



**THE REPUBLIC OF UGANDA**  
**IN THE MATTER OF THE COMPANIES ACT CAP. 106**  
**AND**  
**IN THE MATTER OF THE COMPANIES (POWERS OF THE REGISTRAR)**  
**REGULATIONS SI NO. 71 OF 2016**  
**AND**  
**IN THE MATTER OF DOLMA ASSOCIATES LIMITED**  
**COMPANY APPLICATION NO. 02588 OF 2025**  
**BRN: 80010000302588**

1. DOLMA ASSOCIATES LIMITED
2. DONNIE JAPYEM ODOCH:.....:APPLICANTS

**VERSUS**

1. ORINGI ENDRE JAMES
2. OJUKO JOEL COX:.....:RESPONDENTS

**RULING**

*Before: Daniel Nasasira - Assistant Registrar of Companies*

**A. Representation.**

1. *Tiba Ngongo Ssanyu & Co. Advocates represented the Applicants, whereas Joel Cox Advocates represented the Respondents.*

**B. Introduction and Background**

2. The first Applicant, Dolma Associates Limited, is a private limited liability company duly incorporated under the laws of Uganda vide Registration Number 80010000302588 (hereinafter referred to as the 'Company')
3. The Second Applicant is a male adult Ugandan of sound mind, a member and Director of Dolma Associates Ltd.

4. The first and second Respondents are male adult Ugandans of sound mind, with the first Respondent doubling as a member and Director of Dolma Associates Ltd., and the second Respondent as the Company secretary.

**C. Applicants' Case**

5. The second Applicant under paragraphs 3 and 4 of his Statutory Declaration in support of the Application deposed that since the incorporation of the first Applicant (the Company), it had only two subscribers/shareholders who doubled as its Directors. The two included Donnie Japyem Odoch, the second Applicant herein, and Dick Lawrence Omara. In addition, that since the incorporation of the Company, the management of the Company has been under the control of the second Applicant and his co-director and shareholder, Dick Lawrence Omara. The Second Applicant also stated that he was the Secretary of the Company and annexed the Company's Articles and Memorandum of Association in support of his position.
6. The Second Applicant contended under paragraph 5 of his Statutory Declaration that, to his dismay, he learnt that the Companies register and file of Dolma Associates contained registered company resolutions and company forms that were purportedly filed and signed by the company officials, which, to the best of his knowledge, had never been passed or sanctioned by the Company. The contested documents include;
  - a) *A Special Resolution dated 29<sup>th</sup> June, 1995, purporting to appoint James A.E Oringi, the first Respondent, as Chairman/Managing Director of White Rhino Hotel. Further, that the said James A.E Oringi be the principal signatory to all the cheques and legal documents drawn by the White Rhino Hotel (1995) Ltd. The second Applicant stated that Dolma Associates had purchased White Rhino Hotel in 1995.*
  - b) *An undated resolution filed on 21<sup>st</sup> March, 1996, purporting to allot 50% of the Company's shares to James Anthony Edree Oringi, the first Respondent in this matter. The second Applicant contended that the company never passed this*

*resolution and further that the resolution did not indicate when and where the said company meeting was convened.*

- c) Return of Allotment (Form A3 at the time) filed on 21<sup>st</sup> March, 1996, allotting 50% shares in Dolma Associates Ltd. to James Anthony Endree Oringi. The second Applicant argued that the Company did not authorize or endorse the filing of the Return of Allotment.*
  - d) Company Form 18 (Notice of Situation of the Registered Office and Postal Address) dated 7<sup>th</sup> November 2024 and filed on 8<sup>th</sup> November 2024, changing the Company's registered physical address to Wakiso, Entebbe Division A, Central Ward, Lunngo East, P.O. Box 702466.*
  - e) An ordinary resolution dated 10<sup>th</sup> December 2024 and filed on 11<sup>th</sup> December 2024 purporting to terminate the directors of the Company and appoint the first Respondent and the second Applicant as Directors and the second Respondent as Company secretary.*
  - f) Company Form 20 (Notification of Appointment of Director and Secretary) filed on 11<sup>th</sup> December 2024, indicating Oringi Endre James, the first Respondent, as Director, and Ojuko Joel Cox, the second Respondent, as the Company Secretary.*
  - g) Annual Returns filed covering a period of approximately 27 years.*
7. The Second Applicant deposed that the resolution dated 10<sup>th</sup> December 2024 and filed on 11<sup>th</sup> December 2024 terminating the directors of the Company at the time and appointing himself and the first Respondent as Directors, and the second Respondent as Company Secretary, bore his fabricated signature. He maintained that he did not sign such a resolution, and neither did the Company convene a Board meeting to that effect.
8. The Second Applicant also averred that the first Respondent, James Endre Oringi, without the Company's authority, conducted a company data update for Dolma Associates Ltd, and took over control of the Company's OBRS Account, and further that on the 7<sup>th</sup> November 2024, he fraudulently, registered

Company Form 1 (Beneficial ownership form) and appointed himself as a beneficial owner of the Company, which was done illegally and without the company's authority, knowledge or consent

9. In addition, the Second Applicant asserted under paragraphs 18 and 19 of his Statutory Declaration that he learnt that the first and second Respondents on 20<sup>th</sup> December 2024 filed Annual Returns for 27 years without the Company's knowledge, consent, or authority. He stated that the company had never authorized the first and second Respondents to file the said return and that the two had no capacity to act for and on behalf of the company.
10. The second Applicant stated that since the company was incorporated, it has always had two shareholders and directors, and the said resolutions and purported company forms could not be passed by one director without the others' knowledge or consent. He contended in paragraphs 21, 22, 23, and 24 that the contested resolutions and filings were not by the company but rather were all fraudulently registered and should be expunged from the company register. That the Company had never terminated the office of its directors, had never appointed the 1<sup>st</sup> Respondent as its director or allotted shares to him, and had never appointed the second Respondent as company secretary, but rather that all the impugned filings were registered through fraud and fabrication of the second Applicant's signature without any properly convened company meeting.
11. The second Applicant deposed that the first Respondent has never had any active role in the management of the company, has never been a shareholder of the company, and that all these contested actions were done through fraud without due process and authority from the company. He sought for all fraudulently registered resolutions to be expunged and for the company's Online Business Registration Services (OBRS) account to be restored to the control of the rightful and authorized members of the company.

*D. Respondents' Case*

12. The first Respondent, in his Statutory Declaration in reply to the complaint, denied each and every allegation contained in the complaint therein as false, misleading, unfounded, and calculated to misrepresent the true position of the company's records. He deposed under paragraph 4 that he was allotted 50% shares in the company by way of a resolution, which he claimed was duly signed together with the return of allotment by the then chairperson, the second Applicant, Donnie Japyem Odoch. In addition, he stated in paragraphs 5 and 6 that all company resolutions and statutory forms registered on the company file of Dolma Associates Limited were duly lodged with the Registrar of Companies in accordance with the law and denied that the resolutions were fraudulently registered, rather, he asserted that the second Applicant voluntarily signed the resolutions and company forms.
13. The first Respondent, under paragraph 7 of his Statutory Declaration, and in relation to his shareholding, deposed that a company meeting was held in that regard and a board resolution was passed to allot 50 percent shares to him, which board resolution was purportedly endorsed by the second Applicant, Donnie Japyem Odoch. He further asserted that his appointment as a director and the second Respondent's appointment as Company secretary were lawfully done, claiming that relevant resolutions and forms were filed.
14. The first Respondent in paragraphs 9 and 11 of his Statutory Declaration strongly denied the allegations of fabricating the second Applicant's signature whatsoever, and that he would be put to strict proof of this allegation. He denied the allegations that the annual returns filed on or about the 20<sup>th</sup> of December 2024 were fraudulent or unauthorized. In his view, the returns were filed in good faith to regularize the company's statutory compliance obligations. He further stated in paragraph 10 that access to the Company account on the OBRS system was obtained lawfully and in compliance with URSB procedures.

15. The first Respondent averred that the second Applicant's allegations were intended to frustrate the affairs of the company, mislead the Registrar, and reverse duly registered company actions.
16. He concluded by asserting that the allegations of the second Applicant were not only defamatory but also caused him a lot of mental anguish, on the grounds that the claims were allegedly baseless and unexpected from him as a person who purportedly knew the truth about the company's affairs.

*E. Rejoinder*

17. The second Applicant in paragraph 3 of his statutory declaration in rejoinder maintained that the first Respondent was not a legitimate Director and/or shareholder of the first Applicant, and that the second Respondent was never legally appointed as company secretary. He deposed that the two fraudulently registered themselves on the register without the knowledge of the legitimate directors and shareholders of the company.
18. The second Applicant in paragraph 5 of his rejoinder reiterated his averments in paragraph 9 of his Statutory Declaration in support of the Complaint, stating that no resolution was passed by the company to allot 50% shares to the first Respondent, and that he was not aware of any company meeting that passed the said resolution.
19. In addition, he stated in paragraph 6 of his rejoinder that the Company had never passed any resolution to appoint the second Respondent as its company secretary and that the Respondents connived, fraudulently signed, and registered a resolution appointing the second Respondent as secretary without the company's authority. He further intimated that all the contested company forms were fraudulently registered without proper and lawful procedure being followed.
20. The second Applicant maintained under paragraphs 9, 10, and 11 of his rejoinder that he had never signed the impugned resolutions, that his signature was fabricated by the first Respondent, and no company meetings were

convened to that effect. He deposed that after learning of the existence of the impugned resolutions, the Applicants filed this Application.

21. In paragraph 12, he stated that whereas the registrations of 29<sup>th</sup> June 1995, 21<sup>st</sup> March 1996, and 3<sup>rd</sup> March 1996 bear the signature of Dick Lawrence Omara, a subscriber from incorporation, the same had never been passed by the Company. Further, in paragraph 14, that the first Respondent did not have the authority to sign the ordinary resolution dated 10<sup>th</sup> December 2024, purportedly appointing himself as a company director.
22. The second Applicant intimated that the Company instructed the second Respondent to update its company register in the year 2024, because the company had been deregistered and needed a data update. That he was strictly instructed to open the company OBRS account and hand it over to the company. He reiterated that the company never authorized the Respondents to effect any changes on its file at the Companies registry or register any additional and unauthorized resolutions or forms.
23. The second Applicant emphasized that the management of the company business has at all material times been conducted by its lawful directors, himself and Dick Lawrence Omara, but not the Respondents.
24. The second Applicant restated the prayers contained in the Complaint and the Statutory Declaration in support thereof, that all the alleged illegally filed resolutions and company forms be expunged from the companies register, and management and control of the Company OBRS account be restored to the control of its lawful directors.

**F. Schedules**

25. At the closure of the hearing of this matter, I instructed both counsel to present written submissions and issued schedules as follows;
  - a) *Written submissions from the Applicants were to be filed and served by the 6<sup>th</sup> day of March, 2026.*
  - b) *Written submissions from the Respondents were to be filed and served by*

*the 13<sup>th</sup> day of March 2026.*

- c) *Any submissions in rejoinder were to be filed and served by the 20<sup>th</sup> day of March 2026.*

26. The parties were informed that the ruling would be issued on notice.

**G. Issues**

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

- a. *Whether the contested documents were validly filed?*  
b. *What remedies, if any, are available to the parties?*

**H. Determination**

- a. **Whether the contested documents were validly filed?**

28. The second Applicant deposed that since the incorporation of the first Applicant, Dolma Associates Limited, the Company had only two subscribers/members who also served as its directors, namely Donnie Japyem Odoch, the second Applicant herein, and Dick Lawrence Omara. The second Applicant contended that he later discovered that the Companies Register and the Company file contained various resolutions and company forms purportedly filed on behalf of the Company, which, to the best of his knowledge, had never been passed, approved, or sanctioned by the Company.

29. A principal document contested is an undated resolution filed on 21<sup>st</sup> March 1996 purporting to allot 50% of the Company's shares to James Anthony Edree Oringi, the first Respondent. The second Applicant asserts that the Company never passed such a resolution and further contends that the document does not indicate when or where the meeting authorizing the allotment was convened. The said resolution forms the foundation upon which subsequent resolutions and filings were made. If the said allotment was irregular, then all subsequent filings predicated upon that allotment would be equally defective.

30. The first Respondent denied the allegations, asserting that he was validly allotted 50% of the Company's shares pursuant to a duly passed Board

resolution. He contended that a company meeting was convened at which the resolution was passed, and that he provided monetary consideration in exchange for the shares allotted to him. During the hearing, the first Respondent maintained that he made financial contributions to the Company at the material time in consideration for the shares issued to him. The second Applicant disputed this assertion, contending that the first Respondent did not contribute any funds to the Company and that it was instead the second Applicant who financed the establishment and operation of the Company's business.

31. The Company was incorporated in 1995, and the impugned allotment is alleged to have occurred in 1996. The dispute regarding the validity of the allotment has therefore arisen approximately thirty (30) years after the impugned resolution was filed with the Companies Registry. The determination of whether the allotment of shares to the first Respondent was valid is central to the resolution of the present Application, as the second Applicant challenges the very membership of the first Respondent in the Company.
32. Determining whether the first Respondent is indeed a valid member of the Company would require the adjudication of contested rights, including whether consideration was provided for the shares allegedly allotted, whether the parties reached an agreement regarding ownership interests in the Company, and the legal effect of any such agreement. These issues involve a detailed inquiry into contested facts and require the taking and testing of evidence, including examination of the circumstances surrounding the alleged contribution of funds and the intentions of the parties at the time of incorporation and thereafter.
33. Such an inquiry goes beyond an examination of defects apparent on the face of the register and would require substantive judicial determination of the parties' respective rights and obligations. The expungement of documents in these circumstances would have significant consequences, also considering the

duration of 30 years since the passing of the said contested Board resolution allotting shares to the Respondent, as it would effectively determine the question of membership and ownership of the Company. It is therefore necessary that such issues be resolved only after a full and proper interrogation of the evidence by a court of competent jurisdiction.

34. Regulation 8 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016 applies to defects that are objective and apparent from the face of the record. The Registrar's role under this provision is to maintain the accuracy and integrity of the Companies Register. This distinction is critical. Where the issue can be resolved through examination of the documents on record and clear irregularities that are apparent on the companies register, the Registrar may intervene to rectify the register. However, where the issue involves disputed facts regarding the validity of corporate decisions, the existence of consideration for shares, the intention of the parties, or competing claims of membership, the matter moves beyond the powers contemplated under Regulation 8 into the realm of substantive adjudication.
35. In the present case, the issues raised involve competing assertions as to whether consideration was paid for the shares, whether the impugned resolution was genuinely passed, whether the parties intended the first Respondent to hold shares in the Company, and whether subsequent filings were properly predicated upon that allotment. These questions cannot be resolved solely by examining the face of the documents lodged with the Registrar, but instead require evaluation of evidence and determination of contested legal rights. Such matters fall within the jurisdiction of the High Court of Uganda, which is vested with unlimited original jurisdiction in all civil matters.
36. Accordingly, I find that the Registrar of Companies lacks jurisdiction to determine the legality of the impugned allotment or to expunge the contested documents.

*b. What remedies, if any, are available to the parties?*

37. Whereas the Registrar possesses authority under Regulation 8 to expunge documents from the register in appropriate circumstances, the exercise of that power is confined to situations where the defect is apparent on the face of the record and does not require the determination of contested rights. In the present matter, the issues raised concern competing claims regarding membership of the Company, including whether consideration was provided for the shares, whether any agreement existed between the parties regarding ownership of the Company, whether the impugned resolution of 1996 was duly passed, and the legal consequences arising therefrom. These matters raise substantive questions of fact and law that fall outside the statutory mandate of the Registrar, as their resolution would require a detailed inquiry into the surrounding circumstances and evaluation of evidence.
38. The question whether the first Respondent was validly allotted shares in the Company necessarily involves the determination of title to membership, which the High Court has power to do under Section 121(3) of the Companies Act, Cap. 106. The said provision empowers the Court to determine any question relating to the entitlement of a person to have his or her name entered in or omitted from the register of members. Accordingly, where resolution of the dispute depends on establishing the validity of the allotment, the existence of consideration, or the intentions and agreements of the parties, the matter moves into the realm of substantive adjudication properly exercised by the High Court.
39. Section 121(1) of the Companies Act Cap. 106 specifically provides; “Where—
- (a) *the name of any person is without sufficient cause entered in or omitted from the register of members of a company; or*
  - (b) *default is made or unnecessary delay takes place in entering on the register the fact of any person having ceased to be a member,*

*the person aggrieved or any member of the company or the company, may apply to the court for rectification of the register”.*

40. This provision empowers the High Court to inquire into the circumstances under which a person’s name was entered in the register, to determine whether the entry was made without sufficient cause, and to order rectification where appropriate. In *Ushanga Limited v Registrar of Companies and Another* (Miscellaneous Cause No. 32 of 2025) [2025] UGCommC 319 (8 September 2025), Court invoked Section 121 to order rectification where the entry of a member lacked sufficient cause. Justice Patience T. E. Rubagumya confirmed that where membership is disputed, or a person denies consent to being a shareholder, the Court may investigate and order rectification. Her Lordship at page 12 stated, “Section 121 (1) (a) and (4) of the Companies Act empowers this Court to cause the rectification of the register, where the name of any person is, without sufficient cause, entered in the register of members of the company.”
41. In exercising this power, the Court may examine evidence relating to the existence of agreements between the parties, the provision or absence of consideration for shares, the validity of resolutions, and the intentions of the parties at the time of incorporation or allotment. The Court is empowered to extensively receive oral and documentary evidence, assess the credibility of witnesses, and conclusively determine disputed rights.
42. In addition, Regulation 8(2) (g) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 is to the effect that *‘the registrar may expunge from the register, any information or document included in the register, which – a court has ordered the registrar to expunge from the register.’* This means that once the High Court determines the legality or otherwise of the contested allotment and any other related filings, and orders rectification of the register, the Registrar is empowered to give effect to that order by updating the Companies Register accordingly.

43. In light of the foregoing, the appropriate forum for the determination of the issues raised in this Application is the High Court of Uganda, which possesses the jurisdiction necessary to fully inquire into the contested facts and determine the rights of the parties. Pursuant to Regulation 32 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016, this Application is hereby dismissed for want of jurisdiction, with no order as to costs.

*I so Order.*

Given under my hand this 02<sup>nd</sup> day of April 2026

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*Daniel Nasasira*

*Assistant Registrar of Companies*