



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 OKEBA UGANDA LIMITED
COMPANY PETITION NO. 81387 OF 2026
BRN.80020000181387

BALAK AMPAIRE:..... PETITIONER

VERSUS

1. OWOYESIGIRE KENETH

2. ARINAITWE MABLE:.....RESPONDENTS

RULING

Before: Daniel Nasasira - Assistant Registrar of Companies

A. Representation.

1. Counsel Kizito Emmauel from Sevume & Co. Advocates represented the Petitioner, whereas Counsel Ainamani Kenneth from Mwesigwa Rukutana & Co Advocates represented the Respondents.

B. Introduction and Background.

2. The Petitioner, a male adult Ugandan, is a founding shareholder of Okeba Uganda Limited.

3. Okeba Uganda Limited is a Company limited by shares incorporated on the 5th day of April 2017 under Registration Number 80020000181387 (hereinafter referred to as 'the Company').

4. The first Respondent is a founding shareholder of the company, while the second Respondent is a company secretary and registered shareholder in the company. The Petitioner challenges the manner in which the second Respondent acquired her shareholding in the Company.
5. The Petitioner contended that he discovered a company resolution dated 30th May 2022, which indicated that he had surrendered his 50 shares in the company; the resolution purportedly bore his signature. He further alleged that he was removed as a company director and as a signatory to all the company's bank accounts. The Petitioner asserted that he never surrendered his shares in the company, did not sign any resolution to that effect, and did not attend any meeting authorising such a surrender. He maintained that the signature on the said resolution was unlawfully obtained.
6. The Respondents denied the Petitioner's allegations. They averred that due to financial hardships and obligations faced by the company arising from the COVID-19 pandemic, they engaged the Petitioner on a way forward. However, the Petitioner indicated his intention to exit the company, surrendered his shares, ceased to act as a director, and relinquished his role as a signatory to the company's bank accounts. They maintained that the Petitioner consented to the restructuring of the company, participated in discussions in that regard, and voluntarily appended his signature to the contested resolution.

C. Petitioner's case

7. Under paragraphs 4(a) and (b) of the Petition, the Petitioner averred that he, together with the first Respondent, incorporated the company on 5th April 2017, and upon incorporation, they subscribed to the company's Memorandum and Articles of Association, each holding 50 shares in the company.
8. The Petitioner contended in paragraphs 4(c)-(e) of his Petition that sometime in 2024, he visited Centenary Rural Development Bank to inquire about the status of

the company's bank account but he was informed that he was no longer a signatory to the account. He added that he conducted a company search with the Companies Registry where he discovered a resolution dated 30th May 2022, purportedly signed by him, which provided for the surrender of his 50 shares in the company. He further discovered that of those 50 shares, 40 shares had been re-allotted to the first Respondent and 10 shares to the second Respondent.

9. Under paragraphs 4(f)-(h) of his Petition, the Petitioner averred that he also discovered that he had been unlawfully removed as a director and as a signatory to all the company's bank accounts held in Centenary Rural Development Bank, Post Bank, and Equity Bank. He asserted that he never surrendered his shares in the company and did not sign or execute any share surrender resolution, deed, or other instrument effecting such a surrender.
10. The Petitioner further emphasised that he did not attend any meeting authorising the alleged surrender of his shares and that his signature on the resolution dated 17th June 2022, authorising his replacement with the second Respondent as a signatory to the company bank accounts, was unlawfully obtained. Under paragraph 6 of the Petition, the Petitioner made the following prayers;
 - a) *A declaration that the Petitioner rightfully owns 50 shares in Okeba Uganda Limited*
 - b) *An order that the purported surrender of the Petitioner's shares is null and void.*
 - c) *An order that the Petitioner's name be restored on the official company records*
 - d) *An order that the amended Memorandum and Articles of Association of the company be expunged.*
 - e) *An order that the resolution dated the 26th May 2022 and registered on the 17th June 2022 purporting surrender of the Petitioner's 50 shares and the subsequent allotment of the 1st and 2nd Respondent be expunged.*
 - f) *An order that the return of allotment form registered on 17th June 2022 be expunged.*

D. Respondents' Case

11. The Respondents' case was presented by the first Respondent, Owoyesigire Kenneth, who deposed under paragraphs 1–4 of his statutory declaration in reply that he is a director and the majority shareholder in the company. He raised preliminary objections on the basis that they went to the competence of the proceedings before the Registrar. The preliminary objections were;

a) That the Petitioner lacks locus standi to bring the Petition.

b) That the forum for instituting the instant Petition is irregular and/or incompetent.

c) That the Petitioner instituted the instant petition under the wrong law and or procedure.

12. The first Respondent averred under paragraphs 5 and 6 of his reply that he and the Petitioner incorporated the company on 5th April 2017, with each subscribing to 50 shares. That following the company's incorporation, they commenced business in the company's name without any initial assets to generate capital to compete in the service market, and consequently, the company struggled to thrive amid prevailing competition.

13. The Respondent averred under paragraphs 7 and 8 that he invested his personal resources into the company as start-up capital to enhance its capacity to compete in the supply market. He further contended that since the commencement of the company's business, the Petitioner had not contributed to the company's progress. He asserted that around 2019, the company experienced financial hardships in sustaining its business activities due to the outbreak of the COVID-19 pandemic and its subsequent effects worldwide.

14. The first Respondent further averred that due to the post-COVID-19 effects, the company accrued numerous debts arising from its failure to fulfil supply obligations and became indebted to the Uganda Revenue Authority (URA). He stated that as a result of the mounting debts, the first Respondent engaged the

Petitioner with a view to settling the company's liabilities and avoiding litigation or possible liquidation. However, the Petitioner indicated that he wished to exit the company and was no longer interested in participating in the management of the company.

15. The first Respondent contended in paragraphs 12, 13, and 14 of his reply that the Petitioner, on his own volition and without any coercion, approached him in his capacity as co-director and shareholder and expressed his intention to surrender his shares and cease to be both a director and shareholder of the company.
16. He further stated that the Petitioner indicated he was no longer interested in the company's affairs and that the Petitioner informed the company that he did not wish to remain a signatory to the company's bank accounts, which was based on his decision to leave the company, citing its lack of profitability and lack of personal benefit. The first Respondent also maintained that the Petitioner knowingly consented to the restructuring of the company, the surrender and reallocation of his shares.
17. The first Respondent contended in paragraphs 15 and 16 of his reply that the Petitioner executed the requisite resolutions and documents that effected the surrender of his shares with full knowledge and participation. He stated that the resolution was duly signed by both himself and the Petitioner. The first Respondent further maintained that the Petitioner was aware of, and actively participated in discussions concerning the company's shareholding and management structure until the time he surrendered his shares and ceased to be both a shareholder and a director in the company.
18. The Respondents contended that the Petitioner's removal as a signatory to the company's bank accounts was effected pursuant to duly agreed corporate decisions and valid resolutions of the company. The Respondent also argued that

the allegation that the Petitioner's signature was unlawfully obtained is false, misleading, and an afterthought intended to misrepresent the true state of affairs.

19. Under paragraph 19, the Respondent added that at no time was the Petitioner's signature procured illegally, as the Petitioner voluntarily undertook to append his signature to the special resolution by which he agreed to surrender his shares and cease to be a signatory to the company's bank accounts
20. In paragraphs 20 and 21 of his reply, the Respondent further averred that, owing to the Petitioner's allegations that he did not sign the contested resolutions, the Petitioner lodged a complaint at the Central Police Station, Kampala, where investigations were commenced under file number GF358/2024, and the first Respondent was summoned to record a statement in respect of the matter. He further contended that he was shocked upon being served with a hearing notice and a copy of the petition by the Petitioner's advocates while the said investigations were still ongoing.

E. Petitioner's rejoinder

21. The Petitioner, under paragraphs 6 and 7, denied the Respondent's averments that the company commenced business upon incorporation without assets capable of generating capital and that the Respondent decided to invest his personal resources as starting capital. He argued that, in addition to the nominal share capital, both parties jointly contributed resources towards the operation and sustenance of the company. The Petitioner added that he actively participated in the day-to-day operations of the company, particularly the coordination of field supplies and related logistical activities.
22. Under paragraphs 8 and 9, the Petitioner stated that the company experienced hardships due to the breakout of COVID-19, like numerous businesses across the country. He added that during that period, there was no imminent enforcement

action by financial institutions or the Uganda Revenue Authority in respect to alleged defaults.

23. In response to the Respondent's allegation that the Petitioner was engaged to enable the parties to pay off the company's debts but chose to leave the company, the Petitioner asserted under paragraph 10 of his rejoinder that he consistently contributed towards raising funds to settle the company's liabilities and sustain operations. He maintained that on several occasions, he availed his piece of land as collateral to secure mortgages from Post Bank for the benefit of the company. He attached a company resolution and a copy of his land title reflecting various mortgages to support this position.
24. The Petitioner further averred that the Respondents, without his knowledge or consent, executed a board resolution to borrow UGX 200,000,000/= and utilised his land title as security for the mortgage. In support of this averment, he attached a copy of the resolution and a certificate of registration of a charge.
25. The Petitioner denied the allegations that he had informed the first Respondent that he wished to leave the company, was no longer interested in its management, intended to surrender his shares, was desirous of stepping down as a director, or relinquish his status as a signatory to the company's bank accounts. Under paragraph 12 of his rejoinder, the Petitioner contended that the company was growing progressively, had begun generating profits, and was receiving grants and donations from various organisations, such as SNV. The Petitioner further contended that upon the commencement of such funding, the first Respondent began systematically excluding him from the management and affairs of the company and proceeded to make unilateral decisions without consulting or involving him.
26. The Petitioner further contended under paragraph 13 of his rejoinder that at the time of his alleged removal from the company, he was predominantly engaged in

field operations where he was coordinating the supply and procurement of agricultural produce. He averred that the first Respondent exploited his absence from the office to irregularly introduce the second Respondent, his wife, into the affairs of the company, with whom they proceeded to run the company. The Petitioner maintained that the Respondents colluded to unlawfully exclude him from the company. The Petitioner maintained that the first Respondent did not provide him with any evidence of the alleged communication in which he purportedly expressed an intention to leave the company.

27. The Petitioner also denied the allegations that he consented to the restructuring of the company, including the surrender and reallocation of shares, and further denied having executed the documents effecting the surrender of his shares. He contended under paragraphs 16 and 17 of his rejoinder that the Respondents connived to divest him of his shares by unlawfully extracting and affixing his signature on the contested resolution without his consent.
28. The Petitioner contended that he did not participate in any discussions relating to the alteration of the company's shareholding structure, that no meeting minutes were availed and that he only became aware of the alleged unlawful alteration of the company's structure in 2024 upon visiting Centenary Rural Development Bank to inquire into the status of the company's bank account and subsequently conducting a company search.
29. Under paragraph 18 of his rejoinder, the Petitioner denied the allegation that his removal as a signatory to the company's bank accounts was effected pursuant to agreed corporate decisions and proper resolutions. He contended that he did not consent to his removal as a signatory to the company's bank accounts and that the purported resolution was fabricated by the Respondents, a few days after his shares in the company were divested.

30. The Petitioner asserted under paragraph 19 of his rejoinder that the Respondents unlawfully procured his signature and affixed it onto the resolution purporting to effect the surrender of my shares.

31. The Petitioner further asserted that the ongoing police investigations against the Respondent did not preclude him from pursuing alternative remedies, and that he had made several attempts to obtain an explanation from the first Respondent regarding the alleged surrender of his shares and his removal as a signatory to the company's bank accounts, but that all such efforts proved futile.

F. Issues

32. The Respondents raised three preliminary objections, as set out in the first Respondent's statutory declaration and the parties' joint scheduling memorandum. However, I directed that the preliminary objections be determined together with the substantive issues in the matter. The parties accordingly framed and submitted the following issues for determination in their Joint Scheduling Memorandum:

- a) That the Petitioner lacks locus standi to bring this petition.*
- b) That the forum of instituting the instant petition is irregular and/or incompetent.*
- c) That the Petitioner instituted the instant petition under the wrong law.*
- d) Whether the prescribed procedure governing the surrender of shares was duly complied with?*
- e) Whether the Petitioner's signature was illegally obtained by the Respondents?*
- f) Whether the acts complained of by the Petitioner amount to oppressive conduct?*
- g) What remedies are available to the parties*

G. Schedules

33. Upon consideration of the respective pleadings filed by both parties, I directed counsel to file written submissions on both the preliminary points of law and the substantive issues in accordance with the schedules set out below.

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

b) *Written submissions from the Respondents were to be filed and served by the 8th day of May 2026.*

c) *Any submissions in rejoinder were to be filed and served by the 15th day of May 2026.*

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

H. Determination

a) Whether the Petitioner lacks locus standi to bring this petition?

34. The first Respondent contended in his statutory declaration reply that the Petitioner lacks locus standi to bring the Petition on the ground that the Petitioner was not a member of the company. Court in *Law Society of Kenya vs. Commissioner of Lands and others, civil case 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.” Furthermore, 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.”

35. The Companies Act 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 (formerly 247 of the Companies Act 2012) 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.' For emphasis, a petition may only be instituted by a member of a company. This implies that only a member of a company has the locus standi to be heard or to lodge a complaint alleging oppressive conduct under section 243 of the Companies Act, Cap 106.

36. This Petition was commenced under Section 247 of the Companies Act and Regulation 26 (1) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016. Regulation 26 (1) provides the form for a Petition before the Registrar. It stipulates that, *'a petition to the Registrar under Section 247 of the Act (now Section 243) shall be in form 2 set out in the Schedule and shall be accompanied by evidence supporting the petition.'* I observe that the Petitioner cited section 247 of the Companies Act Cap 106 when instituting the petition. However, the discrepancy arising from the citation of section 247 instead of section 243 of the Companies Act Cap 106, shall be addressed in the course of this ruling.

37. Section 243 of the Companies Act, Cap 106, as already cited above, in relation to the institution of a petition for member oppression, is restricted to members of the company. The key issue for determination is whether the Petitioner is a member of the company with the requisite locus standi to institute a petition under section 243 of the Companies Act, Cap 106

38. Membership of a company is provided for under Section 45 of the Companies Act, Cap. 106, which stipulates as follows;

i. *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.*

ii. *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.*

39. Justice Steven Musota in the case of *Olive Kigongo v Mosa Courts Apartments, High Court Company Cause No. 01 of 2015*, while interpreting the aforementioned

provision, opined ‘...that there are two ways of becoming a member of a company and these are;

- a. *By being a subscriber to the Memorandum of Association of a company at the time of incorporation of that company or*
- b. *By acquiring shares in the company after incorporation.*

40. The Petitioner is an initial subscriber to the company’s Memorandum and Articles of Association and an initial shareholder of the company with 50 shares upon incorporation. This position is admitted by the first Respondent under paragraph 5 of his statutory declaration in reply, where he contended, “*That it is true that the Petitioner and I incorporated Okeba Uganda Limited on 5th April, 2017, and each initially subscribed to 50 shares in the company.*”

41. The petition before this office concerns the manner of the Petitioner’s removal as a member, director and bank signatory, as well as the mode of surrender of his shares and the subsequent acquisition of the said shares by the Respondents. The circumstances surrounding the Petitioner’s removal confer upon him the standing to invoke the jurisdiction of the Registrar to inquire into whether the Respondents’ actions were legal and whether they amounted to oppressive conduct within the meaning of the Companies Act, Cap 106.

42. Having established that the Petitioner was a subscriber and a shareholder in the company at the time of incorporation until his purported removal in 2022, I observe that the Petitioner is challenging the mode and the documentation that was used to remove him from the Company as a member. I consequently find that the Petitioner possess locus standi to Petition the Registrar of Companies under Section 243 of the Companies Act Cap 106, concerning his dispossession of membership in the Company. The preliminary objection is accordingly overruled.

- b) *Whether the forum for instituting the instant petition is irregular and/or incompetent?*

43. It is trite that jurisdiction is a creature of statute and no court or tribunal can confer upon itself jurisdiction. Where a court that has no jurisdiction entertains a matter, any proceedings arising therefrom are a nullity. (*See Baku Raphael & Anor V AG SCCA No.1 of 2005 cited with approval in National Medical Stores V Penguins Ltd HCCS No. 29 of 2010*). The learned Justice Musa Ssekaana in *Bryan Xsabo Strategy Consultants (Uganda) Limited & 2 Ors V Great Lakes Energy Company N.V Company Cause No.13 of 2020* found that, '*the exercise of power by the Registrar of Companies contemplates the adjudication of rival claims... they decide both questions of fact as well as of law and determine a variety of applications, claims, controversies and disputes.*' It follows from this authority that the Registrar of Companies possesses jurisdiction to entertain and adjudicate over questions of both fact and law.
44. The Registrar of Companies' statutory jurisdiction relates to the exercise of two distinct powers, firstly is the power to hear and determine complaints by an oppressed member under Section 243 of the Companies Act Cap 106, and secondly is the power to rectify a company's register and expunge documents that constitute an error, are misleading, inaccurate, issued in error, contain entries or endorsements made in error, contain an illegal endorsement, are illegally or wrongfully obtained or which a court has ordered the registrar to expunge from the register all pursuant to Regulation 8 of the Companies (Powers of the Registrar) Regulations SI No 71 of 2016.
45. The Companies Act expressly provides that a member of a company who is oppressed may petition the Registrar of Companies for relief. This position is provided for under Section 243(1) of the Companies Act Cap 106, as cited earlier.
46. A further issue for determination in this matter is whether the present petition raises distinct questions of fact and law for consideration by the Registrar of Companies.

47. The petition before this office concerns alleged member oppression and expungement of contested documents. It was instituted under section 247 of the Companies Act and Regulation 26 of the Companies (Powers of the Registrar) Regulations 2016, and it pertains to member oppression and the legality of the Petitioner's removal as a member, director and bank signatory, as well as the manner in which his shares were surrendered and subsequently acquired by the Respondents. The Petitioner further seeks the expungement of the impugned documents and orders relating to the affairs of the company, which matters fall within the purview of the Registrar of Companies.

48. In light of the foregoing, the petition raises pertinent questions of both fact and law and it seeks declarations of alleged oppression, as well as the expungement of the contested documents, which fall within the jurisdiction of the Registrar of Companies as the right forum for determination. This preliminary objection accordingly fails.

c) Whether the Petitioner instituted the petition under the wrong law?

49. As earlier stated in this ruling, I observe that the Petition was brought under section 247 of the Companies Act, rather than section 243 of the Companies Act, Cap 106 as the Respondents' counsel pointed out. However, the citing of a wrong law should not be the basis to impede justice as it can be corrected.

50. The Court of Appeal of Uganda emphasised this position in the case of **Saggu vs. Roadmaster Cycles (U) Ltd [2002] 1 EA at 262**, while considering the decisions in **Nanjibhi Prabhudas and Company Limited vs Standard Bank Limited [1968] EA** and **Re Christine Namatovu Tebajjukira [1992-93] HCB 85**, held that:

"The general rule is that where an application omits to cite any law at all or cites the wrong law but the jurisdiction to grant the order exists, the irregularity or omission can be ignored and the correct law inserted."

51. Similarly, in **Abundant Life Faith Church of Uganda and Grivas Musisi Vs. Ochieng Peter & 6 Ors Misc Application No. 0376 of 2023**, Justice Boniface Wamala highlighted that, *'it is an established principle of the law that citing a wrong law or not citing any law at all is not fatal to an application provided the jurisdiction to grant the relief exists. The irregularity or omission can be ignored and the correct law inserted.'* Consequently, despite the failure to cite the appropriate law for initiating a Petition before the Registrar of Companies, I will proceed to resolve whether there was oppression occasioned to the petitioner in this case.
52. The Petitioner ought to have instituted the petition under section 243 of the Companies Act Cap 106 as amended, rather than under section 247 of the repealed Companies Act, 2012, which is no longer the applicable provision. Notwithstanding this, the remedies sought in the petition, including expungement of documents and finding on member oppression, fall within the jurisdiction of the Registrar of Companies.
53. From the foregoing, the Petitioner's citation of an incorrect provision of the law is an error that may be disregarded and corrected. However, the same cannot suffice as a preliminary point of law to dispose of the petition before me. I therefore find that the citing of the wrong provision by the Petitioner does not prejudice the petition. This preliminary objection is also overruled.
54. Having disposed of the preliminary objections raised by the Respondents in the negative, I will now proceed to determine the substantive issues raised by the parties for determination.
- d) Whether the prescribed procedure governing the surrender of shares was duly complied with?**
55. The Petitioner argued that he never surrendered his shares in the company, whereas the Respondents assert that the Petitioner executed the necessary resolutions and documents to effect the surrender of his shares.

56. The surrender of the Petitioner's shares was effected through a special resolution dated 30th May 2022 and filed on 17th June 2022, wherein it provided; *"That the company accepts a surrender of 50 ordinary shares held by AMPEIRE BALAK to enable him concentrate on his company and the company is free to allot them to any willing shareholder and he ceases to be a director henceforth."*
57. There are two recognised modes by which shares in a company may be surrendered, namely: by the execution of a surrender agreement/deed and the issuance of notice to the Registrar of Companies in the event shareholders fail to agree on the signing of a surrender agreement. These modes are provided for under Regulation 32(3) of the Companies Regulations, 2023, which provides that, *'A shareholder may surrender shares held in a company by signing a surrender agreement or by notice of surrender of shares to the registrar where the shareholders fail to agree on the signing of the surrender agreement.'*
58. It is mandatory to have the executed surrender agreement registered. This is provided for under *Regulation 32(4) of the Companies Regulations 2023* which provides that; *"The surrender agreement referred to in subregulation (3) shall be registered with the registrar and upon registration the surrendered shares shall revert back to the company."*
59. The Respondents relied on a special resolution filed on 17th June 2022 as evidence of the Petitioner's alleged surrender of shares. However, a search at the Companies Registry reveals that no share surrender agreement was filed nor was any notification submitted to the Registrar, as required under Regulation 32(3) of the Companies Regulations 2023.
60. It follows that, in the absence of a duly executed and filed share surrender agreement/deed or the requisite notice to the Registrar by the shareholders in the event the shareholders failed to agree on the signing of the surrender deed, the

purported procedure concerning the surrender of the Petitioner's shares which is observed to have been effected by way of a special resolution, is invalid

e) *Whether the Petitioner's signature was illegally obtained by the Respondents?*

61. The Petitioner contended that he never surrendered his shares in the company and that the signature appearing on the special resolution dated 17th June 2022 was illegally obtained. However, the Respondents argued that the Petitioner executed the necessary documents to effect the surrender of shares.
62. The impugned special resolution provided for the surrender of the Petitioner's shares, the cessation of the Petitioner's directorship and the subsequent allotment of the Petitioner's shares, whereby the First Respondent was allotted 40 ordinary shares and the Second Respondent 10 shares.
63. In addressing this issue, it is necessary to determine whether the extraordinary general meeting from which the impugned special resolution is said to have arisen was in fact, convened and held.
64. It is an established principle of Company law that sufficient notice must be provided to members of a company before the convening of a meeting. Section 136 (1) of the Companies Act Cap 106 provides that, *'any provision of a Company's articles shall be void in so far as it provides for the calling of a meeting of the company other than an adjourned meeting by a shorter notice than twenty-one days.'* This notice is required to be in writing by Section 136 (2). The same position is provided for by Article 50(1) of the Company's Memorandum and Articles of Association which provides that *"every general meeting shall be called by at least twenty-one days' notice in writing.* Furthermore, section 137 (a) of the Companies Act Cap 106 provides that, *'notice of the meeting of a company shall be served on every member of the company in the manner in which notices are required to be served by Table A in Schedule 2 to the Act...'* There was no evidence adduced by the Respondents to demonstrate that the Petitioner

was duly served with notice of the meeting at which the contested resolution dated 17th June 2022 was passed.

65. In *Fang Ming v Uganda Huineng Ming Ltd & 5 Others HCCS No. 318 of 2005*, it was held that “...failure to give notice to a shareholder in respect of a company meeting renders the proceedings void and the resolutions passed a nullity.” It is also a requirement that there must be proof of service and receipt of service, as it was emphasised in the case *Robert William Ocora v George William Ocora Civil Application No. 55 of 2022*, wherein Hon. Lady Justice Grace Magala held, inter alia, that “...there must be proof of service and receipt of the notice calling a meeting to the shareholders. For board meetings, a director must be given notice of such meetings.” The failure of the Respondents to issue notice to the Petitioner constitutes a fundamental omission, the effect of which renders the impugned resolution null and void for having been irregularly passed.
66. Additionally, the Respondents did not adduce minutes to prove that the contested special resolution from which the Petitioner purportedly surrendered his shares, ceased being a member, and the allotment of the Petitioner’s shares was either voted on or agreed upon.
67. Section 148 of the Companies Act Cap 106 stipulates that, ‘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.’ Subsection 2 continues to provide that, ‘any minute referred to in subsection (1) purporting to be signed by the chairperson of the meeting at which the proceeding were held or by the chairperson of the next following general meeting or meeting of directors as the case may be shall be evidence of the proceedings.’ In this matter, the Respondents did not adduce meeting minutes as mandated by Section 148 of the Companies Act Cap 106 to support the occurrence of the alleged meeting, nor was there an indication that the contested resolution was a circular resolution. Additionally, there was no attendance record adduced

by the Respondents to confirm the occurrence of the meeting and the Petitioner's attendance.

68. In the premises, I am persuaded by the Petitioner's assertion that he did not participate in the meeting from which the impugned resolution is alleged to have been derived, given the complete absence of evidence demonstrating that the meeting was duly convened. In particular, there is no proof of issuance or service of notice to the Petitioner, no minutes evidencing the proceedings, and no attendance list identifying the persons present at the purported meeting.

69. Resolutions from improperly convened meetings are considered a nullity. This position was buttressed in *Seremba Mark Vs Isanga Emmanuel & 3 Others (In the matter of Greenvine College Ltd Companies Cause No 27 of 2004)* where the learned Justice Geoffrey Kiryabwire nullified a resolution because the meeting had not been properly convened, the learned judge found in these words; *'In conclusion, I find that the meeting of the 15th August 2002 was improperly convened and therefore was illegal. All resolutions passed at the meeting therefore are null and void...'*

70. In the premises, having found that no notice was issued to the Petitioner, and in the absence of any meeting minutes or attendance list, I find that the Petitioner could not have executed a resolution arising from a meeting of which he had no notice of and did not participate in.

f) Whether the acts complained of by the Petitioner amount to oppressive conduct?

71. The Petitioner contended that the Respondents unlawfully procured his signature on the special resolution dated 17th June 2022, by which his shares were purportedly surrendered and re-allotted to the Respondents. He further contended that he was removed as a director and member of the company on the basis of the same resolution. The Petitioner also challenged the subsequent filing of company forms altering the company's structure, including the introduction of

the second Respondent as a shareholder without his knowledge or consent, as well as the amendment of the company's Articles of Association. I now turn to consider whether the acts complained of by the Petitioner amount to oppressive conduct

72. Oppression, as earlier discussed falls within the jurisdictional mandate of the Registrar of Companies as provided for under section 243 of the Companies Act, Cap. 106 provides that a member of a company who is subjected to oppressive conduct may petition the Registrar of Companies for appropriate relief.

73. Oppression connotes to conduct that is burdensome, harsh, or wrongful, and which constitutes a violation of a member's reasonable expectations as to the manner in which the affairs of the company ought to be conducted. In *Elder v Elder & Watson Ltd [1952] SC 49*, Lord Cooper observed that oppression entails "oppression requires a visible departure from standards of fair dealing and an infringement on the aggrieved party's proprietary or participatory rights."

74. For a Petitioner to succeed on the ground of oppression under the Companies Act, it must be demonstrated that, first, the Petitioner has been subjected to oppressive conduct in his capacity as a member of the company and secondly, that such conduct arises from the manner in which the affairs of the company have been conducted. It is not sufficient to establish mere dissatisfaction or grievance, as the conduct complained of must relate to the Petitioner's rights and interests as a member and not in any other capacity.

75. In *Re: Five Minutes Car Wash Services Ltd. [1966] 1 All ER 242 at pp 246–247*, *Buckley J* held that a member claiming oppression '*... must have established that at the time when his petition was presented, the affairs of the Company were being conducted in a manner oppressive of himself, or of a part of the members including himself, and unless a petitioner in his petition alleges facts capable of establishing that the Company's affairs are being conducted in such a manner, the Petitioner will disclose no ground for granting any relief and will be dismissed as being demurrable. First, the matters complained of must*

affect the person or persons alleged to have been oppressed in his or their character as a member or members of the Company. Harsh or unfair treatment of the member in some other capacity, as for instance a director or creditor of the Company, or as a person doing business or having dealings with the company, or in relation to his personal affairs apart from the Company, cannot entitle him to any relief.' Furthermore, in ***Cliff Masagazi v Afriland First Bank Uganda Ltd (Company Cause No. 08 of 2020)*** the learned Justice Musa Ssekana observed that '*Oppressive conduct ... necessitates a course of conduct, not mere isolated acts...involving an invasion of legal rights, displaying lack of probity on the part of those conducting the company's affairs, and affecting the Petitioner in his capacity as a member.'*

76. In the premises, having earlier established that the Petitioner is a member of the company, I proceed to assess the acts complained of against the Respondents. The Petitioner contended that he did not attend the general meeting from which the special resolution dated 17th June 2022 is alleged to have been derived; he further asserted that his signature on the impugned resolution was unlawfully obtained. Whereas the Respondents maintained that the impugned resolution was duly passed, they failed to adduce any evidence, such as proof of service of notice or evidence of receipt of the notice, minutes of the meeting, or an attendance list to establish the occurrence of the meeting or the passing of the resolution. In the absence of evidence such as notices, minutes, or attendance records confirming that the meeting occurred as required under company law, I am persuaded by the Petitioner's assertion that the contested meeting did not take place and that his signature on the impugned resolution dated 17th June 2022 was illegally obtained.
77. This office has established that passing resolutions with forged signatures, removing a party as a member without their involvement, amounts to oppressive conduct. (*see: Sharad Panchappa Birajdar and Another v Balsure Sudhir and Others Application Cause No. 33081 of 2025*)

78. In light of the foregoing, I find that the acts complained of by the Petitioner, namely, illegal obtaining of the Petitioner's signature on the resolution dated 17th June 2022, by which his shares were purportedly surrendered and re-allotted, his removal as a member of the company, the subsequent filing of company forms altering the company's structure and introducing the second Respondent as a shareholder without the Petitioner's knowledge or consent and the subsequent amendment of the company's Articles of Association to reflect the changes, collectively amount to oppressive conduct against the Petitioner. I find that the contested resolution dated 17th June 2022 and all documents subsequently filed as a result of the contested resolution shall be expunged from the register pursuant to Regulation 8 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016

g) What remedies are available to the parties?

79. The Registrar of Companies has the power to rectify and update the company's register pursuant to *Regulation 8 (1) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016*. *Regulation 8 (2)* stipulates that the Registrar may expunge from the register any information or document included in the register that is misleading, inaccurate, is issued in error, contains an entry or endorsement made in error, contains an illegal endorsement, or is illegally or wrongfully obtained.

80. Having established that the Petitioner was an oppressed member of the company, through an invalid resolution purporting to effect the surrender of his shares, their re-allotment to the Respondents, and the Petitioner's removal as a director of the company, pursuant to regulations 8 discussed above and 32 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016, I hereby make the following orders:

- 1) *The Special Resolution dated 6th June 2022 and registered on the 17th of June 2022, depicting a surrender of shares and cessation of directorship by Ampeire Balak, the allotment of 50 shares to Owoyesigyire Keneth and Arinaitwe Mable and the amendment of the Company's Memorandum and Articles of Association, be expunged for being illegally/wrongfully obtained.*
- 2) *The amended Memorandum and Articles of Association filed on the 17th of June 2022, depicting Owoyesigyire Keneth and Arinaitwe Mable as shareholders/subscribers be expunged for being misleading and illegally/wrongfully obtained.*
- 3) *The return of allotment form filed on the 17th of June 2022, depicting the allotment of 90 shares to Owoyesigyire Keneth and 10 shares to Arinaitwe Mable be expunged for being misleading and illegally/wrongfully obtained.*
- 4) *The Board resolution dated 6th June 2022 and registered on the 17th of June 2022, depicting the removal of Ampaire Balak as a signatory for the company bank accounts be expunged for being inaccurate and illegally/wrongfully obtained.*
- 5) *The company form 20 filed on the 17th of June 2022, depicting Owoyesigyire Keneth and Arinaitwe Mable as company directors and Arinaitwe Mable as a company secretary be expunged for being misleading and illegally/wrongfully obtained.*
- 6) *The Company Register shall be restored to reflect the company's shareholding status to reflect Balak Ampeire and Owoyesigyire Keneth as shareholders with 50 shares each, the directorship status to reflect Balak Ampeire and Owoyesigyire Keneth as directors with Arinaitwe Mable as the company secretary.*
- 7) *I make no order as to costs.*

I so order.

Given under my hand this 22nd day of May 2026

Daniel Nasasira

Assistant Registrar of Companies