



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 KINKIZI DEVELOPMENT COMPANY LIMITED
AND
IN THE MATTER OF GARUGA PROPERTIES LIMITED
AND
IN THE MATTER OF INCAFEX LIMITED
AND
IN THE MATTER OF CONSOLIDATED PETITIONS NO. 18228/ 82542/ 03111 OF 2026
BRN: 80010000118228/ 80010000082542/ 80010000103111

MUSINGUZI ALWYN CARL GARUGA:.....PETITIONER

VERSUS

1. KINKIZI DEVELOPMENT COMPANY LIMITED
2. GARUGA PROPERTIES LIMITED
3. INCAFEX LIMITED
4. AGABA MAGURU:.....RESPONDENTS

RULING

Before: Daniel Nasasira - Assistant Registrar of Companies

A. Representation.

1. *Counsel Mandela Nelson and Munguriek James from Falcon Associated Advocates represented the Petitioner, whereas Counsel Peter Walubiri and Kamwami Arthur Ivan from KBW Advocates represented the Respondents.*

B. Introduction and Background.

2. The Petitioner, Musinguzi Alwyn Carl Garuga, is a biological son and one of the beneficiaries of the estate of the late Dr. Musinguzi James Garuga (Deceased).
3. The first Respondent company, Kinkizi Development Company Limited (hereinafter referred to as 'first Respondent Company'), was incorporated on

the 20th day of December 1984 under registration number 80010000118228 as a private company limited by shares.

4. The second Respondent Company, Garuga Properties Limited (hereinafter referred to as 'the second Respondent Company'), was incorporated on the 29th day of May 1980 under registration number 80010000082542 as a private company limited by shares.
5. The third Respondent company, Incafex Limited (hereinafter referred to as "the third Respondent Company"), was incorporated on the 23rd day of June 1982 under registration number 80010000103111 as a private company limited by shares.
6. The fourth Respondent, Agaba Maguru, is an advocate of the High Court of Uganda and a director in the named Respondent Companies.
7. These petitions were filed by Mr. Musinguzi Carl Alwyn Garuga (hereinafter referred to as the "Petitioner"), one of the beneficiaries to the estate of the Late Dr. Musinguzi James Garuga (Deceased). The Petitioner seeks to rectify the register to expunge filings that made the fourth Respondent, Agaba Maguru, a director in the Respondent Companies.
8. Specifically, as a background to this matter, on 16th March 2026, the Petitioner filed three petitions alleging that the fourth Respondent had illegally assumed the position of director in the Respondent Companies and that following the death of the late Dr. Musinguzi James Garuga, Agaba Maguru, initiated actions of fraud intended to interfere with the affairs of the Companies with the intention of disposing of their assets. The Petitioner argued that the said resolutions and filings were not lawfully passed, authorised, or capable of conferring any legal authority.
9. The fourth Respondent wholly denied the Petitioner's allegations. As preliminary points, it was argued that the petitions were barred by law, that the Petitioner did not have *locus standi* to institute or maintain the Petitions and that the Petitions were vexatious, frivolous and an abuse of Court process. The

fourth Respondent admitted the fact that the Petitioner is a biological son to the late Musinguzi James Garuga but denied the rest of the allegations. The fourth Respondent averred that he was legally appointed a director in all the Respondent Companies following duly convened meetings. He argued that the Petitions lacked merit and prayed that all three be dismissed with costs.

C. Consolidation of Suits

10. While the Petitioner filed three separate suits concerning the contested appointment of the fourth Respondent as a Company Director in the Respondent Companies and several other claims, the three petitions appear to arise from similar events and involve interrelated companies, which are represented by the same counsel for both the Petitioner and the Respondents. The issues and evidence in the matters are substantially identical, and it is unlikely that the rulings would differ. In *Patrick Nkoba v Rwenzori Highlands Tea Co. & Another* [1999] KALR 762, it was noted that court could, on its own volition, consolidate actions into one.
11. Justice B.N. Olao, at page 2 of his ruling in *Francis Wainana Kariuki v Samuel Kiongo Ndegwa and National Bank of Kenya, ELC Case No. 726 of 2013*, while referring to the Indian Supreme Court of *Rem Lala Nahata & Another vs Chandi Prasad Sikaria* 2007 2 Supreme Court Cases 551 at paragraph 18 observed that, ‘Consolidation is a process by which two or more causes or matters are by order of the Court combined or united and treated as one cause or matter. The main purpose of consolidation is therefore to save costs, time and effort and to make the conduct of several actions more convenient by treating them as one action. The jurisdiction to consolidate arises where there are two or more matters or causes pending in the Court and it appears to the Court that some common questions of law or fact arises in both or all the suits or that the rights to relief claimed in the suits are in respect of or arise out of the same transaction or series of transactions; or that for some other reason, it is desirable to make an order consolidating the suits’. Thus, consolidation is appropriate where there are common questions of law or fact, shared causes

of action, or overlapping series of transactions. Similarly, Kneller J, in *Stumberg v Potgeiter 1970 E.A. 323* outlined considerations for consolidation, including;

- a. *Pending matter before the court/tribunal*
- b. *Similar questions of law or fact*
- c. *Same causes of action*
- d. *Will save expense*
- e. *Same/similar series of transactions.*

12. Applying these principles, and to ensure efficiency and consistency in the determination of these disputes, I find it prudent to consolidate company petitions 18228/ 82542/ 03111 of 2026. By consent of the parties, all three matters were heard together as they involve common questions regarding the validity of the appointment of the fourth Respondent Director, the procedures followed, and the *locus* of the Petitioner (a son to the late Dr. Musinguzi James Garuga who was a shareholder in all three named companies) to bring these claims. As enunciated by the Supreme Court in *Law Society of Kenya v The Center for Human Rights and Democracy, Petition No. 14 of 2013*, '*the essence of consolidation is to facilitate the efficient and expeditious disposal of disputes and to provide a framework for a fair and impartial dispensation of justice to the parties.*'

D. Petitioner's case.

13. Through the Petitions and the Petitioner's sworn statutory declarations, it was stated that the late Dr. Musinguzi James Garuga passed away on 6th August 2025. A copy of the Death Certificate was attached and marked as Annexure "B."

14. It was averred that during his lifetime, the late Dr. Musinguzi James Garuga held 40,000,000 shares, representing 20% in Incafex Limited, and 9,897,000 shares, representing approximately 49.49% in Garuga Properties Limited, which in turn holds a 70% majority shareholding in Incafex Limited. It was further contended that Garuga Properties Limited also holds 65.65% majority shares in Kinkizi Development Company Limited.

15. The Petitioner asserted that upon the demise of Dr. Musinguzi James Garuga, the Respondent Companies were left with only one surviving director, namely Henry Nganwa Hapa, thereby rendering the Board incapable of lawfully transacting business due to a lack of quorum until it was properly constituted by the shareholders in accordance with the Articles of Association and the applicable provisions of the law.
16. The Petitioner contended further that following the death of Dr. Garuga, Agaba Maguru, the Fourth Respondent, initiated fraudulent actions intended to interfere with the affairs of the Companies with the intention of disposing of their assets. In furtherance of these acts, it was argued that the Fourth Respondent, Agaba Maguru, allegedly lodged fraudulent and illegal special resolutions appointing himself as a director while the process of appointing a legal representative for the estate of the late Dr. Garuga was still pending.
17. The Petitioner averred that the said resolutions and filings were not lawfully passed, authorised, or capable of conferring any legal authority on the Fourth Respondent on the following grounds:
 - a) Absence of a Duly Constituted Board: The lack of a properly constituted Board of Directors capable of convening the purported meeting rendered the appointment of the Fourth Respondent illegal.
 - b) Non-Compliance with Section 144 (1) of the Companies Act: The alleged special resolutions failed to meet the statutory requirement of a majority of not less than seventy-five percent (75%) of members entitled to vote.
 - c) Lack of Lawful Notice: No lawful notice was issued to the majority shareholders, contrary to Section 136 (1) of the Companies Act, Cap. 106.
 - d) Absence of Majority Shareholders: The majority shareholders, including the estates of the late Dr. Musinguzi James Garuga and the late Prof. Emmanuel Tumusiime Mutebile—whose administrators were yet to be appointed—as well as Mr. Rukikaire Mathew, did not participate in the alleged meetings.

- e) Lack of Corporate Representation Authority: Garuga Properties Limited was not represented in accordance with Section 142 of the Companies Act, Cap. 106, thereby affecting the validity of the filings.
 - f) Absence of Minutes of Meetings: No minutes were produced to substantiate the legality of the impugned resolutions and filings.
 - g) Non-Participation of the Administrator General: The Administrator General, who is the legal representative of the estate of the late Dr. Garuga, did not participate in passing the impugned resolutions.
18. The Petitioner further contended that maintaining the impugned filings on the Company Register enables Agaba Maguru to hold himself out as a lawful director when he is not, thereby exposing the Company to unlawful decision-making and potential interference with the affairs of the Respondent Companies and their affiliates, including Kigezi Highland Coffee Limited and Kamwenge Community Development Project Ltd.
19. The Petitioner prayed that the Registrar makes the following orders:
- a) *Rectification of the Company Register by expunging the special resolutions appointing Agaba Maguru as a director of the Respondent Companies for having been illegally passed.*
 - b) *Expungement of Form 20's reflecting Agaba Maguru as a director, on the grounds that they are illegal, misleading, and inaccurate.*
 - c) *Rectification of the Company Register to replace the late Dr. Musinguzi James Garuga with the Administrator General as a director of the Company.*
 - d) *Nullification and Expungement of all resolutions, forms, or decisions passed in reliance on the impugned special resolutions for being null and void.*
 - e) *Costs of the Application.*

E. Mathew Rukikaire's statutory declarations in support of the Petitioner's case.

20. Mathew Rukikaire, a shareholder in Garuga Properties Limited, which held majority shares in the other two Respondent Companies, filed statutory declarations in support of the Petitioner's case. He stated that he had been made aware of an illegal special resolution and Form 20 purporting to appoint Agaba Maguru as a director of the Respondent Companies.
21. He contended that as a concerned stakeholder, he challenged the appointment of the fourth Respondent, Agaba Maguru, as a director in the Respondent Companies. He deposed that he was not aware of the impugned special resolution and Company Form 20's filed at the companies registry appointing the fourth Respondent as a director.
22. He averred that to the best of his knowledge, no valid meetings of shareholders of the Companies were convened with the participation or representation of the controlling majority shareholders, namely:
- a) Garuga Properties Limited and
 - b) The estate of the late Dr. Musinguzi James Garuga.
23. It was contended that at the material time of the contested filings, the Companies did not have a properly constituted Board of Directors capable of lawfully managing or directing the affairs of the Respondent Companies in accordance with their Articles of Association.
24. That in the absence of participation or lawful representation of the controlling majority shareholders, any purported special resolution affecting the governance of the Respondent Companies would be irregular, unlawful, and incapable of validly binding the Company.
25. Rukikaire contended that any resolutions or decisions affecting the Respondent Companies without the participation or lawful representation of the majority shareholders or their estates were invalid and contrary to the Companies Act and the Articles of Association.
26. He contended further that the Administrator General has since been appointed as Administrator *Pendente Lite* of the estate of the late Musinguzi James Garuga

to assume the roles and management of the Respondent Companies in place of the late Musinguzi James Garuga.

27. It was averred that unless the impugned filings are urgently expunged, there is a real and imminent risk of unauthorized dealings and irreversible loss of Company assets.
28. Rukikaire deposed that he swore declarations in support of the Petitions seeking the rectification of the Companies Register and removal of unlawful filings affecting the management and decisions of the Respondent Companies.

F. Fourth Respondent's case.

29. The fourth Respondent, Agaba Maguru, deposed a statutory declaration wherein he stated that he is a director and shareholder in the Respondent companies, and he was conversant with the facts in this matter.
30. He stated that on the advice of his lawyers, KBW Advocates, which he believed to be true, the instant petitions were barred by law and a non-starter, the Petitioner had no *locus standi* to institute or maintain the Petitions and the Petitions were vexatious, frivolous and an abuse of Court process.
31. He averred that while he agreed that the Petitioner is a son of the late Musinguzi James Garuga, he denied the rest of the Petitioner's allegations in the Petitions.
32. The fourth Respondent argued that meetings were lawfully convened and held and ordinary resolutions were duly passed in the said meetings, which were erroneously titled "Special Resolutions." It was averred that the said meetings lawfully appointed the fourth Respondent a director pursuant to the Articles of Association and the Companies Act Cap. 106.
33. That contrary to the allegations of the Petitioner in his Declarations:
 - a) There was sufficient quorum to convene the extraordinary general meetings that resulted into the fourth Respondent's appointment as director.

- b) The participants in the meetings being the majority shareholders in the Respondent companies duly passed ordinary resolutions erroneously titled "Special Resolutions" appointing the fourth Respondent a director to replace the late Musinguzi James Garuga, pursuant to Section 137 (e) of the Companies Act Cap. 106.
 - c) Lawful notice of the extraordinary general meetings was given to the members/shareholders of the Respondent Companies.
 - d) There was no personal representative for the estate of the late Musinguzi James Garuga. Hence, his absence from the meeting.
 - e) An ordinary resolution was passed authorizing the fourth Respondent to attend the extraordinary general meeting on behalf of Garuga Properties Limited.
 - f) Minutes of the meetings were duly recorded.
 - g) The form 20's registered at the companies registry were prepared and filed with the Registrar of Companies with the information available at the time. At that time, there were no personal representatives for the estates of the late Musinguzi James Garuga and Professor Emmanuel Mutebile Tumusiime.
 - h) The Respondent Companies prior to the fourth Respondent's appointment as a director and pursuant to the Articles of Association could not legally engage the Administrator General. The Respondent Companies could not conduct any business, hence, the need to appoint the fourth Respondent.
34. The fourth Respondent deposed that contrary to the Petitioner's allegations, his appointment as a director was lawful and necessary for the Respondent Companies to resume business and operations and not to fraudulently take control of the affairs of the Respondent Companies or to dispose of any assets.
35. The Fourth Respondent argued that the Petitions and Declarations did not merit the reliefs sought. Consequently, it was the fourth Respondent's prayer that all the Petitions be dismissed with costs to the Respondents.

G. Nganwa Henry Hapa's statutory declaration in support of the Respondents' case.

36. Nganwa Henry Hapa, a male adult Ugandan of sound mind, a director of the second and third Respondent Companies and concerned stakeholder deposed a statutory declaration wherein he contended that just like the fourth Respondent, on the advice of his lawyers, KBW Advocates, which he believed to be true, the instant petitions were barred by law and a non-starter, the Petitioner had no *locus standi* to institute or maintain the Petitions and the Petitions were argued to be vexatious, frivolous and an abuse of the Court process.

37. He also deposed that the Petitioner has filed HCCS No. 1314 of 2025 in the High Court seeking similar reliefs sought in this Petition. Specifically, Nganwa brought it to the attention of the Registrar through his declaration that the said civil suit challenges the appointment of the Fourth Respondent as a director in Garuga Properties Limited and seeks declarations that the said company has no properly constituted Board of Directors.

38. He deposed that on the advice of his lawyers, KBW Advocates, which he believed to be true, the Petitions were an attempt to circumvent HCCS No. 1314 of 2025 and occasion financial hardship and stress on the fourth Respondent in defending multiple suits, which he described as an abuse of court process.

39. He confirmed the contents of the fourth Respondents statutory declaration and affirmed that the fourth Respondent's appointment as a director was done lawfully according to the Companies Act and the Companies Articles of Association.

40. He prayed that all the Petitions be dismissed with costs to the Respondents.

H. Twinamasiko Jackson's statutory declaration in support of the Respondents' case.

41. Twinamasiko Jackson, a male adult Ugandan of sound mind, a director/shareholder in Kinkizi Development Company Limited and a

concerned stakeholder deposed a statutory declaration wherein he contended that just like the fourth Respondent on the advice of his lawyers, KBW Advocates, which he believed to be true, the instant petitions were barred by law and a non-starter, the Petitioner had no *locus standi* to institute or maintain the Petitions and the Petitions were vexatious, frivolous and an abuse of the Court process.

42. He confirmed the contents of the fourth Respondent's statutory declaration and affirmed that the fourth Respondent's appointment as a director was done lawfully according to the Companies Act and the Companies Articles of Association.

43. He prayed that all the Petitions be dismissed with costs to the Respondents.

I. Schedules

44. Considering that both parties had submitted their respective pleadings, including the statutory declarations pursuant to Section 286 of the Companies Act Cap 106, I directed counsel for the Petitioner to submit a rejoinder to the statutory declarations filed by the Respondents and issued schedules for written submissions as outlined below;

a) A rejoinder from the Petitioner by way of a statutory declaration was to be filed and served by the 20th day of April 2026.

b) Written submissions from the Petitioner were to be filed and served by the 24th day of April, 2026.

c) Written submissions from the Respondents were to be filed and served by the 30th day of April 2026.

d) Any submissions in rejoinder were to be filed and served by the 04th day of May 2026.

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

J. Issues

46. The following issues were agreed upon with the legal representatives of the parties as sufficient to determine this dispute;

- a) *Whether the Petitioner has locus standi to institute the Petitions?*
- b) *Whether, in the alternative, the Petitioner has locus standi to commence an Application under Regulation 20 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016?*
- c) *Whether the contested documents were validly passed?*
- d) *What remedies are available to the Parties?*

K. Determination

47. These Petitions arise from a dispute concerning the appointment of the Fourth Respondent, Agaba Maguru, as a director of the Respondent Companies following the demise of Dr. Musinguzi James Garuga. The Petitioner seeks, *inter alia*, rectification of the Company Register and expungement of resolutions and filings on grounds of illegality.

48. Having carefully considered the Petitions, the statutory declarations on record, and the applicable law, I now proceed to determine the issues as framed.

a. Whether the Petitioner has locus standi to institute the Petition?

49. Court in *Law Society of Kenya vs. Commissioner of Lands and others, Civil suit no. 464 of 2000*, stated that, “*locus standi signifies a right to be heard, a person must have sufficiency of interest to sustain his standing to sue in court.*” Justice Stephen Mubiru in *Dima Enterprises Poro vs. Inyani Godfrey, Civil Appeal No. 17 of 2016*, described *locus standi* to mean “*...a place of standing. It means a right to appear in court, and conversely to say that a person has no locus standi means that he has no right to appear or be heard in a specified proceeding.*”

50. The Companies Act, Cap 106 expressly provides that only a member of a company who is oppressed may petition the Registrar of Companies for relief. 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.

51. There are two ways of commencing a matter before the Registrar of Companies and these are;

a) *Petition of an oppressed member under Section 243 of the Companies Act Cap 106.*

b) *An application to the Registrar under Part V of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.*

52. While each of the three matters was styled as a “Petition,” it is evident that the governing provision relied upon to commence the matters—Regulation 20 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016—contemplates the commencement of proceedings by way of an Application, not a Petition. This mischaracterization appears to stem from a lack of precision on the part of counsel in drafting the pleadings, as the two procedural methods of commencing a matter before the Registrar of Companies, that is, a Petition under Section 243 and an Application under Regulation 20, have been treated interchangeably despite their distinct legal implications. In the circumstances of this case, the error is not merely technical; it is substantive in nature. A Petition for member oppression, by its very character, is ordinarily instituted only by a member of the company, or, in exceptional circumstances such as death, by duly authorized legal representatives or administrators acting on behalf of that member. By contrast, an Application under the cited regulation may be initiated under a different procedural framework and potentially by different categories of persons. Consequently, the improper designation of the proceedings has a material bearing on both the competence and the admissibility of the matters before the Registrar of Companies.

53. The key question therefore to resolve is whether the Petitioner is a member of the Respondent Companies with *locus standi* 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.*

54. 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, '*...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

55. The Petitioner is neither a subscriber nor has he acquired any shares in the Respondent companies implying that he is not a member in the Respondent Companies. The Fourth Respondent challenged the competence of the Petitions on the ground that the Petitioner lacks *locus standi*, arguing that he is neither a registered shareholder nor a duly appointed legal representative of the estate of the late Dr. Musinguzi James Garuga.

56. From the record, it is not disputed that the Petitioner is a son of the deceased. Therefore, while he is not a member of the Respondent Companies, he appears to bring this claim for rectification of the register on behalf of the estate of the late Dr. James Musinguzi Garuga as a concerned beneficiary of the estate. Indeed Justice Mubiru in *Dima Poro Enterprises Ltd (Supra)* highlighted verbatim that, '*As a matter of principle, a beneficiary has standing to sue in his or her own right provided the interests which such beneficiary seeks to protect are germane to the estate and the claim or the relief sought requires individual participation of the rest of the beneficiaries...* absence of a grant would not debar

the maintenance of a suit whose purpose is to claim, preserve and protect the estate of the deceased, wherever it may be lying. It appears to me that there is no such impediment on the rights of beneficiaries.' The learned Justice emphasized that where a beneficiary seeks to institute proceedings concerning the affairs of a deceased person's estate, such action must be undertaken strictly for the purpose of protecting and preserving the interests of the estate as a whole, rather than advancing personal grievances or individual disputes. The relief sought should ordinarily be one that affects the interests of beneficiaries and, in appropriate circumstances, should involve or be supported by the participation, consent, or at least the knowledge of the other beneficiaries or the duly appointed Administrator of the Estate.

57. In the present matter, no evidence was placed before the Registrar to demonstrate that the Petitioner instituted this Petition with the genuine intention of safeguarding the interests of the estate of the deceased. There is nothing on record to show that he consulted, obtained the concurrence of, or acted with the authority of the other beneficiaries, nor that he acted in conjunction with the appointed Administrator of the Estate who is ordinarily vested with the legal mandate to represent the estate in legal proceedings. The absence of such authority is significant and cannot be overlooked, particularly where the Petitions seek relief under Section 243 of the Companies Act, Cap. 106, which concerns oppressive conduct affecting the interests of a member. Instead, the circumstances suggest that the Petitions were motivated primarily by the Petitioner's personal dissatisfaction and individual grievances, particularly arising from his apparent dislike of Agaba Maguru, rather than by any *bona fide* effort to preserve the estate's proprietary interest in the Respondent companies. Such personal motives cannot form a sufficient legal basis for invoking the protections available under Section 243.

58. Accordingly, I find that the Petitioner has failed to establish the requisite *locus standi* to institute the Petitions. In the absence of proof that he was acting on

behalf of, or in the interest of, the estate and its beneficiaries collectively, the Petitions are incompetent and cannot be sustained under Section 243 of the Companies Act, Cap. 106.

b. *Whether, in the alternative, the Petitioner has locus standi to commence an Application under Regulation 20 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016?*

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

60. It is crucial to emphasize that Regulation 20 permits a diverse array of individuals to submit an Application to the Registrar of Companies including allowing "any other interested/aggrieved party." My interpretation of the provision is that any interested party can lodge an application to the Registrar of Companies for rectification of the register under the quoted regulation. However, it is key to emphasize that while Regulation 20 broadens standing beyond registered members, the applicant must still demonstrate a direct and legally recognizable interest in the company or the contested entries.

61. The estate of the late Dr. James Musinguzi Garuga is presently under the lawful administration of the Administrator General, whose appointment arose against the backdrop of a contested and protracted succession dispute among family members regarding who ought to assume that responsibility. This dispute is clearly illustrated in *Musinguzi Alwyn Garuga v. Musinguzi Peace Kesiime & 3 Others, Administration Cause No. 1046 of 2025* before Hon. Justice John Eudes Keitirima, where rival claims were made concerning the management and representation of the deceased's estate. The existence of such proceedings

demonstrates that the question of who should act for and on behalf of the estate was neither settled by family consensus nor vested in the Petitioner.

62. The significance of this is that once an estate is placed under formal administration, particularly under the Administrator General, the authority to institute proceedings affecting the estate or its proprietary interests ordinarily vests in that administrator, who acts as the legal representative of the estate for the benefit of all beneficiaries. Any beneficiary seeking to commence proceedings touching on estate property must therefore demonstrate either the authority of the administrator, the concurrence of the other beneficiaries, or exceptional circumstances justifying unilateral action.
63. In the present matter, the Petitioner did not place before the Registrar any evidence to show that he engaged with, or obtained the consent of the Administrator General before instituting this matter. Equally, no evidence was adduced to demonstrate consultation with, or support from, the other family members and beneficiaries of the estate. This omission is material because the claim raised herein directly concerns the estate's interest in the company and any orders made by the Registrar of Companies would inevitably affect the estate's proprietary rights, *bona fide* management interests, and potential financial entitlements.
64. By commencing these proceedings unilaterally, the Petitioner exposed the estate to an adversarial corporate dispute without the sanction, knowledge, or approval of the legally recognized administrator, nor with the consensus of the other beneficiaries whose proprietary interests stand to be directly affected by the outcome of these Petitions. Such conduct is particularly problematic where the estate is already under formal administration by the Administrator General, whose statutory mandate is to preserve, manage, and represent the estate for the benefit of all beneficiaries. Permitting an individual beneficiary to independently institute proceedings of this nature, without demonstrating necessity or authority, would undermine the orderly administration of the

estate and create parallel disputes over representation, thereby bringing about uncertainty as to who lawfully speaks and acts on behalf of the estate.

65. This concern is even more compelling where there has been no evidence presented to show that the legally appointed administrator, the Administrator General is unwilling, unable, conflicted, or otherwise incompetent in the execution of his duties. In the absence of such proof, there is no legal justification for bypassing the duly appointed administrator and allowing one beneficiary to assume the role of principal representative of the estate in contentious corporate proceedings. To hold otherwise would encourage multiplicity of suits and expose estates to unnecessary litigation driven by competing personal interests of individual beneficiaries rather than collective estate preservation.
66. It is true that under Regulation 20 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016, a beneficiary may, as an interested party, bring an application where the circumstances so justify. This position finds support in the Supreme Court decision of *Israel Kabwa v. Martin Banoba, S.C. Civil Appeal No. 52 of 1995 [1996] 1 KALR 109*, where the Supreme Court recognized that beneficiaries may, in certain circumstances, approach the court to protect estate interests, particularly where justice would otherwise be defeated. However, that authority is not absolute or automatic. It is conditional upon the beneficiary demonstrating a genuine and *bona fide* interest in preserving the estate and acting in a representative capacity for the benefit of all concerned, rather than pursuing private grievances, personal hostility, or collateral disputes.
67. In the present matter, the Petitioner has failed to demonstrate that these Petitions were motivated by the need to safeguard the estate or that he acted with the authority, support, or even knowledge of the Administrator General and the other beneficiaries. The circumstances instead suggest that the proceedings were substantially driven by personal dissatisfaction, particularly

in relation to a one Agaba Maguru, rather than a collective estate concern. Such use of Regulation 20 cannot be sanctioned. Accordingly, while a beneficiary may in principle have standing to approach the Registrar under Regulation 20, that standing must be exercised responsibly, lawfully, and in furtherance of estate protection. On the facts before me, the Petitioner has failed to satisfy that threshold.

68. It is a well-established principle of law that a party who seeks to institute proceedings on behalf of a deceased person's estate must first demonstrate the requisite legal capacity, commonly referred to as *locus standi*, which is ordinarily conferred through a grant of letters of administration or probate as stipulated under Section 187 of the Succession Act, Cap 268. In the absence of such authority, the general rule is that no action may be competently maintained in a representative capacity on behalf of the estate, as the law vests such authority exclusively in duly appointed personal representatives. This position was clearly articulated in *Lwanyikirira v. Administrator General, Misc. Application No. 2298 of 2024*, where Hon. Justice Olive Kazaarwe Mukwaya underscored that only a properly appointed administrator is clothed with the legal mandate to sue or be sued on behalf of a deceased's estate, save for narrowly defined exceptions.

69. It is acknowledged that a beneficiary of an estate may, in limited and exceptional circumstances, bring proceedings to protect or preserve the estate's interests, including the deceased's shareholding in a company. However, such an exception is not automatic. It is strictly contingent upon the beneficiary demonstrating, with cogent and credible evidence, that the duly appointed administrator has either failed, neglected, or refused to discharge his fiduciary duties, or that the estate is being subjected to mismanagement or abuse requiring urgent judicial intervention. Even then, such grievances must ordinarily be ventilated before a court of competent jurisdiction vested with authority to interrogate questions of estate administration, fiduciary breach,

and accountability. The Registrar of Companies, whose mandate is primarily administrative, quasi-judicial and regulatory under the Companies Act Cap 106 and the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016, is not the appropriate forum for adjudicating contested issues of estate administration or allegations of fiduciary default.

70. In the present case, I find that the Petitioner has failed to demonstrate any lawful authority to act on behalf of the estate of the late Dr. Garuga in relation to the affairs of the Respondent Companies. His standing is founded solely on his status as a beneficiary, which, without more, does not confer capacity to represent the estate in proceedings of this nature. Crucially, no evidence has been adduced to show that the Administrator General, who is the duly appointed personal representative of the estate, has authorised, endorsed, or delegated the initiation of these proceedings, nor that he has been shown to have failed in his statutory duties so as to justify unilateral action by the Petitioner. Regulation 20 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016, must be interpreted in light of this legal framework. The authority to act in respect of estate interests in company matters is primarily vested in the personal representative of the deceased estate—in this case, the Administrator General. Accordingly, in the absence of proof of delegation, consent, or exceptional circumstances justifying departure from the general rule, the Petitioner lacks the requisite standing to sustain this matter under Regulation 20.

c. Whether the contested documents were validly passed?

71. Having found that the Petitioner lacks *locus standi* to institute the Petitions, I find that it is unnecessary to consider this issue, as the absence of *locus standi* renders the proceedings incompetent *ab initio*. *Locus standi* is a fundamental jurisdictional requirement, and without it, the Registrar is deprived of the legal authority to entertain the matter. Any further inquiry into the merits is therefore purely academic and devoid of practical utility. Once a matter is

conclusively determined on a preliminary issue that has the effect of disposing of the entire matter, all other issues arising therein are rendered moot and do not require adjudication.

d. What remedies are available to the Parties?

72. Having found that the Petitioner lacks *locus standi* to institute these proceedings, whether as a Petition under Section 243 of the Companies Act Cap 106 or as an Application under Regulation 20 of the Companies (Powers of the Registrar) Regulations SI. No. 71 of 2016, the Registrar is constrained from entertaining the substantive prayers sought. *Locus standi* is a threshold issue that goes to the competence of the proceedings, and where it is absent, the matter is liable to be dismissed without consideration of the merits. (See. *Mukisa Biscuit Manufacturing Co. Ltd versus West End Distributors Ltd [1969] EA 696.*)

73. Additionally, it was raised by one of the deponents, Nganwa Henry Hapa, that the Petitioner has filed HCCS No. 1314 of 2025 in the High Court seeking similar reliefs sought in this Petition. Specifically, Nganwa brought it to the attention of the Registrar through his declaration that the said civil suit challenges the appointment of the Fourth Respondent as a director in Garuga Properties Limited and seeks declarations that the said company has no properly constituted Board of Directors. Regulation 4 (1) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016, provides that the Registrar shall not hear any matter or application pending before Court which has been brought to his or her notice. I find that where the question regarding the fourth Respondent's appointment as a director is subject to ongoing court proceedings, the Registrar is precluded from hearing register rectification applications/petitions.

74. Accordingly, all three Petitions that were consolidated are hereby dismissed for want of *locus standi*. I make no order as to costs.

I so order.

Given under my hand this 13th day of May 2026

Daniel Nasasira
Assistant Registrar of Companies