



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 METROPOLITAN INTERNATIONAL UNIVERSITY LIMITED

PETITION NO. 94322 OF 2025

BRN 80010004194596

1. DR. PHILEMON MATEKE
2. MUNYAMBABAZI JANAN
3. TUGUME ISAAC WARREN (As administrators of the late Sarah Nyirabashitsi Mateke)
4. TUGUME ISAAC WARREN:..... PETITIONERS

VERSUS

1. ARIYO KAZAARA GRACIOUS
2. TURYAMUREEBA PRECIOUS
3. RUKIGA FM LTD
4. METROPOLITAN INTERNATIONAL UNIVERSITY LIMITED
:.....RESPONDENTS

RULING ON PRELIMINARY OBJECTIONS

Before: Daniel Nasasira – Assistant Registrar of Companies

A. Representation

1. *The Petitioners were initially represented by Maven Advocates and changed instructions to Mwesigwa, Rukutana & Co. Advocates while Wahab, Wandera & Co. Advocates represented the Respondents.*

B. Introduction and Background.

2. The Petitioners are adults of sound mind and administrators of the estate of the late Sarah Nyirabashitsi Mateke, who was a shareholder and director of the fourth Respondent Company. The fourth Petitioner is a biological son and one of the administrators of the estate of the late Sarah Nyirabashitsi Mateke. He was also a shareholder in the fourth Respondent Company with five (5) shares. The first Respondent is a director/shareholder of the third and fourth Respondents, which are registered Companies. The second Respondent is a shareholder in the fourth Respondent Company.
3. The third Respondent is a Company incorporated as a company limited by shares on the 14th of October 2020 under registration number 80020002736706.
4. The fourth Respondent is a Company incorporated as a company limited by shares on the 14th of May 2014 under registration number 80010004194596.
5. The Petitioners filed this Petition on 05th December 2025 against the Respondents seeking orders for the rectification of the Company's register to reinstate the late Sarah Nyirabashitsi Mateke and Tugume Isaac Warren as members of the fourth Respondent Company, for the Registrar to conduct an investigation in the affairs of the fourth Respondent company, strike off all forged resolutions and documents from the company register and award costs of the Petition to the Petitioners.
6. The Respondents, on the other hand, contended that the Petition was barred by the Registrars lack of jurisdiction and prayed that the same be struck out for being incurably defective, incompetent and brought without *locus standi*, with costs to the Respondents.

C. Petitioners' Case

7. The Petitioners, through the Petition filed and supporting Statutory Declaration of Tugume Isaac Warren, the fourth Petitioner, stated that at the time of incorporation

of the fourth respondent company, the late Sarah Nyirabashitsi Mateke held 45 shares, Tugume Isaac Warren held 5 shares, Ariyo Kazaara Gracious held 45 shares and Turyamureeba Precious held 5 shares.

8. The fourth Petitioner, Tugume Isaac Warren, contended under paragraph four of his statutory declaration that after the death of the late Sarah Nyirabashitsi Mateke on 07th September 2024, illegal resolutions were filed and used to remove her as a director, forfeiting her shares. Additionally, he argued that the Bank accounts were also changed.
9. The fourth Petitioner, Tugume Isaac Warren, averred under paragraph five of his statutory declaration that a search of the company records carried out on 30th July 2025 disclosed a number of fraudulent actions as evidenced by a police report from the Directorate of forensic services showing fabrication of the late Sarah Mateke's signature and that of the fourth Petitioner on a Special Resolution dated 22nd January 2024 appointing four additional directors in the fourth Respondent Company.
10. That further to the fraudulent actions, on 28th March 2024 and 27th September 2024, resolutions opening bank accounts with the newly appointed directors as signatories along with Dr. Ariyo Kazaara Gracious were opened without the knowledge or consent of the late Sarah Mateke, who was the co signatory to the existing Bank accounts.
11. On 04th December 2024, after the death of the late Sarah Nyirabashitsi Mateke, a forged special resolution was filed purporting to remove Sarah Nyirabashitsi Mateke as a director of the fourth Respondent company. This resolution was purportedly made at a members' meeting with members representing only a total of 50% of the shares of the Company. The other shareholders, that is Sarah Nyirabashitsi Mateke with 45 shares and Tugume Isaac Warren with 5 shares

representing the other 50% shareholding, were not invited to participate in the meeting.

12. On 30th January 2025, a Board resolution purporting to resolve to forfeit the shares of Sarah Nyirabashitsi Mateke and Tugume Isaac was filed. The Board meeting was alleged to have occurred on 30th December 2024, three months and twenty three days after the death of Sarah Nyirabashitsi Mateke on 07th September 2024.
13. The fourth Petitioner contended in paragraph six of his statutory declaration that these resolutions were enacted without his knowledge, consent, or participation. He asserted that the signatures of the late Sarah Nyirabashitsi Mateke and his own were forged, and that he had neither received any notice nor attended the aforementioned meeting.
14. The fourth Petitioner contended under paragraph seven of his statutory declaration that the company records were altered to reflect new directors and shareholders without due process.
15. The Petitioners sought the intervention of the Registrar to investigate, rectify the register and restore the fourth Petitioner and the late Sarah Nyirabashitsi Mateke to their rightful membership in the fourth Respondent Company.
16. The Petitioners prayed that the Registrar of Companies;
 - a) *Conducts an investigation into the affairs of Metropolitan International University Ltd.*
 - b) *Declares the removal of the late Sarah Nyirabashitsi Mateke and Tugume Isaac Warren as members illegal and void.*
 - c) *Halts all further transactions authorized by the current Board and members.*
 - d) *Strikes off all forged resolutions and documents from the Company register.*
 - e) *Rectifies the company register to reinstate the late Sarah Nyirabashitsi Mateke and Tugume Isaac Warren as members.*
 - f) *Awards costs of the Petition to the Petitioners.*

D. Respondents' Case

17. The Respondents, through a statutory declaration deposed by Ariyo Kazaara Gracious, the first Respondent, argued that the Petitioners assertions and allegations were baseless, unfounded and averred that the Petition was incurably defective.
18. The first Respondent argued under paragraph 4 of his statutory declaration that on the advice of his lawyers, the Petition raised pertinent preliminary points of law with the potential of disposing of the Petition.
19. Firstly, it was argued that the forum and procedure of instituting the instant Petition was irregular. Secondly, that all the prayers and/or remedies sought by the Petitioners were beyond the statutory jurisdiction of the learned Registrar of Companies. Thirdly, that the petitioners wrongfully instituted the Petition as against the wrong parties that is the first, second and third Respondents and finally that the petitioners lacked *locus standi* to bring the Petition.
20. The first Respondent averred under paragraph 6 of his statutory declaration that owing to the advice of his lawyers, the Petitioners lack of *locus standi*, rendered that entire Petition null and *void abintio* and incapable of conferring jurisdiction upon the learned Registrar of Companies.
21. That the continued prosecution of the said Petition in its form amounted to an abuse of the learned Registrar's powers.
22. The first Respondent concluded by stating that it is in the interest of justice that the petition be dismissed with costs to the Respondent.

E. Rejoinder

23. The fourth Petitioner, Tugume Isaac Warren, submitted a statutory declaration in rejoinder, asserting that the Petition is competent, meritorious and properly brought before the Registrar of Companies.

24. In rejoinder to paragraphs 4 (a & b) and 7 of the statutory declaration in reply, the deponent argued that on the advice of his lawyers, the Petition was properly brought before the Registrar of Companies who has jurisdiction to hear and determine the complaints on both matters of law and fact.
25. In rejoinder to paragraph 4 (c) of the statutory declaration in reply, it was argued that the petition was properly instituted against the first, second and third Respondents.
26. In rejoinder to paragraph 4 (d) and 6, the fourth Petitioner deposed that as the administrators of the estate of the late Sarah Nyirabashitsi Mateke, the Petitioners had capacity and *locus standi* to bring the Petition.

F. Preliminary Objections

27. The Respondents raised a preliminary objection regarding the jurisdictional powers of the Registrar of Companies in regards to this dispute. In *Mukisa Biscuit Manufacturing Co Ltd Vs. West End Distributors Ltd (1969) EA 696*, it was held that, '*a preliminary objection consists of a pure point of law which has been pleaded, or which arises by clear implication out of pleadings and which if argued as a preliminary point, may dispose of the suit.*' It was argued that the Registrar of Companies lacked the adjudicatory authority to resolve the dispute. It was contended that the power to Rectify the Register was exclusive to the High Court pursuant to Section 121 of the Companies Act Cap 106.
28. The Respondent Counsel further contended in their written submissions that the suit was incompetent, as the Petitioners were not members of the fourth Respondent Company, and a Petition could only be initiated by a member (s) of a Company. The Respondents contested the *locus standi* of the Petitioners in commencing this matter as the late Sarah Nyirabashitsi Mateke and Tugume Isaac Warren had legally forfeited their shares and ceased being members of the fourth Respondent Company.

29. The legal representative of the Petitioners, on the other hand, refuted all arguments of the Respondents' Counsel and contended that the Petition was competent and appropriately brought before the Registrar of Companies. The Petitioners' legal representative maintained that the Registrar of Companies possessed the authority to adjudicate both questions of law and fact raised in this matter, and that the Petitioners had the *locus standi* to initiate the Petition.

G. Schedules

30. I instructed both counsel to present written submissions on the raised preliminary objections' and issued schedules as follows;

- a) *Submissions from the Respondent were to be filed and served by 27th day of January 2026*
- b) *Submissions from the Petitioners were to be filed and served by the 09th February 2026,*
- c) *A rejoinder, if any, was to be filed and served by the 16th February 2026.*

31. I informed the parties that the ruling on the raised preliminary objections' would be issued on notice.

H. Issues

32. Three issues are adequate to address the raised preliminary objections;

- a) *Whether the Petitioners have locus standi to commence this Petition?*
- b) *Whether the Registrar of Companies has jurisdiction to adjudicate this matter?*
- c) *What remedies are available to the parties?*

D. Determination

a. Whether the Petitioners have locus standi to commence this Petition?

33. Court in *Law Society of Kenya vs. Commissioner of Lands and others*, Civil case no. 464 of 2000, stated that, "*locus standi* signifies a right to be heard, a person must have sufficiency of interest to sustain his standing to sue in court." Justice Stephen

Mubiru in *Dima Enterprises Poro vs. Inyani Godfrey*, Civil Appeal No. 17 of 2016, described *locus standi* to mean “...a place of standing. It means a right to appear in court, and conversely to say that a person has no *locus standi* means that he has no right to appear or be heard in a specified proceeding.”

34. The Companies Act expressly provides that only a member of a company who is oppressed may petition the Registrar of Companies for reliefs. Section 243 (1) of the Companies Act Cap 106 provides that, ‘*a member of a company who complains that the affairs of the company are being conducted in a manner oppressive to...the members, may make a complaint to the Registrar by petition for an order under this section.*’ Emphasis here is that a Petition can only be commenced by a member of a Company. This implies that only a member has a right to be heard or file a complaint regarding oppressive conduct under Section 243 of the Companies Act Cap 106.
35. This Petition was commenced under Section 243 (1) of the Companies Act Cap 106 and Regulation 26 (1) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016. Section 243 of the Act has already been stated above. Regulation 26 (1) provides the form for a Petition before the Registrar. It stipulates that, ‘*a petition to the Registrar under Section 247 of the Act (now Section 243) shall be in form 2 set out in the Schedule and shall be accompanied by evidence supporting the petition.*’
36. There are two ways of commencing a matter before the Registrar of Companies and these are;
- a) *Petition of an oppressed member under Section 243 of the Companies Act.*
 - b) *An application and notification to the Registrar under Part V of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.*
37. Regulation 27 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 delineates the procedures for the service of Applications and Petitions, thereby clarifying the two methods for initiating a matter before the Registrar of

Companies. The regulation stipulates that *"every application or petition submitted to the registrar shall be served in accordance with Section 274 of the Act."*

38. Regulation 20 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 provides that, *'an application to the registrar may be made by, a promoter, member, personal representative of a deceased member, person authorized to act on behalf of a member, director, secretary, a regulatory body or agency of government, advocate acting on behalf of a party or any other interested party may make an application before a Registrar.'*

39. It is crucial to emphasize that in contrast to Regulation 20, which permits a diverse array of individuals to submit an Application to the Registrar of Companies, Section 243 of the Companies Act Cap 106 in regards to initiating a Petition is exclusive to members.

40. The key question therefore to resolve is whether the Petitioners are members of the fourth Respondent Company with locus to commence a Petition under Section 243 of the Companies Act Cap 106. Membership of a company is provided for under Section 45 of the Companies Act, Cap. 106, which stipulates as follows;

(1) The subscribers to the memorandum, if any, of a company shall be taken to have agreed to become members of the company, and on its registration shall be entered as members in its register of members.

(2) A person who agrees to become a member of a company, and whose name is entered in its register of members shall be a member of the company.

41. Justice Steven Musota in the case of *Olive Kigongo v Mosa Courts Apartments, High Court Company Cause No. 01 of 2015*, while interpreting the aforementioned provision, opined *'....that there are two ways of becoming a member of a company and these are;*

i. By being a subscriber to the Memorandum of Association of a company at the time of incorporation of that company or

ii. By acquiring shares in the company after incorporation

42. The fourth Respondent Company initially had four subscribers at incorporation including, Ariyo Kazaara Gracious with 50 shares, Sarah Nyirabashitsi Mateke with 45 shares, Turyamureeba Precious with 5 shares and Tugume Isaac Warren with 5 shares. A Board resolution was filed and registered on 30th January 2025, wherein the late Sarah Nyirabashitsi Mateke and Tugume Isaac Warren are indicated as having forfeited their 45 and 5 shares respectively in a meeting held on 30th December 2024. The current members on file are Ariyo Kazaara Gracious with 50 shares, Turyamureeba Precious with 5 shares and Rukiga FM Ltd with 45 shares. The Petitioners are administrators of the estate of the late Sarah Nyirabashitsi Mateke who was initially a subscriber with 45 shares in the Company and Tugume Isaac Warren who initially owned 5 shares.
43. The Petitioners, in this case, are challenging the documentation that was used by the Respondents to remove them from the Company as members. I consequently find that the Petitioners possess *locus standi* to Petition the Registrar of Companies under Section 243 of the Companies Act Cap 106, concerning their dispossession of membership in the fourth Respondent Company. The Petition concerns the manner of their removal as members. The predicament surrounding their removal as members grants them the *locus* to petition to allow the Registrar to examine whether their removal from the company constituted oppressive conduct under Section 243 of the Companies Act Cap 106.
44. For the Petitioners to succeed on grounds of oppression in the Companies Act, they must show not only that the oppression was occasioned to the late Sarah Nyirabashitsi Mateke and Tugume Isaac Warren in their capacities as members of the fourth Respondent company, but also that it was the affairs of the company that were conducted in a manner oppressive towards them. The oppression complained of must be to a person in their capacity as a member/subscriber and

not in any other capacity. In *Re: Five Minutes Car Wash Services Ltd.* [1966] 1 ALL ER 242 at pp 246-247, Buckley J held that a member claiming oppression ‘...must have established that at the time when his petition was presented, the affairs of the Company were being conducted in a manner oppressive of himself, or of a part of the members including himself, and unless a petitioner in his petition alleges facts capable of establishing that the Company’s affairs are being conducted in such a manner, the Petitioner will disclose no ground for granting any relief and will be dismissed as being demurrable. First, the matters complained of must affect the person or persons alleged to have been oppressed in his or their character as a member or members of the Company. Harsh or unfair treatment of the member in some other capacity, as for instance a director or creditor of the Company, or as a person doing business or having dealings with the company, or in relation to his personal affairs apart from the Company, cannot entitle him to any relief.’

45. Consequently, although the resolution dated 30th December 2024 indicates that the two subscribers, the late Sarah Nyirabashitsi Mateke and Tugume Isaac Warren, forfeited their shares in the fourth Respondent Company, their challenge to the legality of this resolution, which removed them as members, establishes their standing/ *locus standi* to initiate the Petition.

b. Whether the Registrar of Companies has jurisdiction to adjudicate this matter?

46. 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 learned Justice Musa Ssekaana in *Company Cause No.13 of 2020 Bryan Xsabo Strategy Consultants (Uganda) Limited & 2 Ors V Great Lakes Energy Company N.V* found that, ‘the exercise of power by the Registrar of Companies contemplates the adjudication of rival claims... they decide both questions of fact as well as of law and determine a variety of applications, claims, controversies and disputes.’ It

follows from this authority that the Registrar of Companies possesses jurisdiction to entertain and adjudicate over questions of both fact and law.

47. The Registrar of Companies statutory jurisdiction 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.

48. The Companies Act expressly provides that a company's member who is oppressed may petition the Registrar of Companies for reliefs. Section 243 (1) of the Companies Act Cap 106 provides that, *'a member of a company who complains that the affairs of the company are being conducted in a manner oppressive to...the members, may make a complaint to the Registrar by petition for an order under this section.'* These powers are indeed reechoed in *Tumuhimbise V Turyamwijuka & 4 Others 2024 UGRSB 14* where the learned Registrar of Companies held as follows, *'Jurisdiction of the Registrar is spelt out in the Companies Act Cap 106. It includes actions for minority oppression ...the parameters of this claim have been defined by numerous cases and include mainly situations where a minority is treated unjustly... other claims where the Registrar has jurisdiction include applications for rectification of the Register under the Companies (Powers of the Registrar) Regulations SI No 71 of 2016 and jurisdiction to order an investigation under Sections 173-187.'*

49. The Petitioners' challenge to the legality of the resolution dated December 30th, 2024, which purportedly indicated that the late Sarah Nyirabashitsi Mateke and Tugume Isaac Warren had forfeited their shares in the Fourth Respondent

Company and removed them as members, is indicative of their standing/*locus standi* to initiate the Petition, as determined in issue one above. Consequently, I find that the Registrar has the authority to investigate/examine whether indeed the documents that were filed constitute legal endorsements pursuant to Regulation 8 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 and whether the conduct of the Respondents in filing the documents that removed the late Sarah Mateke and Tugume Isaac Warren as members constitutes oppressive conduct in accordance with Section 243 of the Companies Act Cap 106. The burden is on the Petitioners to lead sufficient evidence to show that indeed the conduct of the Respondents constituted oppressive conduct within the meaning of Section 243 of the Companies Act Cap 106.

50. I do not agree with the submission of Respondent's counsel that the power to rectify the register is exclusively vested with the High Court. While Section 121 of the Companies Act Cap 106 provides that Court has power to rectify the register, the circumstances indicated thereunder include, *'where the name of any person is without sufficient cause entered in or omitted from the register of members of a company or default is made or unnecessary delay takes place in entering on the register the fact of any person having ceased to be a member, the person aggrieved or any member of the company or the company, may apply to the court for rectification of the register.'*

51. The Registrar of Companies similarly possesses the power to rectify and update the company's register pursuant to Regulation 8 (1) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016. Regulation 8 (2) provides 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*
- g. Which a court has ordered the registrar to expunge from the register.*

52. Consequently, in resolution of the second issue, I find that the Registrar of Companies as the custodian of the Companies register possesses the authority to adjudicate this matter as it raises pertinent issues regarding the fourth Respondent companies register.

c. What Remedies are available to the parties.

53. In light of the above analysis, I find that the present Petition is properly before the Registrar of Companies and that the Registrar has jurisdiction to hear the Petition. Pursuant to Regulation 32 of the *Companies (Powers of the Registrar) Regulations, SI No. 71 of 2016*, I accordingly dismiss the preliminary objections raised by Respondents Counsel. I make no order as to costs.

I so order

Given under my hand, this 20th day of February 2026.

DANIEL NASASIRA
Ass. Registrar of Companies