



**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 RENATA HOTEL LIMITED**  
**BRN: 80010001258931**  
**AND**  
**COMPANY PETITION NO. 58931 OF 2026**  
**AKISE WAAKO ANNE JOSEPHINE:.....PETITIONER**  
**VERSUS**  
**1. LUBEGA FRED FARID**  
**2. KANSIIME WINNIE:.....RESPONDENTS**

**RULING**

**Before: Daniel Nasasira - Assistant Registrar of Companies**

**A. Representation.**

1. *Keera. H & Co. Advocates represented the Petitioner, whereas the Respondents neither entered appearance nor were they represented.*

**B. Introduction and Background**

2. Renata Hotel Limited is a limited liability company duly incorporated in Uganda on 20<sup>th</sup> July 2016 under Registration No. 80010001258931 (hereinafter referred to as “the Company”), with two shareholders who also doubled as the Company’s directors, namely Akise Waako Anne Josephine and Kyakunzire Jean Lillian Mulokozi. Akise Waako Anne Josephine also served as the Company Secretary.
3. The Petitioner filed this Petition on 13<sup>th</sup> April 2026, contesting two (2) resolutions on record, which she claimed were unknown to her and her co-shareholder. Through these resolutions, the two were removed as directors and

secretary of the company and replaced by the Respondents, with the first Respondent appointed as company secretary as well.

4. She contended that she and her co-shareholder did not participate in, were not informed of, and were unaware of the purported meetings at which the resolutions were allegedly passed. She further asserted that their signatures on the contested resolution appointing the Respondents were fabricated, and accordingly sought the expungement of the contested filings.
5. Whereas the Petitioner filed this matter as a Petition under Section 243 of the Companies Act, Cap. 106, I observe that no issue concerning member oppression was substantiated in the pleadings. In the circumstances, I will treat this matter as an Application pursuant to Part V of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016.

**C. Petitioner's case.**

6. The Petitioner, a member/initial subscriber of the company, alleges that on the 19<sup>th</sup> day of March 2026. She instructed the company's lawyers, M/s Keera. H & Co. Advocates to file a resolution for the sale of company property. The company's lawyers thereafter notified the Petitioner that the logins were incorrect. When the lawyers reached out to the Uganda Registration Services Bureau, they were notified that the Company's official email and contact had been changed from [jawaako@gmail.com](mailto:jawaako@gmail.com) to [waizaahrakaba@gmail.com](mailto:waizaahrakaba@gmail.com), which prompted a company search.
7. The Petitioner, under paragraph 3 of the Petition and her Statutory Declaration in support, stated that upon conducting a search, her lawyers discovered that there were structural changes in the directorship of Renata Hotel Limited without the consent of the shareholders. A resolution on record was discovered purportedly signed by the Petitioner and Kyakunzire Jean Lillian, as shareholders, appointing a one Lubega Fred Farid and Kasnsiime Winnie as directors of the Company.

8. The Petitioner, under paragraphs 4 and 5 of her Statutory Declaration, denied all the content in the aforementioned resolution and stated that she and her co-shareholder had never signed such a resolution appointing the Respondents. She claimed that the two were fraudulently included as directors. The following resolutions were contested;
- a. An Ordinary Resolution and Company Form 20 appointing Lubega Fred Farid and Kansiime Winnie, the Respondents herein, as directors of the company and ceasing Akise Waako Anne Josephine (the Petitioner) and Kyakunzire Jean Lillian Mulokozi dated 20<sup>th</sup> October, 2025 and filed on the 27<sup>th</sup> day of October, 2025.
  - b. A Board Resolution empowering TOTCO (U) Limited to acquire the legal interest of Mailo land comprised in Block 27 Plot 555 at Makerere, Kampala district, from Renata Hotel Limited, dated 27<sup>th</sup> October, 2025, and filed on the 29<sup>th</sup> day of October, 2025.
9. The Petitioner requested that the Registrar of Companies intervene and prayed that the Registrar make a declaration or order that:
- a. *The Structural changes were procured by forgery.*
  - b. *The Online Business Registration System currently has information regarding directors and secretary that were not lawfully appointed.*
  - c. *All filings procured by forgery be expunged*
  - d. *The register be rectified and reinstate Akise Waako Anne Josephine and Kyakunzire Jean Lillian Mulokozi as the lawful directors and secretary of the Company.*
  - e. *An updated record be issued reflecting the correction.*

**D. Issues**

10. I find that only two issues are sufficient to address the concerns in this matter.
- a) *Whether the impugned documents were validly passed?*
  - b) *What remedies are available to the parties?*

**E. Determination.**

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

11. The Petitioner contests two (2) resolutions on record, which she claims are unknown to her and her co-shareholder. One of these resolutions was purportedly signed by her and her co-shareholder, Kyakunzire Jean Lillian Mulokozi, as members of the company, appointing the Respondents as directors of the Company. This resolution forms the basis of other contested filings and therefore, it is necessary to first determine whether it was validly passed, as any filings predicated upon an invalid resolution would likewise be rendered invalid.
12. The Petitioner specifically challenges an Ordinary Resolution and Company Form 20 dated 20<sup>th</sup> October 2025 and filed on 27<sup>th</sup> October 2025, appointing Lubega Fred Farid and Kansiime Winnie, the Respondents herein, as directors of the Company and removing Akise Waako Anne Josephine (the Petitioner) and Kyakunzire Jean Lillian Mulokozi. The said resolution bears the signatures of the Petitioner and her co-shareholder; however, the Petitioner contends that neither of them signed the resolution and that the signatures appearing thereon were fabricated. The Respondents did not file a Reply to the Petition.
13. Summons were issued on the 15<sup>th</sup> day of April 2026, inviting the parties to appear before the Registrar of Companies on the 7<sup>th</sup> day of May 2026 in line with **Regulations 27(1) and 28(1) of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016**. However, efforts by the Petitioner to serve the Respondents individually in accordance with **Regulation 28(2)** were unfruitful. The Petitioner therefore sought leave from the Registrar of Companies to effect substituted service under **Regulation 27(1)**.
14. **Regulation 27(1) of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016** states; *"...where the Registrar is satisfied that for any reason the application or petition cannot be served in the ordinary way, the registrar shall order the application or petition to be served by affixing a copy of the application in a*

*conspicuous place at the registry and in a conspicuous part of the house, if any, in which the other party or person named in the application or petition is known to have last resided or carried on business or personally worked for gain, or in such other manner as the registrar thinks fit.*"

15. In the case of *Bank of Baroda (U) Limited v Lekimu Stationers and General Merchants Limited and Hassan Katende HCCS No. 904/93*, following the failure to locate the defendants, the Court, being satisfied that the summons could not be served in the ordinary way, ordered that the second defendant be served by way of substituted service through advertisement in the New Vision newspaper. The case illustrates that a newspaper advertisement is a recognized mode of service where the other party cannot be located. This is also known as substituted service provided for under **Regulation 27(3) of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016** that stipulates that, '*...substituted service under an order of the registrar shall be as effectual as if it had been made on the other party or a person named in the application or petition personally.*'
16. In the present case, the Registrar, being satisfied that the Petitioner's efforts to locate and serve the Respondents personally had been futile, and upon the Petitioner seeking leave to effect substituted service, caused fresh summons to be issued and advertised in a newspaper of wide circulation, namely the Daily Monitor of Thursday, 30<sup>th</sup> April 2026, at page 68, inviting the parties to appear before the Registrar of Companies on the 7<sup>th</sup> day of May, 2026. The Respondents, however, still failed to enter appearance.
17. In the interest of justice, I informed the Petitioner that the matter would proceed *ex parte* and that a ruling would be delivered on notice.
18. A perusal of the Company's Articles of Association indicates that directorship in Renata Hotel Limited is contingent upon membership. Article 78 provides verbatim that "*...no person shall be director unless he is a member of the Company.*" This provision underscores that only members of the Company are

eligible for appointment as directors. The Company records maintained at the Registry indicate that the only members of the Company are the Petitioner and her co-shareholder, Kyakunzire Jean Lillian Mulokozi. These two individuals were, prior to the contested resolution, the only directors of the Company. The Respondents, who were purportedly appointed as directors, are not reflected as members of the Company, thereby raising questions as to the validity of their appointment.

19. Further, it is trite law that, unless otherwise provided in a company's Articles of Association, the power to appoint directors vests in the members acting through a validly convened general meeting and in accordance with the procedures prescribed under the Companies Act and the company's Articles of Association. The Articles of Association of Renata Hotel Limited do not provide for any alternative mode of appointment or confer unilateral authority upon any individual or faction to appoint directors outside the collective will of the members.
20. In the present matter, the legitimacy of the Respondents' purported appointment as directors is fundamentally undermined by the fact that the very members alleged to have sanctioned such appointment have expressly disputed and denied authorising the same. Where the alleged appointing members challenge both the occurrence and validity of the appointment process, serious doubt is cast on whether any lawful resolution was ever passed. In the absence of clear evidence demonstrating compliance with the Articles and the statutory requirements governing the appointment of directors, the purported appointments cannot be presumed valid merely by assertion. There is no declaration from the purported signatories of the resolution confirming that they indeed signed the resolution appointing the Respondents as directors. In fact, the signatories deny signing the said resolution.

21. Additionally, there is no evidence on record demonstrating that proper notice was ever issued to the members convening the alleged meeting at which the Respondents were purportedly appointed as directors. No notices, agenda, proof of service, minutes, attendance register, or any contemporaneous corporate records have been produced to establish that such a meeting was convened or held in accordance with the Articles of Association and the requirements of Sections 136 and 148 of the, Companies Act Cap 106, respectively. In corporate governance practice, these documents constitute the primary evidence of the existence and validity of a meeting and the resolutions passed thereat. Their complete absence is therefore not a mere procedural irregularity or technicality, but a fundamental defect that goes to the root of the alleged appointment process.
22. Further, the Petitioner expressly denied executing or authorising the impugned resolution. That denial was not rebutted by any cogent evidence from the Respondents, such as authenticated attendance records, witness accounts from attendees, or other documentary proof capable of verifying the authenticity of the disputed signatures. In circumstances where the existence of the meeting itself remains unproven and the execution of the impugned resolution is directly challenged, the Registrar, as the statutory custodian of the Company Register, bears a legal obligation to safeguard the accuracy, reliability, and integrity of the register. The Company Register is intended to serve as an authentic public record upon which shareholders, creditors, regulators, and third parties are entitled to rely in good faith. Consequently, the Registrar cannot permit the register to be polluted or maintained on the basis of documents tainted by illegality, misrepresentation, or procedural impropriety.
23. Where entries on the register are shown to have originated from a resolution whose authenticity is doubtful and whose underlying meeting has not been proven to have lawfully occurred, the Registrar is empowered, and indeed duty-bound, to rectify the register by expunging all entries founded upon such

illegality pursuant to Regulation 8 of the Companies (Powers of the Registrar) Regulations SI. No. 71 of 2016. To hold otherwise would amount to sanctioning an abuse of the corporate filing system and would undermine public confidence in the integrity of corporate records maintained by the Registry.

24. Accordingly, once the impugned resolution is found to have been unlawfully procured, any filings or changes effected pursuant thereto cannot be permitted to subsist on the Company Register and must be expunged in order to restore the register to its lawful and accurate status.
25. In the premises, I find that the alleged meeting did not in fact occur and that the impugned resolution was illegally, irregularly, and wrongfully obtained. The purported resolution therefore lacks any legal validity and cannot form a lawful basis for altering the company's directorship or corporate records. Consequently, any filings, appointments, or administrative actions predicated upon the said resolution are null, void, and incapable of standing in law.
26. The Petitioner may lodge an administrative application for the change of login credentials on the Online Business Registration System through formal written correspondence addressed to the Registrar. In addition, the Petitioner may apply for data correction so as to ensure that the original directors are properly captured, reflected, and recognized as the lawful directors of the Company on the system. This process is necessary to ensure that the records maintained on the Online Business Registration System (OBRS) accurately correspond with the legal and factual position regarding the management and directorship of the Company.

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

27. 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 to ensure that it is accurate. Regulation 8(2) goes further to state that the registrar may expunge from the register any information or document included in the register which;

- a. *Is misleading*
- b. *Is inaccurate*
- c. *Is issued in error*
- d. *Contains an entry or endorsement made in error*
- e. *Contains an illegal endorsement*
- f. *Is illegally or wrongfully obtained*

28. Having found that the resolution appointing the Respondents as directors of Renata Hotel Limited was illegally and wrongfully obtained, pursuant to Regulations 8 and 23(e) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016, I hereby make the following orders;

- 1) *The Ordinary Resolution dated 20<sup>th</sup> October, 2025, and filed on 27<sup>th</sup> October, 2025, appointing Lubega Fred Farid and Kansiime Winnie as directors of the company and ceasing Akise Waako Anne Josephine and Kyakunzire Jean Lillian Mulokozi, and appointing Lubega Fred Farid as company secretary and ceasing Akise Waako Anne Josephine, be expunged for having been illegally and wrongfully obtained.*
- 2) *The Company Form 20 (Notification of Appointment of Director and Secretary) introducing Lubega Fred Farid and Kansiime Winnie as directors, and Lubega Fred Farid as company secretary, be expunged for being inaccurate, and illegally and wrongfully obtained.*
- 3) *The Board Resolution dated 28<sup>th</sup> October 2025 and filed on 29<sup>th</sup> October 2025, empowering TOTCO (U) Limited to acquire the legal interest of Mailo land comprised in Block 27 Plot 555 at Makerere, Kampala district, from Renata Hotel Limited, be expunged for being misleading and containing an illegal endorsement.*
- 4) *I make no order as to costs.*

*I so Order.*

Given under my hand this 20<sup>th</sup> day of May 2026

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*Daniel Nasasira*

*Assistant Registrar of Companies*