

3. The Company was established as a representative body of customs agents to ensure liaison between the authorities and its members.
4. The Company was incorporated with three initial subscribers, namely the Applicant Ayebare Lawrence, the First Respondent Maliho John and the Second Respondent Dickson Kejje Mbayo.
5. Pursuant to an ordinary Resolution dated 14th November 2023 and filed on 13th December 2023, the three initial subscribers were appointed to constitute the Board of Trustees, with the mandate to act as custodians of the Company's property and to oversee policy formulation on behalf of the Company, among other obligations. The said Resolution also appointed a Board of Directors/Governing Council with the three aforementioned initial subscribers listed as Directors. Ayebare Lawrence was appointed as the Chairperson, Jamil Miiro as the Vice Chairperson, Dickson Kejje Mbayo as the Secretary General, John Maliho as the Treasurer, and Amodoi Francis, Ilukol Augustine, and Mawanda Rashid as members. Amodoi Francis was also designated as the Chairman of the management committee.
6. By a Board Resolution dated 13th May 2025 and filed on 1st June 2025, the initial subscribers Ayebare Lawrence, Maliho John, and Dickson K. Mbayo resolved to open a bank account with Diamond Trust Bank (DTB) and resolved that each would be a signatory to the said bank account, with all to sign.
7. The Company proceeded to open and hold a bank account 0348394001 with Diamond Trust Bank (DTB), Kampala Road Branch.
8. Subsequently, by an Ordinary Resolution dated 22nd October 2025 and filed on 20th November 2025, the company filed a resolution removing the Applicant from the position of Chairperson of the Board of Directors of the Company. The Company resolved to replace him with Miiro Jamil (the Fourth Respondent).
9. Pursuant to the Applicant's removal as a member of the Board, a board

resolution was passed by the Company signed by Dickson Kejje Mbayo and Maliho John (the First and Second Respondents) removing the Applicant as a signatory of the Company's bank account in Diamond Trust Bank (DTB) and was replaced with Mr. Jamil Miiro (the fourth Respondent).

10. The Applicant filed this application seeking the expungement of the Resolutions removing him as a signatory to the Company account and as a member of the Board of Directors of the Company, claiming they were not validly passed.
11. The Respondents, through the second Respondent's statutory declaration maintained that the resolutions were validly passed, with sufficient notice issued to the Applicant.

C. Applicant's Case

12. The Applicant contended under paragraphs 2, 3 and 4 of his Statutory Declaration, that he was one of the three initial subscribers of the Company. He further averred that the Company maintains account number 0348394001 with Diamond Trust Bank in the name of Customs Agents Single Umbrella Organisation Limited. He maintained that the signatories to the bank account had always been himself, Mr. Maliho John, and Mr. Dickson Kejje Mbayo.
13. The Applicant contended under paragraph 5 of his Statutory Declaration that on 20th October 2025, a fraudulent resolution was filed with the Uganda Registration Services Bureau (URSB), through which he was unlawfully removed as a signatory to the Company's bank account. He further stated under paragraph 6 that three members of the organisation, Mr. Maliho John, Mr. Dickson Kejje Mbayo, and Mr. Miiro Jamil connived to remove him as a signatory to the bank account and replaced him with Mr. Miiro Jamil, who then fraudulently withdrew UGX 8,000,000/= (Eight Million Shillings) from the bank account. The Applicant contended under Paragraph 7 of his Statutory Declaration that the board had

never called for a meeting to change the original signatories of the account.

14. The Applicant intimated under paragraph 8 of his Statutory Declaration that the Company wrote to the Uganda Registration Services Bureau (URSB) on 17th October 2025, under Reference No. CASUO/RG/CV2/10/25 and again on 7th November 2025 vide Reference No. CASUO/RG/AP2/11/25 notifying URSB of a fraudulent resolution that had been registered with the ill intent of misappropriating company funds and without the knowledge or approval of the Chairperson (the Applicant) and the entire Board of Directors.
15. Under paragraph 9 of his Statutory Declaration, the Applicant sought the striking out of the resolution registered on the 20th day of October 2025 from the Company's documents.

D. Second Respondent's Case

16. In reply to paragraph 2 of the Applicant's statutory declaration, the second Respondent asserted in paragraph 3 of his own declaration that although the Applicant remained a founding member of the Company, such status did not confer any entitlement to perpetual tenure as chairperson, director, or trustee.
17. Under paragraphs 3(b) and 3(c) of his statutory declaration, he contended that the Applicant attended and chaired a board meeting on 2nd October 2025, but the agenda was not concluded, which necessitated a further meeting scheduled for 13th October 2025 to finalise outstanding matters. He maintained that the Applicant was duly notified of the subsequent meeting but chose not to attend.
18. Under paragraphs 3(d), (e), (f), and (g) of his statutory declaration, the second Respondent asserted that the General Secretary was directed to review the Company's Articles of Association and advise on the lawful removal of a board member acting contrary to the Company's objectives. He maintained that based on the General Secretary's findings, a third meeting was convened on 22nd October

2025 where the Applicant was lawfully removed from the offices of Chairperson, Board Member, and Trustee in accordance with the Articles of Association and upon the requisite quorum being met. He further maintained that the Applicant was duly notified of the meeting but failed to attend.

19. In response to paragraphs 4 and 5 of the Applicant's statutory declaration, the second Respondent contended that under the Articles of Association, bank account signatories could be removed by a Board resolution for accountability and operational purposes. He asserted that the Applicant's removal followed a duly convened Board meeting held on 13th October 2025, at which the required quorum was present and that the resolution was signed by the directors in attendance and properly filed.
20. Under paragraph 6 of his statutory declaration, the second Respondent asserted that the withdrawal of UGX 8,000,000/= was authorised by a Board resolution passed at the meeting of 13th October 2025 for purposes of the Company's day to day operations. He maintained that although the Applicant was notified, he elected not to attend that meeting.
21. The second Respondent in response to paragraphs 7 and 9 of the Applicant's statutory declaration maintained under paragraph 7 that the board meeting held on the 13th of October 2025 was duly convened with invitations issued to all directors, including the Applicant. He maintained that the necessary quorum was attained.
22. In response to paragraph 8 of the Applicant's statutory declaration, the second Respondent contended under paragraph 8 of his statutory declaration that the letters referenced by the Applicant were written in his personal capacity and did not represent the position of the company, as the Applicant had not provided minutes from the board authorising him to write or act on behalf of the Company.

23. The second Respondent, under paragraph 10 of his statutory declaration, contended that the resolution referred to in paragraph 11 of the Applicant's statutory declaration established the Board of Trustees, confirmed the status of the founding members and introduced the members of the Board of Directors.
24. The second Respondent further argued under paragraph 10 that by denying the resolution that appointed him as the Chairperson of the Board, the Applicant would be refuting his own lawful appointment and participation as a Director, Trustee, and founding member, a position the second Respondent contended was contradictory and self-defeating.
25. The second Respondent under paragraphs 11, 12, and 13 of his statutory declaration maintained that the Applicant's statutory declaration contained misrepresentations intended to mislead the Registrar and challenge lawful Board actions. He contended that granting the relief sought would undermine the authority of the Board and disrupt proper corporate governance. He argued that the Applicant's statutory declaration be dismissed and the Board's lawful resolutions upheld.

E. Applicant's case in rejoinder.

26. In reply to paragraph three of the Second Respondent's Statutory Declaration, the Applicant contended that the Second Respondent acknowledged the Applicant's capacity as Chairman, with the Applicant having chaired a meeting on 2nd October 2025 with the agenda containing no item relating to the dismissal of the Chairman, contrary to the Second Respondent's claims. He further contended that a timeline for the subsequent meeting was not provided and was expressly contingent upon the availability of a financial report from the third Respondent, who was alleged to have misappropriated the funds of the organisation/company.
27. The Applicant under paragraphs 5, 6 and 7 of his rejoinder, stated that the Second

Respondent, having acknowledged the Applicant's capacity as Chairman, failed to appreciate that the Applicant was vested with the authority to convene subsequent meetings for purposes of accountability. The Applicant further stated that he did not endorse the convening of the alleged meeting of 13th October 2025. He added that the said meeting was convened in contravention of the Constitution, which required a minimum of seven days' notice, and it was unlawfully initiated by the First Respondent on a three (3) days' notice, which contravened internationally acceptable procedures of conducting meetings and also defiled the Company's Constitution.

28. Under paragraphs 8 and 9 of the Applicant's rejoinder, he contended that the secretary (the second Respondent) adamantly ignored the Constitutional mandate of the chairperson, which was an act of insubordination to the chain of command under organisational structure. He added that as a chairperson, he constitutionally objected to the meeting on the 13th of October 2025 in accordance with the Company's Memorandum and Articles of Association.
29. In response to paragraph 3(e) of the Second Respondent's Statutory Declaration, the Applicant contended under paragraph 10 of his rejoinder, that the Second Respondent erred and acted with the ill intention of misleading the Office of the Registrar General by stating that the Applicant was lawfully removed from the chairmanship on 22nd October 2025, whereas the alleged resolution was filed with the Uganda Registration Services Bureau (URSB) on the 20th October 2025.
30. The Applicant in response to paragraph 3(f) of the second Respondent's statutory declaration stated under paragraphs 11 and 12 of his own declaration that the alleged meetings did not take place but the Respondents simply moved minutes for signing, as evidenced by the different dates of signing. He contended that this was contrary to an authenticated handwritten and signed attendance list in an

ordinary meeting and countersigned by the presiding chairperson. He added that the second Respondent erred in fact when he printed and presented fabricated minutes for signing without the signature of the chairperson who convened the meeting.

31. The Applicant stated in paragraph 13 of his rejoinder in response to paragraph 5(h) of the second Respondent's statutory declaration regarding the change of bank signatories that the signatories could only be changed following a duly called Annual General Meeting of the Company, which is the Supreme Body according to the Company's Constitution.
32. In response to paragraph 5(J) of the second Respondent's statutory declaration regarding the resolution removing the Applicant as a signatory to the bank account, the Applicant contended under paragraphs 14 and 15 of his rejoinder that the resolution in contention was not properly signed by the authorised persons, as the resolution that introduced the Respondents was registered in bad faith. The Applicant/chairman maintained that his signature was impersonated and asked the same to be struck out on the basis that the signature on the resolution was not the Applicant's.
33. In response to paragraph 6 (K) and (L) of the second Respondent's statutory declaration, the Applicant argued under paragraph 16 of his rejoinder that the Respondent erred in fact when he mentioned that he withdrew eight million shillings and subsequently two million shillings was sanctioned by the board, without purpose and endorsement of the chairman that presided over the said meeting. He argued that this was intended to defeat justice.
34. In paragraph 8 of the second Respondent's statutory declaration regarding the fact that the letters written by the Applicant were in his personal capacity and not the Company's, the Applicant contended under paragraph 17 of his rejoinder that this

position contradicted the Respondent's position under paragraph 3(b) when he acknowledged that the Applicant chaired the meeting.

35. The Applicant contended under paragraph 18 of his rejoinder that all other claims by the second Respondent were denied and intended to mislead the office of the Registrar General. He prayed that the documents be struck out, that the first Respondent be replaced with Rashid Mawanda as treasurer and that the status quo be maintained to have the Applicant as Principal Director and signatory to the Company's bank account with any other two members.

F. Issues

36. Considering that the respective parties submitted their pleadings, including the Statutory Declarations pursuant to Section 286 of the Companies Act Cap 106, I informed the parties that the ruling would be issued on notice. For purposes of resolving this dispute, I find that only two issues are sufficient to conclusively determine the matter.

a) *Whether the contested documents were validly passed?*

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

I. Determination

a) ***Whether the contested documents were validly passed?***

37. The Applicant filed this application seeking the expungement of various resolutions, including; an ordinary resolution filed on 13th December 2023 appointing a Governing Council/Board of Directors, a Board resolution dated 20th October 2025, by which the Applicant was removed as a signatory to the Company's bank account No. 0348394001 held at Diamond Trust Bank, Kampala Road, and replaced with Mr. Jamil Miiró and an ordinary resolution dated 20th November 2025, wherein the Applicant was removed as a member of the Board of Directors of the Company. This decision shall examine the said documents and

determine whether the same were validly passed.

38. The Applicant disputed the authenticity of the ordinary resolution filed on 13th December 2023 appointing a governing Council/Board of Directors, under paragraph 14 of his statutory declaration in rejoinder wherein, he stated that *“the resolution which introduced the Respondents was registered in bad faith with an impersonated and forged signature of the Chairperson (Lawrence Ayebare).”*
39. The Applicant added under paragraph 15 of his rejoinder that *“the said resolution should of necessity be struck off as it bears a signature that is totally not a true signature of the applicant (Mr. Ayebare Lawrence).”*
40. The issue for determination in this matter is whether the Applicant participated in the meeting held on 14th November 2023, which allegedly resulted in the filing of the ordinary resolution dated 13th December 2023, and whether such a meeting in fact took place. I shall proceed to consider the prevailing circumstances surrounding the said resolution.
41. Section 136 of the Companies Act Cap 106 is to the effect that such meetings shall be called by a twenty-one (21) days' notice in writing. It was the Applicant's position that he was never served with the notice inviting him to participate in the impugned meeting that resulted into the appointment of directors. Additionally, he argued that his signature on the resolution was fabricated. In the absence of any evidence to the contrary establishing that the Applicant was duly served with a notice inviting him to the said meeting, I find that no such notice was given as required under company law.
42. Section 148 of the Companies Act, Cap. 106 further states that;
 - (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...

43. The interpretation of Section 148 is that companies are required to maintain accurate minutes of all proceedings at general meetings and directors' meetings, which serve as the official record of decisions and deliberations. These minutes, when properly recorded, are considered *prima facie* evidence of the proceedings and create a legal presumption that the meetings were duly held and convened. This presumption protects the company and its decisions, placing the burden on anyone challenging a resolution to provide credible evidence to rebut it.
44. The Respondents did not produce minutes or other formal records from the alleged meeting on November 14th, 2023, where the resolution appointing the board of directors was passed and the Applicant's signature was affixed. In the absence of proof such as notice, minutes or attendance records to prove that the meeting took place as required under company law, I am persuaded to accept the Applicant's assertion that the said meeting did not take place and that his signature was merely affixed to the resolution without his authority or consent.
45. The Applicant provided a forensic analysis report issued by the Directorate of Forensic Services to corroborate his stated position that his signature was fraudulently affixed onto the ordinary resolution filed on 13th December 2023. The report examined the Applicant's signature on the said Company ordinary resolution. The resolution introduced the Applicant, the First to Fifth Respondents, and Mawanda Rashid as members of the Governing Council/Board of Directors. The Applicant's signature appearing on the said resolution was compared with signatures appearing on other company documents executed by the Applicant. Upon such comparison, it was

concluded that the Applicant did not sign the said resolution. The findings section of the forensics report revealed that the sample signatures on exhibits A, B, B1, C, D, and H and the questioned signature attributed to Ayebare Lawrence on exhibit QD differed fundamentally in the following areas: skill and manner of execution, formation of the initial and terminal strokes, shaky pen movement observed in the questioned signature whereas not in the samples, alignment of the baseline, design of the middle part of the signature, relative sizes and proportions of strokes and loops, complexity, skill, fluency of writing, relative length of the underline, and use of a dot in the sample signatures. The conclusion of the expert was that based on the fundamental differences observed, there was strong evidence to show that the author of the sample signatures on exhibits A, B, B1, C, D and H did not sign the questioned signature on exhibit QD, which was the Board resolution constituting the Board of Directors.

46. Justice Stephen Mubiru in *Iwa Richard Okeny V Obol George Okot Miscellaneous Application No. 063 of 2012* highlighted that an expert is not a witness of fact and his/her evidence is only advisory. The learned judge opined that a court will *not act* on the *opinion of the expert* unless the facts upon which the *opinion* is based are proved in evidence. In this instance, I find that the forensic experts' assessment, as detailed in the forensic Police report Ref: NO: DFS/191/033/026, substantiates that the Applicant's signature was illegally affixed on the resolution registered on 13th December 2023, without his knowledge/consent or adhering to the necessary procedure for his involvement in the meeting, specifically by failing to issue a notice of the meeting or provide minutes/attendance records for the contested meeting. The evidence of the expert coupled with the non-issuance of notice and lack of minutes/attendance records for the meeting convincingly demonstrates that the signature on the said resolution could not be the Applicant's signature. It is a recognised principle that once

an illegality is brought to the attention of court, it cannot be ignored. The principle is emphasized in the case of *Makula International Ltd vs. His Eminence Cardinal Nsubuga & Anor. (1982) HCB 11*, where the court stated that, “a court cannot sanction what is illegal and an illegality once brought to the attention of court overrides all questions of pleadings including admissions made therein.” The same principle applies to proceedings before the Registrar of Companies.

47. The illegality in this context is in regards to the filed resolution appointing the parties as directors of the company, wherein the signature of the Applicant was fabricated. In light of the foregoing, I find that the alleged meeting on 14th November 2023, during which the resolution to appoint the initial Board of Directors was purportedly made, did not occur, as there is no evidence of notice under being issued or minutes being recorded as mandated by Sections 136 and 148 of the Companies Act Cap 106 respectively, and the Respondents have failed to provide any documentation to verify its occurrence. I further find that the Applicant has presented sufficient evidence to establish that his signature was affixed to the resolution without his knowledge or consent. To permit the appointments arising therefrom to stand would amount to condoning an illegality that has come to the attention of the Registrar of Companies, who as a custodian of the Companies register is tasked with ensuring the accuracy and legitimacy of the register.

48. Having established that the resolution filed on 13th December 2023 was illegally passed, all resolutions passed by this irregularly appointed Board including the Board resolution dated 20th October 2025, by which the Applicant was removed as a signatory to the Company’s bank account No. 0348394001 held at Diamond Trust Bank, Kampala Road, and replaced with Mr. Jamil Miuro, was irregularly passed. In the same vein, the resolution dated 7th June 2025, which appointed signatories to the company bank account, was executed erroneously, as it was passed and signed by Mr. Ayebare

Lawrence, Mr. John Maliho, and Mr. Dickson Kejje Mbayo in their roles as Directors, yet they were irregularly appointed under the ordinary resolution dated 16th November 2023 that bore Ayebare Lawrence's fabricated signature. Resolutions that are passed by people without authority are considered null and void and their outcome is considered worthless, as was established in *Fang Min Vs Uganda Hui Neng Mining Limited and 5 Others HCCS No. 318 of 2016*, where it was held that, "*resolutions passed by people devoid of authority to do so...are null and void. Since those meetings are null and void, they render the outcome worthless.*"

49. Another resolution that is contested is the resolution registered on 20th November 2025. In the said resolution, signed by Mr. Dickson Kejje Mbayo and Mr. Maliho John in their capacity as members, the Applicant was removed as a member of the Company's Board of Trustees and as Chairperson of the Governing Council/Board of Directors, and was replaced in both positions by Mr. Jamil Miiro. The Applicant was further removed from the Company's Governing Council/Board of Directors and replaced by Ms. Ndegemo Barbra.

50. The Applicant claimed that Mr. John Maliho, Mr. Dickson Kejje Mbayo, and Mr. Jamil Miiro conspired to oust him as Chairperson of the Company Board/Governing Council. Given that the resolution appointing the Applicant as chairperson of the Board was irregularly filed following an unsanctioned meeting and that it bore the Applicant's fabricated signature, it follows that there was no need to remove the Applicant as Chairperson/Board member since he was never legitimately appointed one.

b) What remedies are available to the parties?

51. 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 the Companies 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. Consequently, all allegations regarding the offence of forgery are better pursued in a criminal court that has jurisdiction to prosecute this offence. Similarly, allegations relating to the withdraw of the UGX 8,000,000/= from the Company account in Diamond Trust Bank cannot be litigated before the Registrar of Companies whose jurisdiction relates to rectification of the register to ensure the same is up to date and accurate. The Applicant can pursue this claim in the appropriate forum that has jurisdiction to adjudicate the same.

52. *Regulation 8 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016* cited above provides that the registrar may rectify and update the register to ensure that the register is accurate. In light of the findings and resolutions in this case discussed above and pursuant to *Regulation 32 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016*, I make the following orders;

1. *The Ordinary Resolution dated the 13th day of December 2023 appointing the Applicant and Respondents as Directors/members of the Board of Directors of the Company be expunged from the register for being illegally endorsed.*
2. *The company form 20 (particulars of directors and secretary) dated the 13th day of December 2023, be expunged from the register for being wrongfully obtained.*
3. *The Board Resolution registered on 7th June 2025 appointing the Applicant together with Mr. Maliho John and Mr. Dickson Kejje Mbayo as signatories to the company bank account be expunged from the register for being wrongfully obtained.*
4. *The Board Resolution registered on 20th October 2025 removing the Applicant as a*

signatory to the bank account and replacing him with Mr. Jamil Miuro be expunged for being wrongfully obtained.

5. *The Ordinary Resolution dated 20th November 2025 removing the Applicant as a member of the Board of Trustees, as Chairperson and as a member of the Company's Board of Directors, and appointing a new Board of Directors be expunged for having been wrongfully obtained.*
6. *Company Form 20 (particulars of directors and secretary) dated 20th November 2025, be expunged for having been wrongfully obtained.*
7. *The three founding members namely, Ayebare Lawrence, Dickson Kejje Mbayo and Maliho John, shall have a member's meeting to appoint a board of directors and/or appoint/admit other members legally into the company.*
8. *The Appointed Company Secretary will ensure that the necessary filings including the resolution and form detailing the particulars of the Directors and Secretary is filed at the Companies Registry.*
9. *Each party shall bear their own costs*

I so order.

Given under my hand, this 09th day of March 2026.

Daniel Nasasira

Ass. Registrar of Companies