



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
AND
IN THE MATTER OF GS1 UGANDA LTD.
APPLICATION NO. 301025 OF 2025
BRN: 80020001852897

1. SAMUEL MUHANGUZI
2. ANNE ATUHAIRE
3. MWEBAZE AKINIAGI JAMSON WYCLIFFE
4. TURYAHEBWA ABANIS
5. NGANIZI IBRAHIM
6. ATUKUNDA ABU VICTORIA ABIGAIL:.....APPLICANTS

VERSUS

1. MANZI KANANURA WINSTON
2. MATWIRE DANIEL
3. TUMUHIMBISE ISHAAMBA KENNEDY
4. SEMAFUMU KENNETH
5. EBUK JANE
6. KASAIJA GRACE BRIDGET
7. AHIMBISIBWE STANLEY
8. TUMWESIGYE SILVER
9. MWEBESA MICHAEL DONDO AUGUSTUS
10. GS1 UGANDA LIMITED:.....RESPONDENTS

RULING

Before: Daniel Nasasira - Assistant Registrar of Companies

A. Representation.

1. *Origo Advocates and Ortus Advocates represented the Applicants, whereas D. Kagarura Advocates and Solicitors represented the Respondents.*

B. Introduction and Background.

2. The Applicants are adults of sound mind and are Directors and Members of the Tenth Respondent. The First to Ninth Respondents are also adults of sound mind.
3. The Tenth Respondent was incorporated as a company limited by guarantee on 30th May 2019 under the name '*GS1 Standards Uganda Limited*', and subsequently changed its name to '*GS1 Uganda Limited*' on 30th September 2024 (hereinafter referred to as "the Company").
4. The Applicants filed this Application on 24th October 2025 against the Respondents seeking orders for the rectification of the Company's register, on the basis that the Respondents, acting without the Applicants' knowledge and consent, allegedly orchestrated a series of documents illegally and irregularly.
5. The Respondents, on the other hand, contended that the Application is vexatious and frivolous, and that all actions taken were done in good faith and in the best interests of the Company, thereby not warranting any alteration to the Company's register.

C. Applicants' Case

6. The Applicants, through the Application filed and supporting Statutory Declarations of the First, Second, Third, and Fourth Applicants, contended that the Company was incorporated under the laws of Uganda as a Company limited by guarantee on 30th May, 2019, with the First, Second, and Third Applicants, and the First, Second, and Third Respondents as the initial subscribers. The First, Second, Third Applicants, and First Respondent were the initial Directors in the Company, with the Second Applicant as the initial Company Secretary.
7. The Applicants further intimated that the running of the Company went on smoothly until the First to Ninth Respondents, acting without the Applicants' knowledge and consent, filed and registered with the Registrar of Companies the following series of documents illegally and irregularly;

- a. *On 20th February, 2025, a special resolution of the Company was purportedly passed, where the Fourth to Ninth Respondents were appointed as members of the Company and Directors. The Second Applicant was also removed from her position of Company Secretary.*
 - b. *On 25th February, 2025, the First to Ninth Respondents filed a special resolution amending the Memorandum and Articles of Association as well as membership of the Company. The First Respondent also registered a new Form 18 (Notice of Situation of Company) and Form 20 (Notification of Appointment of Director and Secretary)*
 - c. *The First to Ninth Respondents filed amended Memorandum and Articles of Association on 26th February, 2025.*
 - d. *The First to Ninth Respondents proceeded to register Board Resolutions dated 28th February, 2025, opening up Airtel Money accounts with Airtel Uganda, MoMo Pay accounts, and a Bank account with DFCU Bank.*
8. The Applicants averred and contended that the aforementioned documents were misleading, inaccurate, issued in error, contained illegal endorsements, and were wrongfully obtained on the basis of the following reasons;
- a) The Applicants were not notified and neither did they participate in any members' meeting where it was agreed to pass the aforementioned resolutions.
 - b) The Applicants did not sign or execute the said resolutions. The Respondents fabricated the signatures of the Applicants with the objective of unlawfully altering the membership of the Company.
 - c) The impugned resolutions were passed without the requisite quorum under the law.
 - d) The Company never passed and registered with the Registrar of Companies any resolution calling upon members, including the Applicants, to attend any Members' meeting for purposes of passing resolutions to alter the membership and Directorship of the Company.

- e) As Directors of the Company, the Applicants never participated in any Board meeting where any resolutions were passed, nor were they given any notice of any meeting to discuss the impugned matters.
 - f) There are no recorded minutes signed by the participants to substantiate that these meetings, during which the purported resolutions were adopted, took place.
 - g) The Second Applicant was removed from her position as the Company Secretary without any grounds or notice, as mandated by the Companies Act and the Company's Articles of Association.
9. The Applicants asserted that by reason of the actions of the Respondents, they suffered financial loss for which they hold the Respondents liable. The Applicants made the following prayers;
- a) *The Resolution registered on 25th February, 2025, altering the membership of the Company be expunged for being misleading, inaccurate and containing an illegal endorsement wrongfully obtained.*
 - b) *Form 20 registered on 25th February, removing the Second Applicant as the Company Secretary, be expunged for being misleading, inaccurate and containing an illegal endorsement wrongfully obtained.*
 - c) *Form 18 registered on 25th February, 2025, amending the registered address of the Company be expunged for being misleading, inaccurate and containing an illegal endorsement wrongfully obtained.*
 - d) *The Amended Memorandum and Articles of Association registered on 26th February, 2025, altering the membership of the Tenth Respondent, be expunged for being misleading, inaccurate, and containing an illegal endorsement wrongfully obtained.*
 - e) *The Resolution registered on 26th February, 2025, amending the Memorandum and Articles of Association be expunged for being misleading, inaccurate and containing an illegal endorsement wrongfully obtained.*

- f) *The Resolution registered on 28th February, 2025, opening up Airtel Money accounts with Airtel Uganda and MoMo Pay accounts with MTN Uganda, be expunged for being misleading, inaccurate and containing an illegal endorsement wrongfully obtained.*
- g) *The Resolution registered on 28th February, 2025, opening up Bank accounts in DFCU Bank and appointing Manzi Kananura Winston, Ahimbisibwe Stanley and Ebuk Jane as signatories, be expunged for being misleading, inaccurate and containing an illegal endorsement wrongfully obtained.*
- h) *The membership and Directorship of the Tenth Respondent be restored to the position it was before the aforementioned acts took place.*
- i) *The Second Applicant be restored as the Company Secretary and be given access rights to the Online filing system.*
- j) *The Respondents be ordered to pay costs of this Application.*

D. Respondents' Case

10. The Respondents, under paragraph 4 of their joint reply to the Application, asserted that GS1 Standards Uganda Limited was incorporated solely for the purpose of conducting GS1 Global business in Uganda. However, upon applying to GS1 Global, the company was denied permission to use the name "GS1 Standards", as it did not meet the necessary accreditation requirements.
11. The Respondents stated under paragraphs 5 and 6 that upon receipt of the information from GS1 Global Office, GS1 Standards Uganda Limited did not dissolve, rather all directors agreed to incorporate a new company, thus Visible Trace Services Limited (VTS) was incorporated. That upon meeting all prerequisites given by GS1 Global, Visible Trace Services Limited then applied to operate as the GS1 Global representative in Uganda, which was approved, and received a license to operate as GS1 Uganda Limited and as a country representative of GS1 Global.
12. The Respondents contended that on this basis, GS1 Standards Uganda Limited, which had not been dissolved before Visible Trace Services Limited was

inadvertently approved to operate as GS1 Uganda Limited, was subsequently renamed to GS1 Uganda Limited.

13. The Respondents under paragraph 8 of their joint reply contended that all actions taken were in good faith and in the best interests of the company. They therefore asserted that the company register did not need to be altered and that the application was vexatious and frivolous, intended to mislead and misinform the Registrar of Companies, and should accordingly be struck out with costs, and instead the company should be deregistered as it adopted an operating business name authorized by GS1 Global for another company.
14. The Respondents intimated that Visible Trace Services Limited was approved to operate as GS1 Uganda Limited upon complying with GS1 Global Office conditions, which included a minimum of fourteen members and directors. That the addition of new members was subject to approval by the GS1 Global Office and that the applicants were aware and actively participated in the process of including new members.
15. In response to the Applicant's assertion that the Second Applicant was illegally removed from her position as Company Secretary, the Respondents under paragraph 10 argued that at the time of incorporation, it was necessary to provide the details of a company secretary, however, the company had not grown to the level of employing staff, and all individuals involved were serving on a voluntary basis. They contended that several persons had previously acted as Secretaries without any complaints. The Respondents also stated under paragraph 12 of their joint reply that, following the inadvertent change of name, and at the time of registering the resolutions and Memorandum and Articles of Association, Ms. Jane Ebuk was acting secretary available to undertake the necessary duties.
16. The Respondents further averred that upon the approval of Visible Trace Services by GS1 Global to operate as GS1 Uganda Limited, there were membership conditions to be complied with, thus the need to register the said

documents, which included all the directors of the company, including the Applicants, to show that GS1 Uganda Limited is an existing company. They further contended that the same documents registered with URSB were also duly gazetted, and the applicants raised no objection at the time, and that the failure to object calls into question the Applicants' motive in bringing this Application.

17. The Respondents asserted that it was necessary for the company to obtain MoMo and merchant codes with MTN and Airtel Networks, as they were purely acquired to facilitate convenient financial transactions with customers through mobile money. In addition, the Respondents averred that the DFCU bank account was opened to enable the smooth transfer of funds from GS1 Uganda Limited to the GS1 Global Office. They stated that these were flexible modes of financial transactions that the company had embraced and were subject to ratification.
18. The Respondents under paragraph 11 of their joint reply denied all allegations of illegal endorsements and contended that, as a standard practice, communications regarding scheduled meetings were sent via email to all members of the company and that while some members attended as notified, others did not attend, including some of the Applicants.
19. The Respondents denied all allegations of signature fabrication and contended that as it was urgent to ensure payment of the membership fee to GS1 Global and since the members of Visible Trace Services Limited are the same members of GS1 Uganda Limited, the documents were simply copied and pasted, including their signatures because calling for a meeting would have delayed the process and the company would have missed and eventually been dismembered from GS1 Global. Further, that the inclusion of some names of the Applicants was for the good of the company and not done in bad faith, and that no financial loss was occasioned to any members.

20. The Respondents argued that their actions leading to the impugned resolutions were a result of an emergency that called for radical measures that were in the best interest of the company, and that the said resolutions were passed in a meeting with the required quorum as per the Company's Articles of Association. The Respondents contended that in a meeting held on 7th October 2025, there was a need to ratify the actions such as opening the bank account and borrowing money, which were already done, therefore, an extraordinary meeting was scheduled for 3rd November 2025 for ratification purposes. However, it did not proceed as this application had already been lodged.
21. The Respondents denied any liability for any financial loss suffered by the Applicant's actions as alleged, since the Company is a non-profit and the little money collected from members is utilized as and when there is an activity to execute, and that they would be put to strict proof thereof.
22. The Respondents stated that the Application before the Registrar of Companies was brought in bad faith, was without merit, misleading, and vexatious, intended to misinform this office and tarnish the image of the Company, which is in its infancy stage. In their view, the Applicants were not entitled to any of the reliefs sought, and they prayed that the Application be struck out with costs. The Respondents further prayed that the internal matters be addressed by the company through ratification.

E. Rejoinder

23. The Applicants, in their rejoinder, argued that the rejection of the Tenth Respondent's application to GS1 Global did not affect its legal status nor authorize the Respondents to pass the impugned Resolutions and documents.
24. The Applicants under paragraph 4 of their rejoinder noted that Visible Trace Services (VTS) is a separate company and not a party to this Application, and that the Tenth Respondents changed its name from GS1 Standards Uganda Limited to GS1 Uganda Limited in accordance with the law.

25. The Applicants contended that the actions undertaken by the Respondents were contrary to the Tenth Respondent's Memorandum and Articles of Association and the law, and they prayed that the impugned resolutions be struck off the company register. They contended that the Application possessed merit and disputed the validity of resolutions that were purportedly passed and registered unlawfully and through fraudulent means, as well as the illicit and illegitimate alterations to the company's membership and management. The Applicants further contended that the Respondents' prayer for deregistration of the Tenth Respondent had no merit and was misplaced since the Respondents had not commenced any legal proceedings for winding up or deregistration of the company.
26. The Applicants under paragraph 7 of their rejoinder maintained that they were not aware of and did not participate in the process of altering the membership of the company and its management, as alleged.
27. In addition, the Applicants in paragraph 8 maintained that the Second Applicant was illegally and fraudulently removed as the company secretary. That the Respondents did not follow the legal process for changing the company secretary. They also averred that they were not aware of the alleged gazetting of the impugned resolutions and that they filed this Application upon discovery of the same.
28. The Applicants argued that the resolutions for mobile money and bank accounts were supposed to be passed and registered in accordance with the company's Memorandum and Articles of Association and the law.
29. The Applicants under paragraph 9 maintained that they were never invited for the meetings leading to the impugned resolutions. The Applicants legal representative further asserted that the Respondents, in paragraph 11 (b) of the joint reply, acknowledged the fraudulent and unlawful actions undertaken by the Respondents, as they admitted that the signatures had been copied and pasted into the contested documents. In addition, they stated that the alleged

urgency was not a justification for forging signatures and failing to convene meetings as required by law.

30. The Applicants intimated that fraud and illegality could not be ratified and that the meeting intended for ratification was called as an afterthought following the lodging of this Application. They averred that this Application was not filed in bad faith and their rights were breached, hence entitling them to the remedies sought.

F. Schedules

31. At the closure of the hearing of this matter, I instructed both counsel to present written submissions and issued schedules as follows;

- a) *Written submissions from the Applicants were to be filed and served by the 19th day of December 2025.*
- b) *Written submissions from the Respondents were to be filed and served by the 29th day of December 2025.*
- c) *Any submissions in rejoinder were to be filed and served by the 5th day of January 2026.*

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

G. Issues

33. All parties having presented their cases, I find that two issues are sufficient to address the concerns in this matter.

- a) *Whether the impugned documents were validly passed?*
- b) *What remedies are available to the parties?*

H. Determination

- a. **Whether the impugned documents were validly passed?**

34. The Applicants contend that the Tenth Respondent was duly incorporated on 30th May 2019 as a company limited by guarantee, with the First, Second, and Third Applicants and the First to Third Respondents as initial subscribers, and with the First, Second, and Third Applicants and the First Respondent serving as the initial Directors. The Second Applicant was the initial Company

Secretary. The Applicants aver that the affairs of the Company were conducted smoothly until February 2025, when the First to Ninth Respondents, acting without the Applicants' knowledge or consent, allegedly filed a series of resolutions and documents purporting to alter the Company's membership, directorship, and remove the Second Applicant as Company Secretary, amend the Memorandum and Articles of Association, and open mobile money and bank accounts; all without the express consent of members as required by law.

35. The Applicants assert that the impugned resolutions and filings were illegal, irregular, misleading, and wrongfully obtained, as they were passed without notice to or participation of the Applicants, without the requisite quorum, and without any valid members' or board meetings having taken place.
36. On the other hand, the Respondents contend that GS1 Standards Uganda Limited was originally incorporated solely to conduct GS1 Global business in Uganda, but was denied accreditation by GS1 Global due to failure to meet the required standards. Consequently, all directors agreed to incorporate a new entity, Visible Trace Services Limited, which satisfied GS1 Global's conditions and was duly licensed to operate as GS1 Uganda Limited and as the GS1 Global country representative. They assert that the subsequent renaming of GS1 Standards Uganda Limited to GS1 Uganda Limited was done in good faith, and that all actions taken were in the best interests of the Company.
37. In response to the Applicants' allegations of illegality and irregularity, the Respondents denied any wrongdoing and maintained that the impugned resolutions and filings were necessitated by GS1 Global membership requirements, including the inclusion of additional members and directors, a process in which the Applicants participated and were aware of. They deny allegations of lack of notice, forgery, or absence of quorum, asserting that meetings were communicated by email and duly held, and that any use of copied documents and signatures arose from the urgency to meet GS1 Global deadlines, without bad faith or financial loss to the Applicants. The

Respondents further justified the opening of mobile money and bank accounts as operational necessities and contended that any actions taken were subject to ratification.

38. In assessing whether the impugned documents altering the membership and directorship of the Company were validly passed, it is necessary to examine the procedures followed and determine whether they were conducted in accordance with the Company's Memorandum and Articles of Association and the Companies Act. Upon perusal of the Company's file, it is evident that the Company, at the time of incorporation, adopted Table C Part II of the Companies Act, 2012 (*Now the Companies Act Cap. 106*), which sets out the Articles of Association for a company limited by guarantee.
39. Regulation 3 of Table C Part II, to which the Company subscribes, provides that *"The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company."* This provision establishes two modes of acquiring membership in a company limited by guarantee: first, by being a subscriber to the Memorandum of Association at incorporation, and second, through admission by the Directors.
40. It is therefore necessary to trace the membership of the Company from the time of its incorporation. The Applicants contended that upon incorporation on 30th May 2019, the First, Second, and Third Applicants and the First to Third Respondents were the initial subscribers. This assertion was not disputed by the Respondents and is reflected in the Company's initial Memorandum of Association filed on 30th May 2019, wherein the said individuals are listed on the subscription page. These individuals were therefore the initial members of the Company. Any subsequent admission of members ought to have been effected through a Directors' meeting in accordance with Regulation 3.
41. With regard to the initial directorship, the Applicants asserted that the First, Second, and Third Applicants and the First Respondent were the initial Directors of the Company. This was likewise not disputed by the Respondents

and is further corroborated by Form 20 filed on 30th May 2019, which lists the said individuals as Directors. Accordingly, it is these four individuals, as the initial Directors, who were vested with the authority to admit new members into the Company.

42. The Applicants contended that the Respondents, acting without their knowledge or consent, orchestrated and filed a series of resolutions purporting to alter the Company's membership and directorship. They asserted that the impugned resolutions and filings were illegal, irregular, misleading, and wrongfully obtained, as they were passed without notice to or participation of the Applicants, without the requisite quorum, and without any valid members' or board meetings having taken place.
43. It is important to note that there is no required period of notice for Directors' meetings. However, while Regulation 48 (1) of Table C grants Directors discretion to regulate their meetings as they deem fit, Regulation 48 (4) requires that notice of Directors' meetings be given, save where a Director is absent from Uganda. The Respondents, in their joint reply, claimed that notice of the impugned meeting was issued to all members via email, which they stated was the Company's standard practice. They further alleged that while some members attended, others, including some of the Applicants, did not. The meeting in question was purportedly held on 20th February 2025.
44. In support of their assertion, the Respondents in their joint Reply attached an email thread marked Annexure "J". However, upon review, the correspondence therein clearly relates to meetings held in 2021, not 2025. I agree with Counsel for the Applicants that the annexed emails do not constitute proof of notice for the impugned meeting. Had notice been issued for the meeting allegedly held on 20th February 2025, the Respondents would reasonably have produced evidence of the same. The fact that the meetings under challenge are said to have occurred in 2025, yet the Respondents rely on

correspondence from 2021, four years earlier, raises serious doubt as to whether any notice was issued at all.

45. Further, the Respondents failed to produce any minutes, attendance records, or other formal records evidencing that the purported meeting of 20th February 2025 actually took place. Regulation 37 (1) (c) of Table C provides “*The directors shall cause minutes to be made in books provided for the purpose of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.*” This provision requires Directors to cause minutes to be made of all resolutions and proceedings at meetings of the Company, the Directors, and committees of Directors. Such minutes serve as *prima facie* evidence of the proceedings of the Company as stipulated for under Section 148 (3) of the Companies Act Cap 106 which is to the effect that, ‘*where minutes have been made in accordance with the proceedings at any general meeting of the Company or meeting of directors then, until the contrary is proved, the meeting shall be taken to have been duly held and convened and all proceedings had to have been duly had...*’
46. In the present matter, no minutes or records were furnished to substantiate that the meeting, during which the resolution altering the Company’s membership and directorship was allegedly passed, ever occurred. In the absence of proof of notice and minutes, I am persuaded to accept the Applicants’ contention that no such meeting took place.
47. The Respondents advanced arguments relating to the existence of quorum. However, I find it unnecessary to delve into this issue, as quorum is contingent upon proper notice. In *Seremba Mark Vs Isanga Emmanuel & 3 Others (In the matter of Greenvine College Ltd Companies Cause No 27 of 2004)* the learned Justice Geoffrey Kiryabwire nullified a resolution because the meeting had not been properly convened, the learned judge found in these words; ‘*In conclusion, I find that the meeting of the 15th August 2002 was improperly convened and therefore was illegal. All resolutions passed at the meeting therefore are null and void. It therefore follows that Mr. William Muwaya (2nd Respondent) and Steven Isabirye (the 3rd*

Respondent) did not become members, shareholders or office bearers of the company as a result of that meeting.' In the instant case, having found that notice was not properly furnished, the question of quorum does not arise.

48. In addition, the Special Resolution filed on 25th February 2025, which purported to alter the membership and directorship of the Company and remove the Second Applicant as Company Secretary, is a members' resolution, signed by individuals in their capacity as members. As earlier established, the authority to admit new members lies with the Directors, and any such decision must therefore emanate from a Directors' meeting and be embodied in a resolution signed by the Directors. The impugned resolution expressly states that it was passed "*At the special meeting of the Members of GS1 Uganda Ltd...*". The Respondents' Counsel, in their written submissions, argued that the addition of new members was undertaken under Visible Trace Services Limited. However, this assertion is not borne out by the record. A clear reading of the title of the impugned resolution, which reads "*IN THE MATTER OF GS1 UGANDA LTD,*" demonstrates that the resolution was not made in respect of Visible Trace Services Limited, but rather the Tenth Respondent, GS1 Uganda Limited. On this basis, the members acted *ultra vires*, rendering the resolution defective.

49. Similarly, the same Special Resolution purported to appoint new Directors yet the Regulations required only an Ordinary resolution. Regulation 44 of Table C provides that "*The Company may from time to time by ordinary resolution increase or reduce the number of directors.*" A Special Resolution represented a higher threshold not contemplated by the Regulations. Although this alone is not sufficient to annul the resolution, as both the Special and Ordinary resolutions are members' resolutions—with the Special resolution requiring at least a 75% majority and the Ordinary resolution requiring a simple majority for approval—having determined that the resolution was defective as stated in the

preceding paragraph, I find that it was illegitimately passed and registered and must be expunged from the register.

50. Further still, the resolution purported to remove the Second Applicant from her position as Company Secretary. Regulation 57 (2) of Table C provides that “A Secretary...may be removed by the Directors.” The resolution effecting her removal was signed by members and not Directors, rendering it defective in this respect as well.
51. Taking all the foregoing into account, I find that the purported meeting of 20th February 2025 did not take place. Even assuming, *arguendo*, that it did, the Special Resolution arising therefrom was fundamentally defective, having been passed by persons without the requisite authority and in contravention of the Company’s Articles of Association and the Companies Act; therefore, all resolutions therein are void.
52. It therefore follows that all subsequent resolutions which were passed in reliance on the impugned Special Resolution are null and void. This position is consistent with the holding of Justice David Wangutusi in *Fang Min v Uganda Hui Neng Mining Limited & 5 Others*, HCCS No. 318 of 2016, where it was held that “resolutions passed by persons without the authority to do so, and meetings held without notifying the relevant members, are null and void. Consequently, such meetings render their outcomes worthless.”
53. Additionally, the Respondents under paragraph 11 (b) of their joint reply denied all allegations of signature fabrication and contended that as it was urgent to ensure payment of the membership fee to GS1 Global and since the members of Visible Trace Services Limited are the same members of GS1 Uganda Limited, the documents were simply copied and pasted, including the Applicant’s signatures because calling for a meeting would have delayed the process and the company would have missed and eventually been dismembered from GS1 Global. I concur with the submissions of Applicants’ Counsel that this constitutes an admission that the signatures of the Applicants

were merely copied and pasted into the disputed resolutions, and that the Applicants did not, in fact, provide their signatures. It is essential that any member or director explicitly authorizes the use of their signature, and the act of cutting and pasting signatures without the owners' prior documented consent cannot be sanctioned by the Registrar of Companies, whose primary responsibility is to maintain the integrity of the Register of Companies.

54. The Applicants alleged that the Respondents occasioned them financial loss. However, no evidence was adduced to substantiate this claim. Financial loss must be specifically pleaded and strictly proved, and in the absence of such proof, I decline to consider this claim.
55. Before I take leave of this matter, I note that the parties raised concerns regarding the authorization to represent GS1 Global and the use of the name "GS1 Uganda Limited" in relation to Visible Trace Services Limited (VTS). While these issues were canvassed, it is important to clarify that Registrar of Companies lacks jurisdiction to determine questions of authorization, licensing, or entitlement to represent GS1 Global. The Registrar of Companies' jurisdiction is purely statutory in nature and is limited to two areas: first, the power to hear and determine complaints by an oppressed member under section 243 of the Companies Act, Cap. 106 (*formerly Section 247 of the Companies Act of 2012*) and second, the power to rectify and update the companies register pursuant to Regulation 8 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016, including the power to expunge entries that are misleading, inaccurate, issued or endorsed in error, or illegally or wrongfully obtained. As such, I will not pronounce myself on those issues, as they fall outside the statutory mandate of the Registrar of Companies and are matters properly reserved for determination by a court or other competent authority.

b. What remedies are available to the parties?

56. The Registrar of Companies possesses the power to rectify and update the companies register pursuant to Regulation 8 (1) of the Companies (Powers of

the Registrar) Regulations, S.I. No. 71 of 2016. Regulation 8 (2) further provides that the Registrar may expunge from the register any information or document that;

- 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*

57. Having found that the purported members' meeting allegedly held on 20th February 2025 did not take place, and that the resultant Special Resolution filed on 25th February 2025 was inherently defective, it follows that all subsequent resolutions and filings founded upon it were neither validly executed nor lawfully authorized. I accordingly find that the impugned resolutions and filings were illegal, irregular, misleading, and wrongfully obtained, having been passed without notice, or participation of, the Applicants.

58. As such, pursuant to Regulations 8 and 32 of the Companies (Powers of the Registrar) Regulations SI No 71 of 2016, I hereby make the following orders;

- 1) *The Special Resolution registered on 25th February 2025, purporting to alter the membership and directorship of GS1 Uganda Limited, is hereby declared null and void for having been irregularly passed and is accordingly ordered to be expunged from the register for containing an illegal endorsement.*
- 2) *The Special Resolution registered on 26th February, 2025, purporting to amend the Memorandum and Articles of Association of GS1 Uganda Limited, is hereby declared null and void for having been irregularly passed and is accordingly ordered to be expunged from the register for containing an illegal endorsement.*
- 3) *The Board Resolution registered on 28th February, 2025, purporting to open up Bank accounts in DFCU Bank and appointing Manzi Kananura Winston, Ahimbisibwe Stanley, and Ebuk Jane as signatories, is hereby declared null and*

void for having been irregularly passed and is accordingly ordered to be expunged from the register for containing an illegal endorsement.

- 4) The Board Resolution registered on 28th February, 2025, opening up Airtel Money accounts for GS1 Uganda Limited with Airtel Uganda and MoMo Pay accounts for GS1 Uganda Limited with MTN Uganda, is hereby declared null and void for having been irregularly passed and is accordingly ordered to be expunged from the register for containing an illegal endorsement.*
- 5) The Form 20 registered on 25th February 2025, removing the Second Applicant as the Company Secretary of GS1 Uganda Limited, be expunged for having been illegally endorsed and wrongfully obtained.*
- 6) The Form 18 registered on 25th February, 2025, amending the registered address of GS1 Uganda Limited be expunged for having been illegally endorsed and wrongfully obtained.*
- 7) The Amended Memorandum and Articles of Association registered on 26th February, 2025, altering the membership of GS1 Uganda Limited, be expunged for being misleading, inaccurate, having been illegally endorsed and wrongfully obtained.*
- 8) The membership and directorship of the 10th Respondent be restored to the position it was before the aforementioned impugned documents were filed.*
- 9) I make no order as to costs.*

I so Order.

Given under my hand this 28th day of January 2026

Daniel Nasasira
Ass. Registrar of Companies