allotted at incorporation.
5. At the time of incorporation, the initial shareholders included the Petitioners alongside other individuals, including Juliet Mbogombowa, G.W. Mugalu, Joyce Nabweteme (deceased), Kefa Kitenda, Anna Namuswe, Sam Bwabye, Miriam Nakangu Nandya, Juliet Bakyazi, Kefa Ntulumbe Bukalali-Mbogo, Seeta Parents School, Mbowa Henry, and Bulyaba Nadya.
6. The first directors and secretary of the company were Juliet Mbogo Mbowa, Anna Namuswe, Sam Bwabye, Miriam Nakangu, and Kefa Ntulumbe, with Anna Namuswe also serving as company secretary.
7. The Petitioners contend that since incorporation, no Annual General Meeting (AGM) has ever been convened, despite repeated requests by the Petitioners, in contravention of both the Company's Memorandum and Articles of Association (Memarts) and the Companies Act Cap 106.
8. The Petitioners allege that without holding any duly convened company meeting or obtaining the knowledge and consent of the Petitioners, the

Respondents appointed Ms. Bakyazi Juliet as a director by way of a resolution filed on 5th June 2016, and confirmed her again by a resolution dated 18th February 2024 filed on 20th February 2024.

9. The Petitioners contend that the Respondents passed a special resolution dated 2nd January 2024, filed on 15th January 2024, reverting 20 shares of Seeta Parents School to the company as unallotted, without approval of the Petitioners.
10. The Petitioners allege that the Respondents passed a resolution filed on 3rd March 2008 changing the School Account Name from Seeta Parents Primary School to Seeta Parents' Primary School Limited, again without shareholder consultation and approval.
11. The petitioners contend that they have on multiple occasions called upon the Respondents to convene both Annual and Extraordinary General Meetings to address company governance matters, including the appointment of new directors and a secretary, but such requests have been ignored or dismissed.
12. The Petitioners allege that along with other shareholders, they have never been allowed to inspect the company's books of account, and no such accounts have ever been prepared or availed, thereby breaching transparency and accountability requirements.
13. The Respondents have unilaterally authorized the company to obtain multiple loan and overdraft facilities from financial institutions, many of which far exceed the company's nominal capital, without any resolution passed in a properly convened meeting or with the Petitioners' consent. These include; loans and overdrafts from DFCU Bank and Stanbic Bank, ranging from UGX 90,000,000 to UGX 2,400,000,000, evidenced by over thirteen separate resolutions passed between 2007 and 2021.
14. The Petitioners challenge the validity of all such resolutions and appointments, arguing that they were made contrary to the law, the company's constitution, and in exclusion of key shareholders.

15. The Petitioners contend that the cumulative actions of the Respondents reflect a pattern of oppressive conduct, exclusion, and mismanagement, prompting the petitioners to seek redress from the Registrar.
16. The Petitioners relied on several documents in support of this Petition, including: a Statutory Declaration in support, company resolutions, company search reports, Forms 18 and 20, the company's Memorandum and Articles of Association.
17. The Petitioners prayed that the Registrar declares all impugned resolutions and actions null and void, expunges them from the register, and orders the immediate convening of a general meeting to restore proper governance, with costs awarded to the Petitioners.

C. Respondents Case

18. In response to the application, the Respondents filed a Statutory Declaration sworn by Njuki Anna Mbogo the first Respondent. Nakangu Miriam Nandya and Bwabye Samuel the fourth and fifth Respondents also filed Statutory Declarations individually in response to the Petition. All deponents are adults and declared in their Statutory Declarations to be of sound mind.
19. The 1st, 2nd, 3rd and 6th Respondents by the 1st Respondents Statutory Declaration aver that the Company has been operating through meetings which meetings are convened for the smooth running of the school and that the Petitioners assertions of not calling for an Annual General Meeting are unsubstantiated and are without any iota of evidence to which the Petitioners shall be put to strict proof thereof.
20. The 1st Respondent argues that Company's Articles of Association allow the Shareholders to convene a General Meeting, however, the Petitioners have never exercised this right but instead choose to file a Petition which according to the 1st Respondent makes the Petition premature.

21. The 1st, 2nd, 3rd and 6th Respondents denied that any meetings were conducted without the Knowledge or consent of the Petitioners and further averred that the said meetings were convened in accordance with the Company Memorandum and Articles of Association.
22. The 1st, 2nd, 3rd and 6th Respondents aver that the entire shareholding, management and day to day running of the Company was exhaustively detailed and provided for in the last will and testament of the School Proprietor and founder, the late Kefa Mbogo Mbowa Wakibugu and the School has since its incorporation as a Company been run under the last wishes of the testator.
23. The 1st, 2nd, 3rd and 6th Respondents contend that the action of reverting the twenty (20) shares of Seeta Parents Primary School to the Company was administratively sanctioned for purposes of streamlining the Company Register considering that the Shares still belonged to the Company which at the time of allocation was erroneously registered as Seeta Parents Primary School as opposed to leaving the shares unallotted.
24. The 1st, 2nd, 3rd and 6th Respondents contend that the Company has at all times, prepared books of accounts and financial statements which have been used by the Company to secure funding from various Banks to facilitate developmental initiatives at the School.
25. The 1st, 2nd, 3rd and 6th Respondents argue that the Petitioners laxity to inspect the books of account and financial statements at the Company Address cannot be vested on the Respondents.
26. The 1st, 2nd, 3rd and 6th Respondents aver that all Company business and the Resolutions stated by the Petitioners were extracted in accordance with the Company Memorandum and Articles of Association and that all meetings are strictly convened with strict quorum requirements.
27. The 1st, 2nd, 3rd and 6th Respondents contend that the Company Articles of Association give the Directors power to borrow over and above the share capital up to the tune of Ugx 5,000,000,000 (Five billion Uganda shillings) and

so the allegation that the Directors borrowed above the Share Capital is devoid of merit.

28. The 1st, 2nd, 3rd, and 6th Respondents contend that the Articles of Association authorize the Directors to cover all expenses associated with promoting the Company, asserting that all purported loans were obtained for School development, as evidenced by the School's infrastructure and effective management since its incorporation.
29. The 1st, 2nd, 3rd and 6th Respondents contend that all members including the Petitioners have at all times received dividends in various forms such as cash, rent payments, payments of medical bills, bursaries for their children, business growth and funding, personal sponsorships for further education among others.
30. That the Petitioners cannot selectively harass the Respondents regarding processes from which they have profited, as it is a well-established concept that one cannot selectively profit from a wrongdoing, and those who come to equity must come with clean hands.
31. The 1st, 2nd, 3rd and 6th Respondents aver that the change in the Bank Account was in compliance with the Bank requirement to align the Bank name with the Company's duly registered name.
32. The 1st, 2nd, 3rd and 6th Respondents aver that the Company operations are streamlined and the Respondents do not object to the convening of a meeting of a Company to further streamline the Company operations in accordance to their Father's last testament.
33. The 1st, 2nd, 3rd and 6th Respondents prayed that the petition be dismissed with costs and that the actions undertaken by the Company before this Petition be adopted and maintained as the same are overtaken by events.
34. The 4th and 5th Respondents each individually filed statutory declarations in response to the Petition and they admit the contents of Paragraphs 1 to 8 of the Petitioners' Statutory Declaration in support of the Petition.

35. The 4th and 5th Respondents admit that there was a failure to convene meetings and provide accounts.
36. The 4th and 5th Respondents in reply to Paragraphs 9, 12, 15 and 16 of the Petitioner's Statutory Declaration in support of the petition confirm that since the incorporation of the company, no Annual General Meeting or Extraordinary General Meeting has ever been convened or books of accounts prepared and availed to shareholders for inspection or approval.
37. The 4th and 5th Respondents in reply to Paragraphs 10, 11, 13, and 14 of the Petitioners' Statutory Declaration in support of the Petition deny knowledge of any Company or Board meetings convened to deliberate and pass any resolutions.
38. The 4th and 5th Respondents assert that they never signed any Resolutions either in the capacity of Director or Shareholder.
39. The 4th and 5th Respondents disclaim awareness of any meetings authorizing the company to borrow funds beyond its nominal share capital as alleged in paragraph 17 (i-xiii) of the Statutory Declaration in support of the Petition and they confirm they have never signed any such authorizations or resolutions or called to meetings to discuss the same.
40. Both the 4th and 5th Respondents expressed support for convening a General or Extraordinary meeting and assert that it is necessary to streamline the management and affairs of the company for purposes of regulating its future conduct.

D. Schedules

41. On receipt of all relevant pleadings, I instructed both counsel to present written submissions and issued schedules as below;
- a) *A joint scheduling memorandum was to be filed and served by the 31st day of July 2025.*
 - b) *Written submissions from the Petitioners were to be filed and served by the 15th day of August 2025.*

c) *Written submissions from the Respondents were to be filed and served by the 29th day of August 2025.*

d) *Any submissions in rejoinder were to be filed and served by the 05th day of September 2025.*

42. I informed the parties that a ruling would be issued on notice.

E. Issues

43. The parties framed four issues in the Joint Scheduling memorandum however, I find that only two issues are sufficient to address the concerns in this matter.

a) *Whether the impugned resolutions were validly passed?*

b) *What remedies are available to the parties?*

F. Determination

44. I carefully read the pleadings of both the Petitioners and Respondents and all submissions have been duly considered at arriving at this decision. The dispute revolves around the validity of specific company resolutions, appointment of directors and allegations of financial mismanagement. The first issue is whether the said resolutions were validly passed according to the Companies Act Cap 106 and the Companies Articles of Association.

a) **Issue One: Whether the impugned resolutions were validly passed?**

45. The Petitioners argue that the Respondents have since incorporation passed numerous resolutions without the knowledge, consent and approval of the Petitioners. The Petitioners contend that these resolutions were signed and filed by the Respondents without convening any Company meetings as by law mandated. The 1st, 2nd, 3rd, & 6th respondents on the other hand allege that all resolutions filed were extracted from legally convened meetings. The 4th and 5th Respondents in their statutory declarations agreed with the Petitioners assertion that not a single meeting has ever been convened since incorporation of the Company.

46. I will deal with the member's resolutions below first;

- a) *A special resolution dated 02nd January 2024 filed with the Registrar of Companies on the 15th day of January 2024 reverting twenty (20) shares from Seeta Parents School back to the Company.*
- b) *Special resolution dated the 02nd day of May 2016 appointing the 3rd Respondent Mbogo Juliet Bakyazi as a Director of the Company.*
- c) *An ordinary resolution dated 18th February 2024 filed on 20th February 2024 appointing the Respondents as new Directors and Secretary of the Company.*

47. Regarding the Special Resolution dated 02nd January 2024, concerning the reversion of twenty (20) shares from Seeta Parents School back to the Company, I find no valid basis for expunging this resolution, as Seeta Parents Primary School Ltd cannot hold shares in itself. A corporate entity as an artificial person is precluded from being a shareholder in itself. The Shares should not have been issued to the Company in the first place. Therefore, returning the shares to the Company was, fundamentally, an appropriate corrective measure.

48. Likewise, the matter regarding the alteration of the School's name for the purpose of opening a Bank Account to align with the incorporated name of the School was a proper remedial action. The School was required to append the word "limited" to its name, as mandated for all incorporated entities, in accordance with Section 34 (3) of the Companies Act Cap 106, which provides that, *'upon registration, a limited liability company shall add the initials "LTD" or the word "Limited" at the end of its name.'*

49. The Special resolution dated the 02nd day of May 2016 appointing the 3rd Respondent as a Director of the Company is signed off by Anna Namuswe and Nakangu Miriam Nandya. While appointment of a director requires only a simple majority of the members through an Ordinary resolution, there are no minutes attached to prove that this resolution was either voted on or agreed to by a simple majority of the members/subscribers listed on this Company's subscription list. The fourth and fifth Respondents admission that indeed the Company has never called or held meetings to elect its Board of Directors

further buttresses the Petitioners assertion that appointment of the third Respondent as director was made covertly to the exclusion of members/subscribers of the Company. Nakangu Miriam Nandya, the fourth Respondent and Bwabye Samuel the fifth Respondent, under Paragraph four of their sworn statutory declarations declare that, *'indeed, since incorporation, the company has never convened an annual general meeting or extra-ordinary general meeting, nor have books of accounts ever been prepared and given to the shareholders for inspection or approval.'* Additionally, Nakangu Miriam Nandya, one of the signatories to the resolution appointing the third Respondent, Mbogo Juliet Bakyazi, as a Company Director confirms under Paragraph five of her statutory declaration that she did not sign the resolution appointing her as a Director, she states verbatim that, *'I am not aware of any company meeting or board of directors meeting convened to pass the resolutions stated therein, nor have I ever signed any such resolution as director or shareholder.'* These assertions clearly point to the fact that no meeting was convened to appoint the third Respondent as a Company Director. For that reason, this resolution will be expunged pursuant to Regulation 8 (2) of the *Companies (Powers of the Registrar) Regulations SI. No 71 of 2016*.

50. The ordinary resolution dated 18th February 2024 filed on 20th February 2024 appointing Njuki Anna Mbogo, Mbogo Mbowa Juliet, Mbogo Juliet Bakyaze, Nakangu Mariam Nandya, Bwabye Samuel and Ntulum Kefa as directors and Njuki Anna Mbogo as a Company Secretary is signed off by Mbogo Juliet Bakyaze and Njuki Anna Mbogo. Article 27 of the Companies Articles of Association provides that, *'a General Meeting shall be called by a 21 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served...'* The quorum for proceedings at General Meetings of this Company is stipulated for under Article 29 which provides that, *'no business shall be transacted at any General Meeting unless a quorum of members in present at the time when the meeting proceeds to business save as herein otherwise provided is*

two or three members present in person who shall be a sufficient quorum.' The quorum for general meetings is defined as two or three members under Article 29 of the Company's Articles of Association; however, it is essential to recognize that this is contingent upon the obligation to issue a notice inviting members to the meeting. Should there be adequate evidence that a notice was correctly/properly disseminated to invite members to a meeting, and those members opt not to attend, the three or two members present at a general meeting can be said to constitute quorum.

51. It is an established principle of Company law that sufficient notice must be provided to members of a company prior to the convening of a meeting. Section 136 (1) of the Companies Act Cap 106 provides that, *'any provision of a Company's articles shall be void in so far as it provides for the calling of a meeting of the company other than an adjourned meeting by a shorter notice than twenty-one days.'* This notice is required to be in writing by Section 136 (2). Section 136 (3) stipulates that, *'except where the articles of a company make other provision not being a provision declared to be void for the purpose of subsection (1), a meeting of the company other than an adjourned meeting may be called by a twenty-one days' notice in writing.'* Section 137 (a) provides that, *'notice of the meeting of a company shall be served on every member of the company in the manner in which notices are required to be served by Table A in Schedule 2 to the Act...'* There was no evidence adduced as to service of any notice regarding the meetings at which the aforementioned resolutions appointing directors were passed. In *Fang Ming Vs Uganda Huineng Ming Ltd & 5 Others HCCS No. 318 of 2005* it was held that, *'...failure to give notice to a shareholder in respect of a company meeting would render the proceedings void and the resolutions passed a nullity.'* Similarly in the case of *Robert William Ocora Vs George William Ocora Civil Application No. 55 of 2022*, Hon Lady Justice Grace Magala held *inter alia* that, *'...there must be proof of service and receipt of the notice calling a meeting to the shareholders. For board meetings, a director must be given notice of such Board meetings.'* The defect of failure to issue notice was an

omission with the effect of nullifying the said resolution for being irregularly passed.

52. Additionally, there are no minutes attached to prove that the Ordinary resolution appointing the Respondents as Board of Directors dated 18th February 2024 and filed on 20th February 2024 was either voted on or agreed to by a simple majority of the members/subscribers listed on this Company's subscription list in the Memorandum and Articles of Association. The 4th and 5th Respondents confirmed that these meetings were never called in Paragraph four and five of their Statutory Declarations. The decision to appoint the Respondents as directors therefore appears to be a decision arrived at by a few individuals to the exclusion of other members of the Company.
53. Section 148 of the Companies Act Cap 106 stipulates that, *'every company shall cause minutes of all proceedings of general meetings and of all proceedings at meetings of its directors, to be entered in books kept for that purpose.'* Subsection 2 continues to provide that, *'any minute referred to in subsection (1) purporting to be signed by the chairperson of the meeting at which the proceeding were held or by the chairperson of the next following general meeting or meeting of directors as the case may be shall be evidence of the proceedings.'* In this case, there are no company minutes as mandated by Section 148 of the Companies Act Cap 106 to support the alleged meeting called to appoint the Board of Directors. Additionally, there is no attendance record to confirm the occurrence of the meeting.
54. In this particular case, I find that there is no validly elected Board of Directors of Seeta Parents Primary School Limited. Article 39 of the Company's Articles of Association stipulates that, *'the number of Directors and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority if them and until such determination, the signatories to the Memorandum of Association shall be the first Directors.'* It is incumbent on the subscribers to the Memorandum and Articles of Association to appoint/elect a

Board of Directors for purposes of the day to day running of the School. The members by a majority vote will appoint its Board of Directors.

55. Given the finding that there is no validly elected Board of Directors, the question that arises is who will be the most appropriate person to call, convene and preside over the meeting to appoint the Board of Directors for the School. I am persuaded that given the unique nature of this matter, there is need for a neutral person to be appointed to call and conduct the meeting. This is based on the facts in this case demonstrating a protracted dispute among the members indicating that it is unlikely that consensus will be realised even in selecting the person who should call and preside over the meeting. In order to bring the friction between the members to an end, the general meeting must be called, convened and presided over by a person who is objectively considered to be impartial and neutral in the affairs of the Company. The most feasible option that has been considered before by *Court in Company cause No.0009 Of 2025 In the matter of Kyadondo Rugby Football Club Limited* is the Registrar of Companies who is the custodian of the national Register of Companies. The learned Hon. Judge Patricia Mutesi in *Company cause No.0009 Of 2025 In the matter of Kyadondo Rugby Football Club Limited* highlighted that the role of the Registrar of Companies equips the Registrar with the much needed knowledge, skill and expertise to assist the Company to conduct its general meeting in order to regularise its affairs. After the meeting, the Registrar of Companies will also be in the best position to accordingly update the Company's file in the Register of Companies with the decisions taken at the meeting.

56. The Registrar of Companies will only serve as a presiding officer over the proceedings to ensure that the provisions of the Companies Act Cap 106 and the Company's Articles of Association regarding the appointment of the Board of Directors are adhered to. I must stress that the members/subscribers of the company have the authority to appoint the Board of Directors and the Registrar of Companies role will be to issue a twenty-one day's notice calling the

members/subscribers to the Memorandum and Articles of Association for a general meeting at a venue, date and time that he/she shall deem fit and proper. The Registrar shall preside over the meeting and ensure that proper minutes, an attendance record and a resolution appointing the Board of Directors is extracted from the meeting minutes. The Registrar shall also keep alive to the requirement of quorum as stated in the order section of this ruling.

57. The notice calling the subscribers/members for the meeting should be properly circulated and served on all the listed subscribers of the Company. The meeting and voting should be restricted to only the named subscribers in the Company Memorandum and Articles of Association. The appointed Secretary shall follow up with the Registrar of Companies to ensure that the requisite filings of the new Board of Directors, that is, the resolution and form indicating the duly appointed Board of Directors is duly filed at the Company Registry.

b) Resolutions to secure Credit Facilities.

58. Regarding the resolutions permitting the Company to secure credit facilities, I observe that although there are concerns related to the appointment of the aforementioned directors and the nature of the resolutions used to obtain these funds, the ramifications of nullifying resolutions that authorize borrowing from a third party, which disbursed funds based on Company resolutions endorsed by members of Seeta Parents' Primary School Limited, must be taken into account. The Indoor Management Rule is key in this aspect as the rule protects third parties dealing with a company in good faith from the company's internal irregularities. The *Royal British Bank v Turquand* (1856) decision established that external parties may presume that a Company adheres to its own regulations unless they possess contrary knowledge. The indoor management rule safeguards third parties engaging with companies against internal company discrepancies. Furthermore, in *Mahony v East Holyford Mining Co* (1875), it was established that external parties engaging with individuals in management are not impacted by internal mismanagement or

irregularities, if the activities seem to comply with the company's Articles of Association.

59. Therefore, if a third party, specifically a Financial Institution, reasonably perceived that a Company Director and Secretary possessed the authority to act on behalf of the company, based on the company's public documents, including the details on Company form 20, a search letter, and the issuance of multiple resolutions signed by the same individuals, the company is bound by those resolutions, notwithstanding any internal procedural discrepancies, unless the Petitioners can demonstrate that the third party, in this instance the Bank, was aware or should have been aware of the irregularities. For this reason, I find that all resolutions accessing credit facilities from the Bank were properly executed and relied on by a third party to extend credit to Seeta Parents' Primary School Limited. The same cannot therefore be expunged from the Register.

c) Company Data on the Online Business Registration portal

60. Following the roll out of a new online digital system called the Online Business Registration System (OBRS), the Uganda Registration Services Bureau embarked on the process of updating information of all entities registered before 09th December 2022. All owners of companies registered before this date were duly informed of this development and requested to update their company data. The Respondents consequently proceeded and updated Seeta Parents Primary School Limited's data on the new system. As mentioned in this decision's first part above, this data reflects Directors and a Company Secretary who were appointed irregularly. Following the Company's confirmation of the new Board of Directors, the parties may submit a formal administrative application to have this data amended.

d) Succession Versus Company Law

61. I wish to address a key issue before I take leave of this matter. This pertains to the discussion around the will of the Late Kefa Mbogo-Mbowa Wakibugu

which the first Respondent referred to in Paragraph 9 of her Statutory declaration. The paragraph reads verbatim, *'that in further reply to paragraph 3 (m), the 1st, 2nd, 3rd and 6th Respondents aver tht the entire shareholding, management and day to day running of the company was exhaustively detailed and provided for in the last will and testament of the school proprietor and founder – the late Kefa Mbogo-Mbowa Wakibugu and the school has since its incorporation as a Company been run under the last wishes of the testator...'* It's important for the parties to distinguish between Succession matters and Company law. The jurisdiction of the Registrar of Companies relates to the exercise of two distinct powers, firstly is the power to hear and determine complaints by an oppressed member under Section 243 of the Companies Act Cap 106, and secondly is the power to rectify a company's register and expunge documents that constitute an error, are misleading, inaccurate, issued in error, contain entries or endorsements made in error, contain an illegal endorsement, are illegally or wrongfully obtained or which a court has ordered the registrar to expunge from the register all pursuant to *Regulation 8 of the Companies (Powers of the Registrar) Regulations SI No 71 of 2016*.

62. It is trite that jurisdiction is a creature of statute and no Court or tribunal can confer upon itself jurisdiction and where a court that has no jurisdiction entertains a matter any proceedings arising therefrom are a nullity. (*See Baku Raphael & Anor V AG SCCA No.1 of 2005 cited with approval in National Medical Stores V Penguins Ltd HCCS No. 29 of 2010*). The Registrar of Companies has no jurisdictional powers to delve into Succession issues. There are appropriate forums for addressing the questions relating to the Late Kefa Mbogo-Mbowa Wakibugu's will.

e) Issue Two: What remedies are available to the Parties?

63. *Regulation 8 (1) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 gives powers to the Registrar of Companies to rectify and update the register to*

ensure that it is accurate. Regulation 8 (2) goes further to state that the registrar may expunge from the register, any information or document included in the register which;

- a) Is misleading*
- b) Is inaccurate*
- c) Is issued in error*
- d) Contains an entry or endorsement made in error*
- e) Contains an illegal endorsement*
- f) Is illegally or wrongfully obtained*

64. Regulation 8 (1) of the Companies (Powers of the Registrar) Regulations 2016 cited above provides that the registrar may rectify and update the register to ensure that the register is accurate. In light of the findings and resolutions in this case discussed above, pursuant to **Regulation 32 of the Companies (Powers of the Registrar) Regulations, 2016**, I make the following orders;

- 1. The Special resolution dated the 02nd day of May 2016 appointing the 3rd Respondent as a Director of the Company be expunged for being illegally or wrongfully obtained.*
- 2. The ordinary resolution dated 18th February 2024 filed on 20th February 2024 appointing the Respondents as new Directors and Secretary of the Company be expunged for being illegally or wrongfully obtained.*
- 3. The Registrar of Companies shall provide a twenty-one (21) day notice specifying the venue, date, and time of a general meeting for the Company, inviting the listed subscribers in the Memorandum and Articles of Association to attend and vote the Board of Directors by a simple majority. This must be finalized within sixty (60) days from the date of delivery of this ruling, excluding the twenty-one day notice period.*
- 4. The Company shall meet the cost of publicizing the notice of the meeting in 3 above as widely as possible by reaching out to the Company's subscribers personally, as far as practicable, to physically serve them with the notice and by advertising in a newspaper of wide circulation for at least twenty one (21) days, among other means of communication.*

5. *The quorum of the general meeting shall be at least nine (9) subscribers.*
6. *At the general meeting, the role of the Registrar of Companies shall be to chair and presider over the meeting.*
7. *The Appointed Company Secretary will ensure that the necessary filings including the resolution and form detailing the particulars of the Directors and Secretary is filed at the Companies Registry.*
8. *Each party shall bear their own costs.*

I so order.

Given under my hand, this 18th day of September 2025.

DANIEL NASASIRA

Ass. Registrar of Companies