



**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 HOIMA RADIO LIMITED
COMPANY APPLICATION NO. 54507 OF 2026
BRN.80010000454507**

ENID KABAYAGA:..... APPLICANT

VERSUS

BAMWENDA JOCOROME:..... RESPONDENT

RULING

Before: Daniel Nasasira—Assistant Registrar of Companies

A. Representation

The Applicant was represented by Counsel John Mary Vianney Kimuraheebwe from M/s Bigirwaruhanga & Atim Advocates. The Respondent did not enter appearance and never filed any statutory declaration in response to the application.

B. Background

1. Both the Applicant and Respondent are biological children of the Late Canan Kyanku, a majority shareholder in Hoima Radio Limited.
2. Hoima Radio Limited is a company limited by shares, incorporated on 2nd May 2000 under Registration No. 80010000454507. At incorporation, the Company had an issued share capital of UGX 2,000,000/=, divided into 1,000 shares, initially held by two shareholders, namely Kyanku Canan, who held 75% of the shares, and Kitembo Deo, who held 25%. In 2005, the share structure was reorganised to 500 shares at a nominal value of UGX 20,000/= and the company's share capital

increased to UGX 10,000,000/=

3. Kitembo Deo was stated to have passed away on the 23rd of June 2023, while the Late Kyanku Canan passed away on the 25th of May 2025.
4. The Applicant asserts that she is a beneficiary of the estate of the late Kyanku Canan, who together with the late Kitembo Deo were the original shareholders of the company. Following the demise of both shareholders, the Applicant contends that the Respondent, her brother, undertook a series of unauthorized filings at the Companies registry aimed at illegally taking control of the company.
5. Upon the deaths of the initial shareholders, the Respondent commenced a series of fraudulent actions to take control of the company without the consent of the beneficiaries. These actions included the forging of various resolutions to amend the company's shareholding, appointing himself a director and secretary, and a special resolution authorising the transfer of shares from Deo Kitembo to the Respondent. The Applicant further alleged that the Respondent forged and filed the company's annual returns for 14 years.

C. Applicant's case

6. This matter arises from an application by the Applicant seeking the intervention of the Registrar to rectify the register and expunge alleged irregular filings in respect of Hoima Radio Limited.
7. The Applicant, under paragraphs 1 and 2 of her statutory declaration, contended that she is a female adult Ugandan of sound mind, a biological daughter of the Late Canan Kyanku, the majority shareholder in Hoima Radio Limited. The Applicant further contended that the Respondent was her biological brother and a son of the Late Canan Kyanku.
8. The Applicant averred under paragraphs 3 and 4 of her statutory declaration that Hoima Radio Limited is a private company incorporated on the 2nd day of May 2000 with two initial shareholders, who were Kyanku Canan with 75% shares and

Kisembo Deo with 25% shares. The Applicant attached a certificate of incorporation and a copy of the company's Memorandum and Articles of Association to prove this position.

9. The Applicant under paragraphs 5, 6, and 7 of her statutory declaration averred that the Late Kyanku Canan and the Late Deo Kisembo commenced and operated a radio station in Hoima under the names of Radio Hoima, which was still operational. She contended that the Late Kisembo Deo passed away on 23rd June 2023, while the Late Kyanku Canan passed away on 25th May 2025. The Applicant attached death certificates to confirm the deaths of the two original shareholders.
10. The Applicant averred under paragraph 8 of her statutory declaration that after the death of the company's shareholders, the Respondent commenced a series of fraudulent actions with the intention of taking control of the company for his own interest without the consent of other beneficiaries.
11. Under paragraph 9 of her statutory declaration, the Applicant asserted that the Respondent forged a resolution amending the company's Memorandum and Articles of Association to reflect the company's accurate shareholding to wit; Kyanku Canan 375 shares and Kisembo Deo with 125 shares. A perusal of the company file revealed that the initial shareholders had in 2005 resolved to increase the Company's share capital from UGX 2,000,000/= to UGX 10,000,000/=, divided into 500 shares. However, no amended copy of the Memorandum and Articles of Association was filed to give effect to that resolution.
12. The Applicant further contended under paragraph 10 that on 13th January 2025, the Respondent forged a company resolution and a company form 20 wherein he appointed himself as a director in the company.
13. The Applicant contended further under paragraphs 11 and 12 that the Respondent forged a company resolution on 10th July 2025, which purported to show that the shareholders had agreed to transfer 125 shares belonging to Deo Kisembo to the

Respondent, despite the Respondent knowing that all the shareholders had passed on. The Applicant added that on the same day, the Respondent forged share transfer forms purporting to transfer all 125 shares from Deo Kisembo to himself, which designated the Respondent a shareholder in the company with 125 shares.

14. The Applicant averred under paragraphs 13 and 14 of her statutory declaration that on August 4th, 2025, the Respondent purportedly amended the company's Memorandum and Articles of Association to add himself as a shareholder with 125 shares in the company. She added that in August 2025, the Respondent forged and filed the company's annual returns for 14 years.
15. The Applicant asserted that the Respondent's actions were illegal, irregular, and prejudicial to the beneficiaries of the company's initial shareholders. She prayed that the Registrar rectify, cancel, and expunge the impugned documents from the company's records.

D. Issues

16. Upon the filing of this application, summons were duly issued to the Applicant in accordance with Regulation 28 (1) of the *Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016*. The Applicant effected service and duly filed an affidavit of service confirming the same. On the appointed hearing date, the Respondent neither entered appearance nor filed the statutory declaration evidence as required under Section 286 of the Companies Act, Cap 106. In light of the foregoing, and being satisfied from the affidavit of service that the Respondent was duly served but elected not to participate in the proceedings, I shall proceed to consider the accuracy of the contested documents as presented by the Applicant, in accordance with the Company's Articles of Association, and to make appropriate orders for the determination of this matter. Accordingly, I find that the issues set out hereunder are sufficient to conclusively determine this application.

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

E. Determination

a. Whether the impugned documents were validly passed?

17. The Applicant contended that, through a series of forged resolutions and purportedly amended Memorandum and Articles of Association, the Respondent fraudulently acquired shares in the Company following the demise of its original subscribers. It was the Applicant's position that the late Deo Kisembo passed away on 23rd June 2023, while the late Kyanku Canan died on 25th May 2025. I shall proceed to examine the contested documents on record and make a deliberation on whether the register needs to be rectified. The contested documents on file include the filing;

- a) *The Special resolution filed on 12th November 2024, amending the Memorandum and Articles of Association and increasing the company's share capital.*
- b) *The company form 12 dated 13th November, 2024, increasing the company's share capital.*
- c) *The Amended Memorandum and Articles of Association dated 13th indicating the amended share capital of the Company.*
- d) *The ordinary resolution dated 16th January 2025, appointing Kyanku Canan and Bamwenda Jocorome as directors and Bamwenda Jocorome as Company secretary.*
- e) *The company form 20 filed on 16th January 2025, indicating Bamwenda Jocorome as both a director and secretary.*
- f) *The Special resolution dated 4th August 2025 authorising the transfer of shares from Kisembo Deo to Bamwenda Jocorome.*
- g) *The transfer of share stock form dated 4th August 2025, signed by Kisembo Deo.*
- h) *The Certificate of Share Transfer dated 4th August 2025 certifying the transfer of 125 shares to Kisembo Deo.*

i) The Amended Memorandum and Articles of Association dated 4th August 2025 introducing the Respondent as a member of Hoima Radio Limited.

18. The actions complained of in this Application strike at the core of corporate governance and the integrity of company records. The law does not permit the unilateral appropriation of company control through irregular and unauthorized filings at the companies' registry, particularly where the interests of deceased shareholders' estates are involved. Regulation 8 (1) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 gives powers to the Registrar of Companies to rectify and update the register in such circumstances to ensure that it is accurate. In this particular matter, the Applicant adduced evidence in the form of a death certificate to confirm that Kyanku Canan, a shareholder of the Company, died on 25th May 2025. The Applicant also produced a verified notification of death from NIRA confirming the issuance of a death certificate in respect of Kisembo Deogratius Tibagwa, another shareholder, who died on 23rd June 2023. 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. In this case, I find that the named signatories of the contested documents who are the legitimate shareholders/directors of the company were deceased at the time the impugned documents were purportedly executed and, therefore, could not have participated in passing or signing the contested documents.

19. The Applicant's evidence including; the death certificates of the original shareholders, shows that at the time the disputed resolutions were filed, Kisembo Deo, had already passed away on 23rd June 2023, yet he is reflected as a signatory to documents executed thereafter. Similarly, Kyanku Canan, who died on 25th May 2025, is also indicated as having signed resolutions made after his death.

Additionally, there is no evidence before the Registrar that either the estates of the deceased shareholders or their lawful representatives convened, authorized, or consented to the company resolutions, share transfers, or appointments relied on by the Respondent. The Respondent's actions—including filing resolutions purporting to appoint himself director, effecting the transfer of shares to himself, amending the Company's Memorandum and Articles of Association, and filing annual returns—were undertaken without authority from the Company's lawful shareholders or their estate administrators/beneficiaries. Furthermore, the Applicant's averments that the Respondent forged the relevant company documents is unchallenged. There is no indication of any valid company meeting, shareholder approval, or compliance with the Companies Act and the Articles of Association in respect of the transactions in question.

20. Regulation 23 (e) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 provides that the Registrar in respect to applications made may issue any order or directive as they think fit. The appropriate order to make in respect to the documents that were purportedly filed and registered when the named signatories were deceased is to have the said documents expunged as they were illegally filed. There is no evidence that proper meetings were convened, nor that lawful authority was obtained from the estates of the deceased shareholders to effect the said changes. A company, being a separate legal entity, can only act through duly authorized resolutions passed in accordance with its Articles of Association and the Companies Act. Furthermore, shares belonging to deceased persons cannot be transferred without the involvement of duly appointed personal representatives. Any purported transfer in the absence of such authority is null and void.

21. In this case, I find that all documents purporting to introduce the Respondent as a shareholder and/or director were irregularly filed, as they effected changes to the

Company's shareholding structure and directorship on the basis of resolutions allegedly passed by persons who were, at the material time, deceased. Such filings are therefore invalid and of no legal effect. Accordingly, the said documents shall be expunged from the register. In regard to the defective annual returns filed by the Respondent, the company is advised to file an administrative correspondence to have these corrected by way of a data correction.

22. I accordingly find as follows:

- a) *The purported resolutions appointing the Respondent as a director were not validly passed and are null and void.*
- b) *The alleged transfer of shares belonging to the late Kisembo Deo to the Respondent was unlawful and of no legal effect.*
- c) *The amendments to the Memorandum and Articles of Association and the annual returns filed by the Respondent were irregular and unauthorized.*
- d) *The Respondent's conduct was prejudicial to the interests of the beneficiaries of the deceased shareholders and contrary to the requirements of the Companies Act and Companies Articles of Association.*

b. What remedies are available to the Applicant.

23. Regulation 8 (1) of the Companies (Powers of the Registrar) Regulations 2016 provides that the registrar may rectify and update the register to ensure that the register is accurate. In light of the findings in this case discussed above, pursuant to Regulations 23 (e) and 32 of the Companies (Powers of the Registrar) Regulations, 2016, I make the following orders;

- a) *The Special resolution filed on 12th November 2024, amending the Memorandum and Articles of Association and increasing the company's share capital, be expunged from the register for having been illegally endorsed and wrongfully obtained.*

- b) *The company form 12 dated 13th November, 2024, increasing the company's share capital be expunged from the register for having been illegally endorsed and wrongfully obtained.*
- c) *The Amended Memorandum and Articles of Association dated 13th November 2024 be expunged from the register for having been illegally endorsed and wrongfully obtained.*
- d) *The ordinary resolution dated 16th January 2025, appointing Kyanku Canan and Bamwenda Jocorome as directors and Bamwenda Jocorome as company secretary be expunged from the register for having been illegally endorsed and wrongfully obtained.*
- e) *The company form 20 filed on 16th January 2025, indicating Bamwenda Jocorome as both a director and secretary be expunged from the register for having been illegally endorsed and wrongfully obtained.*
- f) *The Special resolution dated 4th August 2025 authorising the transfer of shares from Kisembo Deo to Bamwenda Jocorome be expunged from the register for having been illegally endorsed and wrongfully obtained.*
- g) *The transfer of share stock form dated 4th August 2025, signed by Kisembo Deo be expunged from the register for having been illegally endorsed and wrongfully obtained.*
- h) *The Certificate of Share Transfer dated 4th August 2025 be expunged from the register for having been illegally endorsed and wrongfully obtained.*
- i) *The Amended Memorandum and Articles of Association dated 4th August 2025 introducing the Respondent as a member of Hoima Radio Limited with 125 shares be expunged from the register for having been illegally endorsed and wrongfully obtained.*
- j) *I make no order as to costs.*

I so order.

Given under my hand this 14th day of April 2026

Daniel Nasasira

Assistant Registrar of Companies