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 BASE 7 INTERNATIONAL AVIATION ACADEMY LIMITED
COMPANY APPLICATION NO. 11835 OF 2026
BRN.80020001811835

KANYESIGYE ASAPH::APPLICANT

VERSUS

1. **KAMANYA DAVID MAGAGA**
2. **KAMUNTU HAM**
3. **KYAKUNZIRE ALEX**
4. **MUGABI CHARLES::: RESPONDENTS**

RULING

Before: Daniel Nasasira—Assistant Registrar of Companies

A. Representation

1. *The Applicant was represented by Counsel Nelson Mandela and Ojambo Robert Mugeni from M/s Elison & Eliakim Co. Advocates and Ojambo & Ojambo Advocates respectively whereas the Respondents were represented by Counsel Waiswa Grace Nsaawa and Hans Tukwatanise from M/s Abmak Associates.*

B. Introduction and Background

2. The Applicant is a founding member, shareholder, initial director and secretary of the Base 7 International Aviation Academy Limited.
3. Base 7 International Aviation Academy Limited is a Company limited by shares and incorporated on the 10th May 2019 under Registration Number

80020001811835 (hereinafter referred to as '*the Company*').

4. The Applicant challenges the manner in which his shares in the company were transferred and his removal as a director, member, and secretary of Base 7 International Aviation Academy Limited. He contended that the special resolution and share transfer instrument dated 25th September 2025, which purported to transfer his shares to Mugabi Charles, were unlawful. He asserted that he neither attended the said meeting nor executed the contested documents, notwithstanding that they bore his purported signature. The Applicant presented a forensic document examination report which concluded that the signature was fabricated and MTN call data records which demonstrated that he was not in the vicinity of the company's offices at the time of passing the said resolution, contrary to what was stated in the resolution. The Applicant sought the expungement of the contested documents.
5. The Respondents denied the Applicant's allegations and maintained that the Applicant consented to the transfer of his shares and to ceasing to be a director, shareholder and company secretary of the company. They further maintained that the Applicant consented to the appointment of Mugabi Charles as a shareholder, director and company secretary. The Respondents averred that the Applicant was a signatory to the company resolution dated 23rd September 2025 and maintained that he was present at, and participated in the meeting at which the resolution was passed.

C. *<u>Applicant's case</u>*

6. The Applicant, under paragraphs 1 and 2 of his statutory declaration contended that he is a founder member, director and secretary of Base 7 International Aviation Academy Limited, a company duly incorporated on the 10th of May 2019.
7. The Applicant averred in paragraphs 3, 4 and 5 that he and the First Respondent, Kamanya David Magaga were the company's initial shareholders and directors. In

support of this assertion, he relied on a copy of the Company's Memorandum and Articles of Association dated 10th May 2019. He also contended that on 5th August 2019, he and Kamanya David Magaga resolved to allot shares to Kamuntu Ham, Kyakunzire Alex (the Second and Third Respondents), and Jeremiah Mugabi Aronda, while leaving 30 shares unallotted. He further averred that they resolved to appoint Kamuntu Ham and Kyakunzire Alex as directors of the company, leading to the amendment of the Company's Memorandum and Articles of Association.

8. The Applicant averred in paragraphs 6, 7 and 8 of his statutory declaration that on 28th October 2025, he attempted to access the company's URA account but was denied access following a change of password. He asserted that he conducted a search at the Uganda Registration Services Bureau (URSB), which revealed a Special Resolution dated 23rd September 2025 and filed on 25th September 2025, purporting to transfer his shares to the Fourth Respondent, Mugabi Charles and purportedly bore the Applicant's signature. The resolution further purported to remove the Applicant as a director and shareholder of the company. The search also yielded a share transfer instrument filed on 25th September 2025, bearing the Applicant's purported signature and purporting to effect the transfer of his shares to Mugabi Charles.

9. The Applicant contended under paragraphs 9, 10 and 11 of his statutory declaration that as a member of the company, he never received notice of the purported meeting held on the 23rd of September 2025 wherein it was purportedly resolved that his shares be transferred to Mugabi Charles and his removal as a shareholder, director and company secretary. The Applicant maintained that he neither attended nor participated in the meeting from which the contested resolutions were derived. He asserted that the Respondents forged his signature on the contested documents, namely the company resolution and the share

transfer instrument filed on 25th September 2025. In support of that assertion, the Applicant relied on a forensic analysis report, which he contended established that his signature on the contested documents was forged. He also relied on an MTN call data log report, which he asserted demonstrated that he was not in the vicinity of the company's offices on 23rd September 2025 despite the indication to the contrary in the contested special resolution.

10. Under paragraphs 12 and 13 of his statutory declaration, the Applicant asserted that following the alleged unlawful transfer of his shares, the Respondents filed an amended Company Form 20 reflecting changes in the company's directorship and secretary. The amended form purportedly appointed Mugabi Charles as a director of the company. The Applicant asserted that the Respondents' actions of passing resolutions without notice, forging his signature, the unauthorized transfer of his shares by fabricating his signature, and the alteration of the company's directorship and secretary without notice to him were unlawful and executed in bad faith.

11. The Applicant prayed that the Companies register be rectified by expunging all filings and resolutions made after the 23rd of September 2025 as they were irregularly registered. The Applicant also prayed that Mugabi Charles be removed from being a director and shareholder of the Company.

D. *Respondents' case*

12. The Respondents' case was presented by Second Respondent, Kamuntu Ham, who asserted under paragraph 1 of his statutory declaration in reply that he is a member and director of the Company.

13. The Second Respondent asserted in paragraphs 2 and 3 of his reply that the Applicant consented to the transfer of his 20 ordinary shares to Mugabi Charles at an extraordinary meeting of the Company held on 23rd September 2025. He further asserted that at the same meeting, the shareholders resolved that the Applicant

would cease to be a shareholder, director, and company secretary, and that Mugabi Charles would be appointed as a shareholder, director, and secretary of the company.

14. Under paragraphs 4-6 of his reply, the Second Respondent averred that the Applicant, in his capacity as a shareholder of the company, signed the contested resolution dated 23rd September 2025. He further contended that the Applicant executed the share transfer instrument through which he transferred his 20 ordinary shares to Mugabi Charles. The Second Respondent also contended that both the shareholders' resolution and the share transfer instrument were registered on 25th September 2025 and that the Registrar of Companies was duly notified of the changes.

15. The Second Respondent contended in paragraphs 7 to 9 of his statutory declaration in reply that notwithstanding the Applicant's participation in the passing and execution of the contested documents, the Applicant wrote to the Registrar of Companies on 18th February 2026 alleging that his removal from the company and the appointment of Mugabi Charles as a director and shareholder had been effected illegally and facilitated through the forgery of his signature. The Second Respondent further contended that in the said letter, the Applicant sought the expungement of the contested documents from the company records. However, the Second Respondent maintained that the Applicant executed the contested documents transferring his shares to Mugabi Charles and was present at and participated in the meeting held on 23rd September 2025 at the company premises.

E. __Schedules__

16. 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 both counsel to submit written submissions and provided schedules as outlined below;

a) *Written submissions from the Applicant were to be filed and served by the 19th day of June, 2026.*

b) *Written submissions from the Respondents were to be filed and served by the 26th day of June 2026.*

c) *Any submissions in rejoinder were to be filed and served by the 3rd day of July 2026.*

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

F. Issues

17. Having considered the pleadings submitted by the parties, I find that the following issues are sufficient for determination of this application.

a) *Whether the contested documents were validly filed?*

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

G. Determination

a. Whether the impugned documents were validly passed?

18. The Applicant instituted the present application seeking orders for the expungement from the company register of various documents such as a special resolution and share transfer instrument, both filed on 25th September 2025 through which the Respondents purportedly removed him as a company director, company secretary and shareholder and purportedly authorised the transfer of the Applicant's shares to Mugabi Charles, who was also appointed a director and company secretary in the same resolution. The Applicant contended the filing of the contested documents by the Respondents subsequently led to the filing of an amended company form 20 to reflect the changes in the company's directorship and company secretary.

19. The Respondents contended that contrary to the Applicant's assertions, the Applicant was aware of and consented to the transfer of his shares to Mugabi

Charles, his cessation as a director, member and company secretary of the company, and the appointment of Mugabi Charles as his replacement in those capacities. The Respondents maintained that the Applicant, as a member of the company participated in the passing of the contested special resolution filed on 25th September 2025. They further asserted that the Applicant was present at the company premises and voluntarily executed the contested documents.

20. The issue for determination in this matter is whether the contested documents that resulted in the Applicant's removal as a member/shareholder/director and company secretary were validly executed, filed and registered pursuant to the Company's Articles of Association and the Companies Act Cap 106. I shall proceed to consider the prevailing circumstances surrounding the contested documents.

21. The genesis of the dispute between the parties stems from a special resolution dated 23rd September 2025, wherein the Applicant, Kanyesigye Asaph is purported to have transferred his 20 ordinary shares to Mugabi Charles, ceased being a director and company secretary. Read verbatim, the resolution provides as follows:

"At the extraordinary meeting of shareholders of BASE 7 INTERNATIONAL AVIATION ACADEMY LIMITED (hereinafter called the company) held on the 23rd day of September 2025 at the registered office of the Company, the following was unanimously resolved;

1. *That KANYESIGYE ASAPH hereby consents to transfer his 20 ordinary shares to MUGABI CHARLES.*
2. *That MUGABI CHARLES is hereby appointed a shareholder and director in the Company.*
3. *That KANYESIGYE ASAPH hereby ceases being a director, shareholder and secretary of the Company.*
4. *That MUGABI CHARLES is hereby appointed the Company secretary.*

5. *That a new Company form 20 be filed to reflect the changes.*
6. *That the Registrar of Companies be notified accordingly."*

22. The resolution is observed to have been signed by the Applicant, Kyakunzire Alex, Kamuntu Ham and Kamanya David Magaga.

23. Directors in a private company limited by shares are removed by shareholders through an ordinary resolution (see: *sec 191(1) of the Companies Act Cap 106*.) However, their removal is subject to the issuance of a special notice to the director as emphasized under section 191(2) of the same Act. Justice Anna B. Mugenyi in ***Kirima Ltd & 4 Ors Vs. Dr. Hamlet Kabushenga HCCS No.0018 of 2022*** held that, *'as required by law, companies can only remove directors through an ordinary resolution, it is also a requirement of the law that special notice shall be sent to the director purported to be removed and the director shall be entitled to be heard in the resolution. This requirement is mandatory.'*

24. In the premises, the Respondents did not adduce any evidence to confirm that the Applicant was issued with a special notice or given audience on whether he intended to resign before his removal as a director of the company. Furthermore, the Respondents did not attach a resignation letter or any evidence to support the Applicant's voluntary withdrawal from the Company's directorship.

25. Additionally, section 136 of the Companies Act Cap 106 is to the effect that such meetings shall be called by *a twenty-one (21) days' notice in writing*. Upon perusal of the evidence presented by the Respondents, there is no indication that such notice was issued in respect of the purported meeting. Furthermore, upon observation of the contested special resolution, it shows that it emanated from a physical meeting of the company's shareholders at the company premises rather than a circular/written resolution, which rendered compliance with the statutory notice requirement necessary. From the parties' pleadings, there is no evidence that notice of the purported meeting was issued. This omission lends support to

the Applicant's assertion that he was neither issued with notice to the "meeting" nor participated in nor attended the meeting from which the contested special resolution is said to have originated.

26. Another circumstance to consider in the premises is the lack of recorded minutes of the meeting from which the contested resolution was derived.

27. Section 148 of the Companies Act, Cap. 106 further states that;

    (1) 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.

    (2) Any minute referred to in subsection (1)....shall be evidence of the proceedings.

    (3) Where minutes have been made in accordance with the proceedings at any general meeting of the company or meeting of directors then, until the contrary is proved, the meeting shall be taken to have been duly held and convened...

28. The interpretation of the provision above is that companies are required to maintain accurate minutes of all proceedings at general meetings and directors' meetings which serve as the official record of decisions and deliberations between the individuals in attendance. Where the minutes are properly recorded, they are considered prima facie evidence of the proceedings and create a legal presumption that the meetings were duly held and convened. This presumption protects the company and its decisions, placing the burden on anyone challenging a resolution to provide credible evidence to rebut it.

29. However, the Respondents did not produce minutes or any other formal record of the purported meeting held on 23rd September 2025 at which the resolutions removing the Applicant as a director and company secretary, authorised the transfer of his shares to Mugabi Charles, and appointed Mugabi Charles as a director and company secretary were allegedly passed.

30. Additionally, the Applicant argued that his signature on the contested resolution was fabricated. The Applicant presented a forensic analysis report issued by the

Directorate of Government Analytical Laboratory under the Ministry of Internal Affairs to corroborate his position that the signatures on the contested documents were illegally affixed.

31. The Analysis Report dated 29th December 2025 with Reference/Lab No. QD047/2025 examined the Applicant's signature appearing on the contested documents namely: the special resolution dated 23rd September 2025 marked as Exhibit Q1 and a transfer of share stock instrument dated the 25th of September 2025 marked as Exhibit Q2.

32. The Applicant's signature appearing on the contested documents was compared with known presented specimen signatures labelled S1-S10, including the Applicant's signature as it appears on the Company's Memorandum and Articles of Association filed on 10th May 2019, a company form 18 filed on 20th May 2019, a copy of the Company's amended Memorandum and Articles of Association filed on 12th August 2019, a Company board resolution dated 5th August 2019, an ordinary resolution dated 8th April 2024, a joint venture agreement dated 26th February 2024, a letter dated 14th November 2024, the Applicant's national identification card, a complaint for forgery by the Applicant dated 30th October 2025 and a request to examine the contested documents that the Applicant signed.

33. The examination and findings section of the analysis report revealed that the sample signatures on exhibits S1-S10 and the questioned signatures Q1 and Q2 attributed to the Applicant differed fundamentally in the following areas: the sequence of pen movement in execution of the signature from start to finish, the nature of the starting stroke in the questioned signature i.e. the angle of curvature and its length, the questioned signature was not fluently executed and had poor line quality particularly in the features at the start of the signature, inconsistent pen pressure seen along the questioned signature line unlike in the standard

signatures, the shape of the oval shape feature at the start of the signature, the slant of letter 'h' and baseline habits in the middle part of the questioned signature.

34. The conclusion section of the Analysis report also revealed that the sample signatures on the provided exhibits (S1-S10) and the questioned signatures on the contested documents (Q1 and Q2) differed. Regarding the Applicant's signature of the contested documents, the Principal Government Analyst, Namuwoya Catherine observed that;

"1(a). There is strong evidence to show that the questioned signature attributed to Kanyesigye Asaph on exhibit 'Q1' was not authored by the same Kanyesigye Asaph whose standard/known signatures were provided on exhibits,'S1', 'S2', 'S3', 'S4', 'S5', 'S6', 'S7', 'S8', 'S9' and 'S10.'

(b) There is strong evidence to show that the questioned signature attributed to Kanyesigye Asaph on exhibit 'Q2' was not authored by the same Kanyesigye Asaph whose standard/known signatures were provided on exhibits 'S1',' S2',' S3',' S4','S5','S6','S7',' S8','S9' and 'S10'.

35. Whereas the conclusion section of the report supports the Applicant's contention, Justice Stephen Mubiru in ***Iwa Richard Okeny V Obol George Okot Miscellaneous Application No. 063 of 2012*** highlighted that an expert is not a witness of fact and his/her evidence is only advisory. The learned judge opined that a court will not act on the opinion of the expert unless the facts upon which the opinion is based are proved in evidence. This position also binds the Registrar of Companies.

36. In this instance, I find that the Principal Government Analyst's assessment, as detailed in the analysis report dated 29th December 2025 with Reference/Lab No. QD047/2025, substantiates the Applicant's stated position that his signature was illegally affixed on the contested documents.

37. The Applicant also contended that he was not present at the company's premises on 23rd September 2025 when the contested Special Resolution was executed,

whereas the Respondents maintained that he was present and duly executed the contested documents. In rebuttal of the Respondents' assertions, the Applicant relied on a phone data report issued by the Security Department of MTN Uganda dated 12th November 2025. According to the report, the Applicant's location on 23rd September 2025 was traced to the areas of Naguru, City High Eaton, and Bukoto rather than to the company's offices in Kansanga. This evidence further supports the Applicant's position that he was not present at the company's premises on 23rd September 2025, the date on which the contested Special Resolution was purportedly executed.

38. The evidence of the Principal Government Analyst and the corroborative MTN Uganda call data report, coupled with the Respondents' failure to adduce sufficient evidence that the meeting of 23rd September 2025 took place, such as a special notice to the Applicant removing him as a director, notices convening the meeting, minutes or attendance records, and their failure to establish that the Applicant executed the contested documents, convincingly demonstrates that the Applicant did not attend the said meeting and that the Applicant's purported signature on the contested documents was fabricated.

39. It is a recognised principle that once an illegality is brought to the attention of court, it cannot be ignored. The principle is emphasised in the case of ***Makula International Ltd vs. His Eminence Cardinal Nsubuga & Anor. (1982) HCB 11.*** The illegality in this matter relates to the contested documents filed by the Respondents that purportedly bore the Applicant's signature. These documents comprise a special resolution and the share transfer instrument, both filed on 25th September 2025 which subsequently led to the filing of a new Company form 20 on the same date. The evidence establishes that the purported meeting did not take place or, if it did, that the Applicant neither attended nor participated in it, notwithstanding that the special resolution identifies him as a signatory. The

Applicant adduced evidence demonstrating that his signature on the contested documents was forged and that he was not in the vicinity of the company's premises on the date the contested special resolution was purportedly executed.

40. In light of the findings above, I find that the contested special resolution authorising the transfer of the Applicant's shares to Mugabi Charles and the cessation of the Applicant as a director and company secretary, as well as the appointment of Mugabi Charles as a director and company secretary, was invalidly passed and filed because the evidence strongly supports the conclusion that the signatures were not authored by the Applicant. The share transfer instrument and Company form 20 subsequently filed on 25th September 2025 to effect the transfer of the Applicant's twenty (20) ordinary shares to Mugabi Charles and the appointment of Mugabi Charles as a director of the company were likewise invalidly executed and filed because they were effected based on an invalid resolution and purportedly bore the Applicant's signature.

b. *What remedies are available to the Applicant?*

41. 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

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

a) *The Special resolution filed on 25th September 2025, authorising the transfer of shares from Kanyesigye Asaph to Mugabi Charles, the cessation of Kanyesigye Asaph as director, shareholder and company secretary and the appointment of Mugabi Charles as a director, shareholder and company secretary be expunged from the register for having been illegally endorsed and wrongfully obtained.*

b) *The transfer of share stock instrument filed on 25th September 2025 providing for the transfer of 20 ordinary shares from Kanyesigye Asaph to Mugabi Charles be expunged from the register for having been illegally endorsed and wrongfully obtained.*

c) *The Company Form 20 dated 25th September 2025 reflecting Mugabi Charles as a director and the Company secretary be expunged for having been illegally endorsed and wrongfully obtained.*

d) *The Company Form 20 dated 28th October 2025 reflecting Mugabi Charles as a director and Kyakunzire Alex as the Company secretary be expunged for having been illegally endorsed and wrongfully obtained.*

e) *The board resolution filed 5th November 2025 reflecting the allotment of the 30 unallotted shares in the Company be expunged from the register for having been illegally endorsed and wrongfully obtained.*

f) *The Special resolution filed 5th November 2025 requiring the amendment of the Company's Memorandum and Articles to reflect the new shareholding distribution be expunged for having been illegally endorsed and wrongfully obtained.*

g) *The return of allotment form dated 05th November 2025 allotting the 30 unallotted shares in the Company be expunged for having been wrongfully obtained.*

h) The amended Memorandum and Articles of Association dated 05th November 2025 reflecting the company's new shareholding following the allotment of the 30 unallotted shares be expunged from the register for having been illegally endorsed and wrongfully obtained.

i) The board resolution filed on 26th February 2026, authorising the transfer of shares from Jeremiah Aronda Mugabi to Hamster Business Solutions Limited and the transfer of shares from Alex Kyakunzire to Hamster Business Solutions Limited be expunged from the register for having been illegally endorsed and wrongfully obtained.

j) The board resolution filed on 26th February 2026, authorising the amendment of the Company's Memorandum and Articles of Association to reflect the Company's shareholding as comprised of Jeremiah Aronda Mugabi, Charles Mugabi, Alex Kyakunzire, Patience Ataho, David Kamanya Magaga, Ham Kamuntu and Hamster Business Solutions Limited be expunged from the register for having been illegally endorsed and wrongfully obtained.

k) The amended Memorandum and Articles of Association dated 26th February 2026 reflecting the members of the Company as members and subscribers to comprise of Jeremiah Aronda Mugabi, Charles Mugabi, Alex Kyakunzire, Patience Ataho, David Kamanya Magaga, Ham Kamuntu and Hamster Business Solutions Limited be expunged from the register for having been illegally endorsed and wrongfully obtained.

l) The Board resolution filed on 31st March 2026 amending the mandate of the Company's Ugx and USD accounts with Stanbic Bank Uganda Limited by removing Kanyesigye Asaph as a signatory to the accounts and appointing Mugabi Charles as a new signatory the company and allocating the signing mandate to Kyakunzire Alex, Kamanya David Magaga, Kamuntu Ham and Mugabi Charles as signatories be *expunged from the register for having been illegally endorsed and wrongfully obtained.*

m) *The Board resolution filed on 10th April 2026 authorising the company to open up Ugx, USD and EUR bank accounts with Housing Finance Bank and appointing Kyakunzire Alex, Kamanya David Magaga, Kamuntu Ham and Mugabi Charles as signatories be expunged from the register for having been illegally endorsed and wrongfully obtained.*

n) *I make no order as to costs.*

I so order.

Given under my hand this 06th day of July 2026

URSB
UGANDA REGISTRATION SERVICES BUREAU
Daniel Nasasira
REGISTRAR

Digitally signed by Daniel Nasasira
Location: Uganda Registration Services Bureau
Date: 2026.07.06 11:44:13 +03'00'

Daniel Nasasira

Assistant Registrar of Companies