



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 BOOSTER INVESTMENTS LTD

PETITION NO. 31239 OF 2025

BRN 80010000331239

1. MUKASA PETER SSALI
2. SSEMWANGA JAMES ROGERS
3. LUBEGA KENNETH JOSEPH ..... PETITIONERS

VERSUS

1. KIYEMBA ISAAC
2. NAMUYIGA SHAMIM .....RESPONDENTS

RULING

*Before: Daniel Nasasira – Assistant Registrar of Companies*

**A. Representation**

1. *Counsel Isaac Bandale from Abbas Advocates represented the Petitioner while Counsel Ssebi Mohammed from Bbaale & Partners Advocates & Legal Consultants represented the Respondents.*

**B. Introduction and Background.**

2. The Petitioners are male adult Ugandans of sound mind, the first Petitioner is indicated as an initial subscriber with 5 shares.
3. The first Respondent is a male adult Ugandan of sound mind and a biological son to the Late Med Walukagga Kiyemba, an initial subscriber in Booster Investments

Limited with 15 shares. He is currently indicated as the majority shareholder on file with 370 shares.

4. The second Respondent is a female adult Ugandan of sound mind and currently is reflected on file as a shareholder with 100 shares.
5. The company, Booster Investments Limited is a private company limited by shares incorporated on 09<sup>th</sup> February 1996 under registration number 80010000331239. The original subscribers of the Company were John Kanya Mukalazi with 80 shares, the late Med Walukagga Kiyemba with 15 shares and the first Petitioner Mukasa Peter Ssali with 5 shares.
6. This Petition was filed to challenge the filing of several documents that purportedly irregularly modified the aforementioned company's shareholding structure, resulted in the appointment of directors without the Petitioners' involvement, altered the registered company address, and facilitated transactions involving company properties without the necessary consent and knowledge of the Petitioners. The Petitioners requested the expungement of all improperly filed documents, asserting that these were acquired through the fabrication of the original founders' signatures and were designed to unlawfully exclude the Petitioners from the Company. The Petitioners contended that the Respondents' actions constituted oppressive conduct contrary to Section 243 of the Companies Act Cap 106.
7. The Respondents refuted all allegations made by the Petitioners, asserting that, with the exception of the first Petitioner, the second and third Petitioners lacked *locus standi* to file this Petition, as they were not members or subscribers of Booster Investments Limited. The Respondents argued that the claims raised by the Petitioners involved claims of fraud and forgery which ought to have been properly pursued in a Court of law and not the Registrar of Companies. The Respondents contended that all documents submitted to the companies registry

were filed in accordance with legal requirements and requested that the matter be dismissed.

***C. First Petitioner's Case***

8. The first Petitioner, through the Petition and his supporting Statutory Declaration, stated that Booster Investments Limited was incorporated on the 09<sup>th</sup> of February 1996 as Booster Pharmaceuticals Limited and subsequently on the 04<sup>th</sup> of January 1999 changed its names to Booster Investments Limited.
9. The first Petitioner deposed under paragraph three of his statutory declaration that he knew the second and third Petitioners in this matter since they are interested parties in the matter as they had acquired shares in the said Booster Investments Limited.
10. That one of the objectives at incorporation for the said Booster Investments Limited was to develop a pharmaceutical factory in Uganda.
11. That as one of its business development strategies, it was agreed that the Company changes name from Booster Pharmaceuticals Limited to Booster Investments Limited.
12. The first Petitioner averred that himself and the other two Petitioners, together with the Late Med Walukagga Kiyemba and Mukalazi John Kamyia who is resident in the United States of America were business partners and had interests in the said Booster Investments Limited.
13. That since the unfortunate death of one of the shareholders, Med Walukagga Kiyemba, the first Petitioner - Mukasa Peter Sssali, had not done any transaction in relation to the Company.
14. That in the meantime, the first Petitioner had personally agreed to sell his shares to the second Petitioner which transaction was indeed completed pending transfer of the first Petitioner's shares in the Company to the second Petitioner.

15. That the Company required additional land identified in Namanve for a proposed project. However, due to financial constraints, the first Petitioner contended that the Company solicited assistance from the second and third Petitioners, who contributed to the acquisition of the Company property, and in exchange, it was agreed that they would receive shares in Booster Investments Limited.
16. That the first Petitioner was surprised to be contacted and informed by the second Petitioner that the first and second Respondents were now the owners of the said Booster Investments Limited.
17. The first Petitioner deposed that he never dealt with any of the Respondents in relation to the said Booster Investments Limited. He stated that he was only aware that the first Respondent was a son to the late Med Kiyemba Walukagga and that he had last seen/met him in or around 1996 when he was very young.
18. The first Petitioner averred under paragraph thirteen of his statutory declaration that he does not know the Respondents in this matter personally and that he had never interacted with them before.
19. The first Petitioner further contended that he learnt that the Company allegedly on 10<sup>th</sup> September 2024 executed a resolution between himself, Kiyemba Walukagga Mohamed and Kanya John Mukalazi where the first Petitioner purportedly agreed to transfer his shares to Kiyemba Isaac, the first Respondent.
20. The first Petitioner asserted in paragraph 15 of his statutory declaration that he had never met the first Respondent to execute any transfer forms, nor had he ever signed the resolution transferring his shares in Booster Investments Limited. The first Petitioner argued that the signature on the document was not his signature.
21. That in any case, by 2024, Med Walukagga Kiyemba or Mohamed Walukagga Kiyemba had already died and there was no way the first Petitioner would have

dealt with a deceased person or with Kamyia John Mukalazi who is not resident in Uganda.

22. The first Petitioner stated that he was stunned by the allegation that he executed a resolution allotting shares in the aforementioned Booster Investments Limited on July 25<sup>th</sup>, 2024. He maintained that he had not signed any document on that day and that the signature appearing in the resolution was not his.
23. The first Petitioner deposed under paragraph 18 of his statutory declaration that his lawyers informed him that the Company register included a transfer of share stock form purportedly signed by himself. However, the first Petitioner insisted that he had never signed the form or met the witness/advocate on the form, a one Mutaryebwa Edwin.
24. The first Petitioner stated in paragraph 19 of his statutory declaration that from early 2000 to the present, he has not been called, notified, or invited to attend any Board meetings or managerial meetings of Booster Investments Limited.
25. The first Petitioner deposed under paragraph 20 of his statutory declaration that the Respondents jointly went ahead and dealt in the said Booster Investments Limited without his knowledge and consent based on forged signatures and concocted meetings which actions/resolutions ought to be condemned and resolutions expunged from the register.
26. That upon noticing the illegal actions and unfair treatment of the first and second Respondents in relation to Booster Investments Limited, specifically over the alleged dealings, mismanagement and purported actions of the Company affairs in registering of documents and selling off company property without the first Petitioners knowledge, the Petitioners instructed their lawyers to file a Petition before the Registrar of Companies.
27. The first Petitioner averred under paragraph 22 of his statutory declaration that the first and second Respondents oppressed, marginalized, isolated and pushed

him out of the management and business affairs of Booster Investments Limited by passing resolutions removing him, transferring his shares and changing the status of the Company without his knowledge and notice of any Board meeting whatsoever.

28. That the first Petitioner was not called for or notified of any Board meetings or management meeting thereby not according him the chance to participate in the decision making and management of Booster Investments Limited.
29. The first Petitioner contended that as a result of all the illegal and selfish actions of the Respondents, the first, second and third Petitioners suffered loss of business, mental anguish and psychological trauma.
30. That all these illegal acts were orchestrated by the Respondents jointly for their own selfish benefit at the detriment of the Company.
31. The first Petitioner prayed for several documents to be expunged from the register as they are not a true reflection of the record of Booster Investments Limited. These documents included;
  - a) *A special resolution dated 25<sup>th</sup> July 2024 purporting to allot shares to Kiyemba Isaac and Shamim Namuyiga.*
  - b) *A special resolution dated 10<sup>th</sup> September 2024 purporting to transfer the first Petitioners shares in Booster Investments Limited to Isaac Kiyemba.*
  - c) *Transfer forms undated bearing a forged signature purportedly signed by the first Petitioner transferring shares to Isaac Kiyemba.*
  - d) *A Board resolution dated 25<sup>th</sup> July 2024 in relation to the Company's land described as Block 111, Plot 525 land at Mawoto.*
  - e) *A Board resolution dated 02<sup>nd</sup> November 2024 in relation to the Company's land described as Block 111, Plot 525 land at Mawoto.*
  - f) *A Board resolution dated 02<sup>nd</sup> September 2024 signed by the said Isaac Kiyemba.*

- g) *Company form 20, amended memorandum and articles of association, company form 18 and any other documents the Registrar deemed fit.*
- h) *That the Company register be restored to its original status before the impugned and illegal transactions.*
- i) *The Respondents pay costs and damages.*

**D. Second Petitioner's case.**

- 32. The second Petitioner, Ssemwanga James Rogers, filed a statutory declaration wherein he deposed under paragraph one that he was a shareholder and director in Booster Investments Limited and instituted this Petition in that capacity.
- 33. The second Petitioner deposed in his statutory declaration that he knew the first and third Petitioners as they had equally acquired shares in Booster Investments Limited.
- 34. That one of the objectives at incorporation for Booster Investments Limited was to develop a pharmaceutical factory in Uganda.
- 35. That as one of its business developmental strategies, it was agreed that the Company changes name from Booster Pharmaceutical Limited to Booster Investments Limited.
- 36. The second Petitioner averred under paragraph six of his statutory declaration that the Petitioners together with the late Med Walukagga Kiyemba and Mukalazi John Kamy a resident of the United States of America have been business partners to date and that they had interests in Booster Investments Limited.
- 37. That since the unfortunate death of one of the shareholders, Med Walukagga Kiyemba, the Company and its assets were left in the second Petitioner's control even when the said Med Walukagga Kiyemba had not lodged any transfer of share documents at the Companies registry.

38. The second Petitioner argued under paragraph eight of his statutory declaration that in order to buy out the first Petitioner's shares he paid the first Petitioner but they never executed transfer of share instruments.
39. The second Petitioner contended under paragraph nine of his statutory declaration that the Company needed to acquire land but it did not have the money/resources and as such, the Petitioners and the Late Walukagga Mohamed contributed to purchase land in exchange for being allotted shares in the Company.
40. The second Petitioner deposed in his statutory declaration that after Med Kiyemba Walukagga's death, the second and third Petitioners agreed to pay a sum of money to the first Respondent and the widow, Maria Mbabali Kiyemba, for the late Med Walukagga's interests in Booster Investments Limited.
41. The second Petitioner argued under paragraph twelve of his statutory declaration that he was shocked to learn that even before they could go ahead with any transactions, the Company ownership status had already changed.
42. The second Petitioner deposed that the first Petitioner confirmed in his statutory declaration that he did not meet with Kiyemba Walukagga Mohammed and Kanya John Mukalazi to discuss the alleged transfer of shares to the first Respondent.
43. That in any case, by 2024, Med Walukagga Kiyemba had already died and there is no way he would have executed any documents in relation to the Company or with Kanya John Mukalazi who was not resident in Uganda.
44. The second Petitioner averred under paragraph sixteen of his statutory declaration that the Respondents jointly connived and dealt in the said Booster Investments Limited without his knowledge and consent well aware that he had already agreed to the purchase of the shares in the said Company.
45. That upon noticing the illegal actions of the Respondents, specifically over the alleged dealings and purported actions of the company affairs in registering of

documents and selling off Company property, the Petitioners instructed their lawyers to file this Petition.

46. That as a result of all the illegal and selfish actions of the Respondents, the Petitioners have suffered loss of business and great financial loss, mental anguish and psychological trauma.

47. That all the acts orchestrated by the Respondents were selfish and to the detriment of the Company.

*E. Respondents' Case*

48. The first Respondent, through a Statutory Declaration, argued that while the first Petitioner appeared as one of the subscribers at the time the company was incorporated, he had never met him, however in an effort to trace the first Petitioner, the first Respondent argued that he engaged the second and third Petitioners who informed him that they knew the first Petitioner in person.

49. The first Respondent argued under paragraph 4 of his Statutory Declaration that he met the second and third Petitioners in person around the year 2021 and that they were impersonating as the directors of Booster Investments Ltd at the time.

50. The first respondent deposed in his statutory declaration that he was approached by the second and third Petitioners, as an administrator of the Estate of the late Med Kiyemba Walukagga, an initial subscriber. The said Petitioners offered USD 8,000 to compensate the estate for their late father's interest in Booster Investments Ltd, which interest the first Respondent was unaware of at the time.

51. In paragraph 6 of his Statutory Declaration, the first Respondent stated that after meeting with the second and third Petitioners, he conducted a background check on the company and its properties from URSB and Ministry of Lands, which did not yield much results. He consulted with his lawyers, M/s Bbaale and Partners Advocates and Legal Consultants, who provided additional information that he did not have at the time of the meeting.

52. That he discovered that the second and third Petitioners had never been members or directors in the said Booster Investments Ltd
53. The first Respondent stated that it was discovered after conducting the URSB search, that the aforementioned Booster Investments Ltd had been abandoned for nearly twenty years, with no member of the company continuing to oversee its operations and filings since the passing of his father, the late Med Kiyemba Walukagga. The first Respondent also contended that the company had been de-registered by URSB for non-compliance and failure to file annual returns. He also noted that no member of the company had been monitoring the company's operations since the passing of his father, the late Med Kiyemba Walukagga.
54. The first Respondent contended in paragraph 9 of his Statutory Declaration that, in his capacity as the administrator of the estate of the late Med Kiyemba Walukagga, he took the initiative to reinstate Booster Investments Ltd on the company register by paying and filing annual returns for all the years that the members had not filed since the passing of the late Med Kiyemba Walukagga.
55. The first Respondent deposed under paragraph 10 of his Statutory Declaration, that he did inform the second and third Petitioners that they were neither directors or members in the Company and that the company had been de-registered by URSB for non-compliance.
56. In paragraph 11 of his Statutory Declaration, the first Respondent stated that he met with the second and third Petitioners at the third Petitioner's office at Commercial Plaza in 2023. They discussed the company's status and provided him with documents, including share transfer documents signed by the first Petitioner and John Kamy Mukalazi.
57. According to paragraph 12 of the first Respondent's Statutory Declaration, the Petitioners requested his national identity card to process a USD 8,000 buyout. The first Respondent asserted that he however discovered that the Petitioners were

getting money from Uganda Telecom Ltd in the name of Booster Investments Limited. He claimed that the more he sought for the USD 8,000 and the money the Petitioners were receiving from Uganda Telecom Ltd, the more elusive they became and eventually stopped returning his calls.

58. The first Respondent claimed that the first Petitioner had abandoned the company and the second and third Petitioners had illegally taken over the running of the Company property located in Block 111, Plot 525, and were occupying and operating it as their own personal property.
59. The first Respondent contends that he made multiple attempts to arrange meetings at the LC Chairman's office with the Petitioners, but none attended. They attended the meeting solely when it aligned with their interests.
60. That in a bid to uncover what was happening, the first Respondent discovered that the second and third Petitioners had registered a company called Namanve Investments Ltd a year after the death of his father and misrepresented ownership of the company property comprised in Block 111 Plot 525 that belonged to Booster Investments Ltd as one that belonged to their company Namanve Investments Ltd.
61. The first Respondent further stated that the second and third Petitioners had been fraudulently receiving money for over twenty (20) years from Uganda Telecom Company Ltd, which had erected a telephone mast on the said land.
62. Furthermore, it was argued that the second and third Petitioners in 2019 registered land in Block 111 Plot 526, which was owned by Booster Investments Ltd but had not been transferred at the time of the late Med Kiyemba Walukagga's death. The first Respondent deposed that the land was later sold to another company called Trident Infratech Ltd.
63. Additionally, the first Respondent stated under paragraph 18 of his statutory declaration that the second and third Petitioners had fraudulently entered into a sales transaction with a company known as Trident infratech Limited and had

received USD 10,000 as advance payments for Block 111 Plot 525 which was registered in the names of Booster Investments Limited.

64. That it is until the first Respondent pursued the second and third Petitioners for the above stated transactions that they eventually turned to the first Petitioner to entrench their fraudulent acts.

65. The first Respondent averred under paragraph 20 of his Statutory Declaration, that he was informed by his lawyers M/s Bbaale & Partners Advocates & Legal Consultants that the second and third Petitioners had no locus to bring up this action as they have never been members of Booster Investments Ltd and neither did they have a cause of action.

66. In paragraph 21 of his Statutory Declaration, the first respondent stated that his lawyers advised him that the purchase of shares between the first and second Petitioners was part of a fraudulent scheme to undermine the late Med Kiyemba Walukagga's estate. The purchase was considered personal business because it was not registered with the Company for over 18 years to date.

67. The first Respondent stated in paragraph 22 of his Statutory Declaration that his lawyers advised him that if there was any fraud or forgery, it should be vested on the Petitioners. He was also advised that the Petition should be sent to the courts of law, as it involves derivative interests and fraud, which necessitate a comprehensive hearing and a wide range of investigations to uncover the fraud perpetrated by the Petitioners.

#### **F. Schedules**

68. When the matter came up for hearing, in the spirit of alternative dispute resolution and pursuant to Regulation 34 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016, the parties were encouraged to engage in negotiation as a means of resolving the dispute. Indeed, there were several adjournments intended to accord the parties' time to settle the dispute.

Unfortunately, Counsel for the Petitioners informed the Registrar of Companies that despite several attempts to solve the matter, the parties had failed to reach an amicable settlement and I informed the Parties that given that all pleadings were on file, a decision would be issued on notice.

69. I instructed both counsel to present written submissions and issued schedules as follows;

- a) *Submissions from the Petitioners were to be filed and served by the 20<sup>th</sup> day of February 2026.*
- b) *Submissions from the Respondents were to be filed and served by the 27<sup>th</sup> day of February 2026.*
- c) *A rejoinder, if any, was to be filed and served by the 06<sup>th</sup> of March 2026.*

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

#### **G. Issues**

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

- a) *Whether the second and third Petitioners have locus to institute a Petition in respect to Booster Investments Limited pursuant to Section 243 of the Companies Act Cap 106?*
- b) *Whether the impugned documents were validly passed?*
- c) *Whether the conduct of the Respondents, in view of the acts complained of, constitutes oppression within the meaning of Section 243 of the Companies Act Cap 106?*
- d) *What remedies are available to the parties?*

#### **H. Determination**

1. **Whether the second and third Petitioners have locus to institute a Petition in respect to Booster Investments Limited pursuant to Section 243 of the Companies Act Cap 106?**

72. The first Respondent averred under paragraph 20 of his Statutory Declaration, that he was informed by his lawyers M/s Bbaale & Partners Advocates & Legal Consultants that the second and third Petitioners had no locus to bring up this action as they have never been members of Booster Investments Ltd and neither did they have a cause of action. The first Respondent maintained in his statutory declaration that the second and third Petitioners were not and had never been directors or members of Booster Investments Limited.
73. The first Respondent deposed under paragraph three of his statutory declaration that while the first Petitioner appeared as one of the subscribers at the time the company was incorporated, he had never met him, however, in an effort to trace the first Petitioner, he engaged the second and third Petitioners who informed him that they knew the first Petitioner in person.
74. The first Petitioner stated under paragraph one of his statutory declaration that he is a shareholder and director in Booster Investments Limited. He attached the original Memorandum and Articles of Association, wherein he is listed as a subscriber. The second Petitioner contended under paragraph one of his statutory declaration that he is a shareholder and director in Booster Investments Limited and attached his national identification card. The third Petitioner did not depose a statutory declaration but he is stated under paragraph three of the Petition to be an interested party in Booster Investments Limited and was added to the Petition in that capacity.
75. While the first Petitioner is listed as a subscriber in the Company's original Memorandum and Articles of Association, the second and third Petitioners are not indicated anywhere in the Company's register as members. It is clear that there is a contention as to whether the second and third Petitioner have *locus standi* to be added as Petitioners or to institute this Petition. 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.”

76. The Companies Act Cap 106 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.

77. 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.*’

78. The key question therefore to resolve is whether the second and third Petitioners are members of Booster Investments Limited 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.*

79. 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*

80. Booster Investments Company limited at incorporation had three subscribers that is John Mukalazi Kanya with 80 shares who is said to be currently residing in the United States of America, the late Med Walukagga Kiyemba who had 15 shares and the first Petitioner, Peter Mukasa Ssali, who had 5 shares. The Respondents subsequently filed several documents amending this position and the legality of these documents shall be examined in the second issue. What is clear from the initial subscription is that the second and third Petitioners were not subscribers of Booster Investments Limited. A letter was attached wherein it was argued that it was mutually agreed that the family of the late Med Walukagga Kiyemba relinquishes their interest in the Company for a consideration of a sum of 8,000 USD to be paid by the second and third Petitioners. Membership in a company is acquired in known established modes such as by way of subscription at incorporation, one can also acquire shares by way of a transfer of shares to them or transmission of shares in the event that they are a legal representative or beneficiary of a deceased shareholder or through a gift *inter vivos*. The other established mode is through being allotted shares as was substantiated by the learned Justice of the Supreme Court Prof. Lillian Tibatemwa Ekirikubinda in *Mathew Rukikaire v. Incafex (U) Ltd. (Civil Appeal No. 3 of 2015)*. Section 45 of the

Companies Act Cap 106 and Justice Stephen Musota's reasoning in *Olive Kigongo v Mosa Courts Apartments, High Court Company Cause No. 01 of 2015*, unequivocally delineate the two methods through which one can be considered a member of a company and possessing a national identification card or an agreement to pay a consideration of USD 8,000 without completing a transfer of shares do not constitute established modes of acquiring the status of a member in a company. I consequently find and agree with the first Respondent that the second and third Petitioners do not have *locus standi* to institute a Petition under Section 243 of the Companies Act Cap 106, as they are not members of Booster Investments Limited.

**b. Whether the impugned documents were validly passed?**

81. The first Petitioner averred under paragraph 22 of his statutory declaration that the first and second Respondents oppressed, marginalized, isolated and pushed him out of the management and business affairs of Booster Investments Limited by passing resolutions removing him, transferring shares and changing the status of the Company without his knowledge and notice of any Board meeting whatsoever to that effect. He alleged that he was not called for or notified of any Board meetings or management meeting before the resolutions removing him as a member and dealing with company land were passed thereby not according him the chance to participate in the decision making and management of Booster Investments Limited.
82. The second Petitioner argued under paragraph 16 of his statutory declaration that the Respondents jointly connived and dealt in Booster Investments Limited without the Petitioners' knowledge and consent contrary to the Company's Articles of Association. That upon noticing the illegal actions of the Respondents, specifically over the alleged dealings and purported actions of the company affairs in registering of documents and selling off company property without his knowledge, the Petitioners filed this matter before the Registrar of Companies

seeking rectification of the register by expunging all the resolutions that were irregularly passed by the Respondents.

83. The first Respondent argued that the claims in this matter involved allegations of fraud and forgery by the Petitioners, and therefore, these issues should have been addressed in a Court of law, necessitating a full hearing to adequately reveal the fraud committed by the Petitioners. The first Respondent did not directly address the claims regarding the documents filed on the companies register removing the first Petitioner as a member, the purported irregular manner through which the Board was appointed, the purported unauthorized change of the Company's address and the alleged irregular nature of passing resolutions dealing with the Company's land comprised in Block 111, Plot 525 land at Mawoto.

84. 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. Claims relating to fraudulent actions committed by the Petitioners fall outside the jurisdictional mandate of the Registrar of Companies and can be pursued in a Court of law. The Registrar, however, possesses jurisdictional authority to address the issue surrounding the documents including resolutions and forms that were allegedly irregularly filed on the Companies register.

85. 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 regarding claims related to member oppression and rectification of the register.

86. The first Petitioner prayed for several documents to be expunged from the register contending that they were not a result of any formal meetings between the members of Booster Investments Limited. The contested documents included the following;

1. *A special resolution dated 25<sup>th</sup> July 2024 purporting to allot shares to Kiyemba Isaac and Shamim Namuyiga.*
2. *A special resolution dated 10<sup>th</sup> September 2024 purporting to transfer the first Petitioner's shares in Booster Investments Limited to Isaac Kiyemba.*
3. *Transfer forms undated bearing a forged signature purportedly signed by the first Petitioner transferring shares to Isaac Kiyemba.*
4. *A Board resolution dated 25<sup>th</sup> July 2024 in relation to the Company's land described as Block 111, Plot 525 land at Mawoto.*
5. *A Board resolution dated 02<sup>nd</sup> November 2024 in relation to the Company's land described as Block 111, Plot 525 land at Mawoto.*
6. *A Board resolution dated 02<sup>nd</sup> September 2024 signed by the said Isaac Kiyemba.*
7. *Company form 20, amended memorandum and articles of association, company form 18 and any other documents the Registrar deemed fit.*

87. The first Petitioner prayed that the company register be restored to its original status before the aforementioned impugned and illegal documents were filed. In discrediting these documents, the first Petitioner, as an initial subscriber of the company that had never transferred his shares, asserted that he had never been notified of, nor did he participate in, any meeting at which his shares were resolved to be transferred, a Board appointed, shares allotted or company property dealt with. The first Petitioner further argued that he did not sign any of the disputed resolutions or share transfer instruments, nor did he ever authorize the copying, reproduction, or affixing of his signature on any of the documents bearing his signature presented in this matter.
88. Intriguingly, the first Respondent did not directly address the allegations presented by the first Petitioner concerning the contested documents in his statutory declaration. Section 286 (1) of the Companies Act Cap 106 stipulates that the Registrar of Companies relies on statutory declaration evidence and, in exceptional circumstances, can accept *viva voce* evidence. The statutory declaration served as the basis for the evidence supporting each party's claims. The first Respondent's decision to introduce claims, which were both outside the jurisdictional scope of the Registrar of Companies and did not address the irregularities in the filing of the contested documents, indicates a failure to provide compelling evidence to counter the first Petitioner's assertions concerning these documents.
89. In resolving this issue, I will confine myself to two key considerations: firstly, whether the proper procedure for the transfer of shares, as required under the Companies Act and the Articles of Association of Booster Investments Limited, was followed; and second, whether the impugned documents effecting the alleged transfers were duly executed by the first Petitioner. I will begin with the procedure for transfer and allotment of shares.

90. The proper procedure for effecting a transfer of shares according to Booster Investments Limited's Articles of Association required the Board of Directors to convene and formally consider and authorize the proposed transfer. Article (h) provided that, *'the transfer of shares may be effected by transfer in writing in the usual common form under hand only or in such other form as may be approved by the Directors.'* The same applies to an allotment of shares, which was a preserve of the Board of Directors. Article (f) provided that, *'subject to the provisions of these articles relating to new shares, the shares shall be at the disposal of the Directors and may subject to the provisions of the Company Act, allot or grant options over or otherwise dispose of them to such persons on such terms and conditions as to price...'* The original Company's Articles of Association expressly vested the directors with the discretion to approve or refuse any transfer of shares. In the present case, no Board Resolution was ever passed to authorise the impugned transfers to the Respondents. Without such a resolution, the alleged transfers could not legally occur. The existence of Special Resolutions purporting to authorize the transfers does not cure this defect, as the law and the Company's Articles of Association make clear that it is the Board that must approve and authorize a share transfer. (See: *Mayamba Micheal Vs Uganda Registration Services Bureau Miscellaneous Cause No. 002 of 2022*)
91. I must state that an exception usually applies to private companies limited by shares to issue circular written resolutions. However, it is key that where Companies draft Articles of Association, resolutions passed adhere to the provisions of the said Articles, as the Articles of Association form the Constitution of the Company. The High Court of South Africa in *Sharp and Another v Buthelezi and Others (2024/088147) [2024] ZAGPJHC 908 (18 September 2024)* highlighted that, *'circular resolutions must adhere to the company's constitution and that a "round-robin" (written) resolution must be properly circulated to be valid, reinforcing that failure to follow procedures in the Company's constitution renders the circular resolution invalid.'*

92. In addition, Section 148 of the Companies Act, Cap. 106 provides;

(1) *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.*

(2) *Any minute referred to in subsection (1)...shall be evidence of the proceedings*

(3) *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...*

93. The aforementioned section requires companies to maintain accurate minutes of all proceedings at general meetings and directors' meetings, which constitute the official record of decisions and deliberations. When properly kept, such minutes serve as *prima facie* evidence of the proceedings and create a legal presumption that the meetings were duly convened and held. This presumption safeguards the validity of the company's decisions and places the burden on any party challenging a resolution to produce credible evidence to rebut it.

94. Notably, the Respondents did not produce any minutes or formal records to demonstrate that the alleged meetings took place or that the required Board resolutions authorizing the transfer and allotment of shares were ever passed. The absence of such documentary evidence raises doubt as to whether the purported meetings occurred. In addition, having read the Articles of Association of Booster Investments Limited, the Article on Transfer and Transmission of Shares is to the effect that *'each shareholder has the absolute right to sell or transfer his share to anyone provided at the time of sale of the said shares priority is given to the existing shareholders to acquire the shares at the agreed price, and shall hold them subject to the terms and conditions of these Articles of Association.'* This Article requires any member intending to transfer their shares to first give written notice to the other members. In this case, no evidence of this notice was adduced in evidence by the

Respondents to confirm the first Petitioner's intention/agreement to transfer any of his shares.

95. In my view, the facts reveal a clear irregularity regarding the Respondents' addition to the company as shareholders. The allegations made by the first Petitioner regarding the contested documents in his statutory declaration were not explicitly addressed by the first Respondent. Instead, the first Respondent presented claims that were both outside the jurisdiction of the Registrar of Companies and did not address the irregularities in the filing of the contested documents. Consequently, there is no compelling evidence to refute the first Petitioner's claims regarding these documents. In the absence of any formal proof from the Respondents that any Company meetings took place, such as notices, minutes, or attendance records, I am persuaded by the first Petitioner's assertion that no such meeting was held and that the alleged resolutions were never passed by the right persons authorized to pass them in law.
96. Therefore, regarding the proper procedure for a transfer to have occurred, I find that the Company did not comply with the necessary prerequisites. As a result, any documents arising from the purported meeting, including the registered resolutions and transfer instruments, are invalid.
97. The first Petitioner also contended that his signature was forged on a number of documents including; a special resolution dated 10<sup>th</sup> September 2024 purporting to transfer the first Petitioner's shares in Booster Investments Limited to Isaac Kiyemba and remove him as a member, a special resolution dated 25<sup>th</sup> July 2024 purporting to allot shares to Kiyemba Isaac and Shamim Namuyiga, a transfer form purportedly transferring the first Petitioner's shares to Isaac Kiyemba. Furthermore, the Respondents proceeded to appoint themselves as directors of the Company via an ordinary resolution dated 23<sup>rd</sup> July 2024 and thereafter filed a series of resolutions dealing in the Company land without the first Petitioner's

knowledge or consent including a Board resolution dated 25<sup>th</sup> July 2024 in relation to the Company's land described as Block 111, Plot 525 land at Mawoto, a resolution dated 02<sup>nd</sup> November 2024 in relation to the Company's land described as Block 111, Plot 525 land at Mawoto and a Board resolution dated 02<sup>nd</sup> September 2024 in relation to the a kibanja situated in Kyagwe, Kiwanga.

98. Article (kk) of the original Articles of Association of Booster Investments Limited provided that, *'the first Directors of the Company shall be appointed by the Company in a general meeting.'*
99. The original subscribers of the company, John Mukalazi Kamyia, Med Walukagga Kiyemba, and the first Petitioner Peter Mukasa Ssali, did not appoint directors at the inception of the company, as was envisioned by this Article. Although Med Walukagga Kiyemba, one of the original subscribers, passed away, it was necessary for the remaining original subscribers to participate in the process of appointing the Board. However, this did not occur in this case. Interestingly, the Respondents, who obtained their membership through irregularly filed documents, elected themselves to the Board. I find this irregular.
100. As I conclude this issue, I find that the impugned documents were neither validly passed nor validly executed. Of particular importance is the transfer of 80 shares from Kamyia John Mukalazi to the first Respondent, Kiyemba Isaac that is also included in the same resolution dated 10<sup>th</sup> September 2024. Kamyia John Mukalazi was not a party to the Petition. Although the first Petitioner brought this Petition in respect of the irregular transfer of his own shares to the first Respondent, the same resolution also purported to effect a further transfer from Kamyia John Mukalazi to the first Respondent. Because the special resolution transferring and allotting shares to the Respondents is defective, not authorized by a Board resolution as stipulated in the company's Articles of Association, it

follows that the additional transfer from Kanya John Mukalazi, being part of the same defective resolution, must likewise be expunged.

101. It is immaterial that John Kanya Mukalazi did not join the first Petitioner in challenging the impugned documents. The meetings said to have authorised the transfers, allotments and dealings in company property did not comply with the procedural prerequisites prescribed by company law and the Company's Articles of Association and were therefore procedurally defective. Where the foundational process is invalid, any outcomes purportedly arising from it cannot stand. The High Court of Uganda in *Ocora v Ocora & 3 Others (Miscellaneous Application 1336 of 2024) [2024] UGCommC 345 (30 December 2024)*, referring to *Fang Min v Uganda Hui Neng Mining Ltd. & Others (HCCS No. 318 of 2016)*, recognised the principle that meetings held without quorum or without notifying relevant directors are null and void. Likewise, Justice Geoffrey Kiryabwire in *Seremba Mark v Isanga Emmanuel & 3 Others (In the Matter of Greenvine College Ltd, Companies Cause No. 27 of 2004)* held that '*...meetings convened without notifying the relevant members are null and void. Consequently, such meetings render their outcomes worthless.*' Applying these authorities, the share transfers contained in the impugned resolution, even where not expressly contested by John Kanya Mukalazi, are of no legal effect.

102. Accordingly, any documents derived from or predicated upon the irregular resolution, including the transfer instruments and the purported Amended Memorandum and Articles of Association, are likewise null and void. If Kanya John Mukalazi wishes to pursue the purported transfer, he must do so by following the proper procedure set out in the Companies Act and in the Company's Articles of Association. That procedure requires the transferor to give notice in writing to the company and to the other shareholders specifying the shares proposed to be transferred. A Board meeting must then be convened with proper notice to all directors, including the first Petitioner in this case, at which the

proposed transfer(s) may be considered and, if approved, the necessary instruments executed.

103. It is also necessary to emphasise the operation of pre-emption (right of first refusal) in this context. Pre-emption rights protect existing shareholders by giving them priority to purchase new or existing shares before those shares are offered to outsiders, thereby preserving their ownership percentage and guarding against unwanted dilution. Article I of the Company's Articles of Association expressly provides that the initial parties shall have priority to purchase those shares. This means that any initial shareholder intending to sell must first offer the shares to the other initial shareholders, before approaching third parties. Failure to comply with this provision further undermines the validity of the transfers in question.

104. The Petition also raised the issue regarding the filing of a new form 18. Among the documents sought to be expunged from the register was the form 18 relating to the address of the Company. Sections 111 and 112 of the Companies Act, Cap 106 (*formerly Sections 115 and 116 of the Companies Act of 2012*) impose an obligation on all companies to maintain a registered office and a duly registered postal address designated for the receipt of all Company communications and notices, and to notify the Registrar of the same. Given, that this form 18 was filed by the Respondents, who illegally and irregularly affixed the signature John Mukalazi Kamyia on the form , it follows that the form was illegally endorsed and wrongfully obtained within the meaning of Regulation 8 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 and shall therefore be expunged from the register.

c. *Whether the conduct of the Respondents, in view of the acts complained of, constitutes oppression within the meaning of Section 243 of the Companies Act Cap 106?*

105. The first Petitioner under paragraph 22 of his statutory declaration argued that the actions of the Respondents oppressed him as a member of Booster Investments Limited. I will now consider the allegation of oppression, which falls within the jurisdictional mandate of the Registrar of Companies, in light of the facts before me. Section 243 of the Companies Act, Cap. 106, is to the effect that a member of a company who is subjected to oppressive conduct may petition the Registrar of Companies for appropriate relief.

106. Oppression, connotes actions that are burdensome, harsh, or wrongful, and which violate a member's reasonable expectations of how the company should be run. In *Elder vs Elder & Watson Ltd.* [1952] SC 49, Lord Cooper noted that '*...oppression requires a visible departure from standards of fair dealing and an infringement on the aggrieved party's proprietary or participatory rights*'. For the first Petitioner to succeed on grounds of oppression in the Companies Act, he must show not only that he has been oppressed as a member of the company, but also that it has been the affairs of the company that have been conducted in a manner oppressive towards him. The oppression complained of must be to a person in their capacity as a member 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. Furthermore, in Cliff Masagazi v Afriland First Bank Uganda Ltd (Company Cause No. 08 of 2020) the learned justice Musa Sekana observed that ‘Oppressive conduct ... necessitates a course of conduct, not mere isolated acts... involving an invasion of legal rights, displaying lack of probity on the part of those conducting the company’s affairs, and affecting the Petitioner in his capacity as a member.’*

107. In the present case, the first Petitioner has not ably demonstrated the continuous pattern of oppressive conduct on the part of the Respondents. It appears that the first Petitioner himself absconded from active participation as a member for an extended period of time, which can be seen in the filing pattern of this company’s file at the registry. The first Petitioner stated in paragraph 22 of his statutory declaration that the first and second Respondents engaged in oppressive conduct by marginalizing, isolating, and excluding him from the management and business affairs of Booster Investments Limited. This was accomplished through the passage of resolutions that removed him, transferred shares, and altered the status of the Company without his knowledge or notification of any meetings regarding these actions. The first Petitioner argued that he was neither called to nor notified of any meetings, thereby precluding his opportunity to engage in the decision-making and management processes of Booster Investments Limited. The first Petitioner asserted that due to the illegal actions, forgery, and self-serving behavior of the Respondents, he has experienced business loss, significant financial detriment, mental distress, and psychological trauma.

108. Firstly, actions relating to exclusion from management are better pursued under Section 244 of the Companies Act that relates to actions against unfairly prejudicial conduct. The forum for pursuing such actions is the High Court and not the Registrar of Companies.

109. Secondly, while I concur that the actions of the Respondents were illegal aimed at depriving the first Petitioner of his shares, I find that these actions originated from a singular act rather than a consistent pattern required of oppressive conduct under Section 243 of the Companies Act Cap 106. The action of filing irregular documents can be remedied through the annulment of the contested resolutions and transfer forms.

110. Lastly, the Respondents were not members or subscribers of Booster Investments Limited in a manner that would have resulted in any oppression of the first Petitioner. The Respondents' admission as members was facilitated by the original subscribers' passive behavior, which resulted in their failure to effectively manage and implement the Company's affairs. The first Petitioner's admission in paragraph 19 of his statutory declaration indicates that from early 2000 to the present, he did not participate in company meetings or engage fully in the Company, suggesting that his involvement only commenced after the Respondents revived the Company. The first Petitioner contended that he had not been notified, informed, or invited to participate in any Board or managerial meetings of Booster Investments Limited. In the event that he, as an original subscriber, had not participated in appointing a Board as required by Article (kk) or engaged fellow subscribers in a members meeting, the question that needs to be answered is who was meant to invite him to participate in the aforementioned meetings.

111. Additionally Companies are required to file annual returns, convene meetings, and appoint directors. Since the incorporation of this company, the original members had never appointed directors as mandated by Article (kk) of the Company's Articles of Association, had neglected to file annual returns and had not even taken the initiative to conduct the data update when called upon to do so by the Registrar of Companies. It is the Respondents, who revived the

Company status on the register by filing annual returns and completing the data update. Actually, had the Respondents not updated the data of this Company and filed its pending annual returns, the company would have been struck off the register or at worst been de-registered. The Respondents capitalized on this noncompliance and docility of the original subscribers to assume control of the company.

112. It is essential to differentiate between claims of oppression, which require the claimant to demonstrate intent to cause oppression, and claims concerning prejudicial conduct, where a party need only establish that they have been unjustly excluded from the management affairs of the Company. Justice Stephen Musota in the case *Edward Ssentenza and another V Donnie Company Limited and another HCT-00-CV-CI-0005-2016* distinguished the two by observing that;

- a. *If the complaint is that the minority shareholders are oppressed because decisions that are “burdensome, harsh and wrongful” against them are being made by the management of the Company and the acts complained of would as a test amount to grounds for winding up on just and equitable grounds, then the remedy is under S. 247 (now 243) before the Registrar of Companies.*
- b. *If the complaint is simply that the affairs of the Company are being managed in a manner unfairly prejudicial to the interest of the members then the remedy is under S. 248 (now 244) of the Companies Act Cap 106 before the High Court.*

113. Justice Musota’s observation draws a clear distinction between oppression under Section 243 and unfairly prejudicial conduct under Section 244 by focusing on the nature of the complaint and the proper forum for redress. Oppression under Section 243 requires conduct that is harsh, wrongful, abusive, or carried out in bad faith, often involving a violation of a member’s legitimate expectations, and therefore carries a higher and narrower standard of proof, and such complaints are handled by the Registrar of Companies. In contrast, unfairly prejudicial

conduct under Section 244 concerns the broader management of the company's affairs in a manner that is unfair to the interests of members generally, making it a governance issue that falls within the jurisdiction of the High Court. It does not require intentional wrongdoing and may arise from actions such as mismanagement, improper allocation of resources, exclusion from information, or any conduct that adversely affects members or the company's interests.

114. As such, while oppression targets deliberate or abusive behavior, prejudicial conduct is broader, easier to establish, and focuses primarily on the effect of the conduct rather than the intention behind it. The Courts having given different interpretations to the two remedies, the burden of proof in each case differs. In *Such v RW-LB Holdings Ltd (1993) 11 BLR (2d) Alta QB*, it was held that the *'burden of proof required for unfair prejudice or unfair disregard is less rigorous than the burden of proof required for oppression because what is at issue is the unfair result of the conduct, not the state of mind of the wrongdoer'*. In other words, the Petitioner in a claim of oppression must show that the Respondents intended to oppress him. Similarly, in *Re Mason and Intercity Properties Ltd(1987) 59 OR (2d) 631 CA Blair JA* opined that *'oppressive' conduct involves a more rigorous standard than that of 'unfair prejudicial conduct' or conduct which 'unfairly disregards'*.

115. While I concur that the actions of the Respondents were illegal and aimed at depriving the first Petitioner of his shares, I contend that these actions originated from a singular act intended to add the Respondents, who took opportunity of the passive behavior of the original subscribers and intended to safeguard the interests of their late father Med Walukagga Kiyemba who was part of the original subscribers. Oppressive conduct, as noted in *Cliff Masagazi v Afriland First Bank Uganda Ltd (Company Cause No. 08 of 2020)*, requires more than a single unfair act, it must reflect a consistent pattern of behavior that infringes a member's rights and is carried out in bad faith. The key consideration is whether those in control have

consistently acted in a manner that is wrongful or inequitable towards a member specifically because of their position in the company. This standard ensures that only serious and sustained misconduct, not isolated disagreements or administrative lapses, amount to oppression.

116. Thus, in resolution of the third issue, I find that the Respondents' conduct was dishonest and carried out in bad faith. However, the evidence does not establish the consistent and sustained pattern of conduct required to meet the threshold for oppression under Section 243 of the Companies Act, Cap. 106 and decided cases. Minority member oppression petitions submitted to the Registrar of Companies serve as an alternative remedy to winding up, indicating that the conduct in question must be serious rather than merely isolated instances of unjust conduct. The conduct argued to amount to oppressive conduct must be such conduct that if left to continue would result in the winding up of the company. Accordingly, the Respondents actions, though irregular and dishonest, did not satisfy the test required to meet oppressive conduct within the meaning of the law.

***d. What remedies are available to the parties?***

117. The Registrar of Companies has 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) further states 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*

118. Having considered the evidence, I find that the resolutions, share transfer instruments, form 20 and the Amended Memorandum and Articles of Association submitted in favor of the Respondents were irregularly passed and improperly filed. Consequently, the first Petitioner was wrongfully deprived of his shareholding in Booster Investments Limited, as the proper procedures were not observed and the requisite documents were neither validly executed nor authorised.

119. As such, pursuant to Section 243 of the Companies Act Cap 106 and 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 conduct of the Respondents did not satisfy the consistent and sustained pattern of conduct required to meet the threshold for oppression under Section 243 of the Companies Act, Cap. 106, consequently I find that no oppression was occasioned to the Petitioners.*
2. *The second and third Petitioners are not members of Booster Investments Limited and therefore have no locus standi to institute a Petition under Section 243 of the Companies Act Cap 106.*
3. *The special resolution dated 25<sup>th</sup> July 2024 and registered on 29<sup>th</sup> July 2024 purporting to allot shares to the Respondents and amend the Company's Memorandum and Articles of Association be expunged from the register for having been irregularly passed.*
4. *The special resolution dated and registered 10<sup>th</sup> September 2024 purporting to transfer shares in Booster Investments Limited to the Respondents and amend the Company's Memorandum and Articles of Association be expunged from the register for having been irregularly passed.*

5. *Transfer of share stock form registered on 10<sup>th</sup> September 2024 transferring 5 Ordinary shares from the first Petitioner to Kiyemba Issac be expunged for having been irregularly endorsed.*
6. *Transfer of share stock form registered on 10<sup>th</sup> September 2024 transferring 80 Ordinary shares from Kamyia John Mukalazi to Kiyemba Issac be expunged for having been irregularly endorsed.*
7. *The Certificate of Transfer of Share Stock dated 10<sup>th</sup> September 2024, purporting to certify the transactions transferring 80 and 5 shares in Booster Investments Limited to the first Respondent is hereby declared null and void, and is to be expunged from the register for having been illegally endorsed.*
8. *The Board resolution dated 25<sup>th</sup> July 2024 and registered on 31<sup>st</sup> July 2024 in relation to the Company's land described as Block 111, Plot 525 land at Mawoto be expunged for being misleading and constituting an illegal endorsement.*
9. *The Board resolution dated 02<sup>nd</sup> November 2024 and registered on 03<sup>rd</sup> September 2024 dealing in the Company's land comprised in Kyagwe Block 111, Plot 525 land at Kiiwanga be expunged for being misleading and constituting an illegal endorsement.*
10. *A Board resolution dated 02<sup>nd</sup> November 2024 registered on 09<sup>th</sup> December 2024 dealing in Company land comprised in Kyagwe Block 111 Plot 525 land at Kiiwanga be expunged for being misleading and constituting an illegal endorsement.*
11. *The Board resolution dated 23<sup>rd</sup> July 2024 registered on 24<sup>th</sup> July 2024 appointing Kiyemba Isaac and Namuyiga Shamim as Company Directors and Kiyemba Isaac as Company Secretary be expunged for having been irregularly passed.*
12. *The Company form 20 (particulars of directors and secretary) dated 23<sup>rd</sup> July 2024 registered on 24<sup>th</sup> July 2024 be expunged for being misleading and constituting an illegal endorsement.*

13. *The Company form 18 (particulars of the registered office and the registered postal address) dated 18<sup>th</sup> July 2024 and registered on 19<sup>th</sup> July 2024 be expunged for being misleading and constituting an illegal endorsement.*
14. *The amended Memorandum and Articles of Association registered on 29<sup>th</sup> July 2024 be expunged for being misleading and constituting an illegal endorsement.*
15. *The amended Memorandum and Articles of Association registered on 10<sup>th</sup> September 2024 be expunged for being misleading and constituting an illegal endorsement.*
16. *That the Company register be restored to its original status before the impugned and illegal filings.*
17. *The register shall be rectified to reflect the legitimate shareholding status of the company as follows: John Mukalazi Kamyia holds 80 shares, Med Walukagga Kiyemba holds 15 shares and Peter Mukasa Ssali holds 5 shares, as indicated in the subscription pages of the original Memorandum and Articles of Association.*
18. *The two living subscribers Peter Mukasa Ssali and John Mukalazi Kamyia can pass further resolutions regulating the future conduct of affairs in this company including appointing a Board of Directors and filing a company address form (form 18).*
19. *The interests of the estate of the late Med Walukagga Kiyemba, an owner of 15 shares in the company shall be considered by the Company at all times.*
20. *I make no order as to costs.*

*I so Order.*

Given under my hand this 13<sup>th</sup> day of March 2026

*Daniel Nasasira*

*Assistant Registrar of Companies*