



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 AMAJEJU FARMERS ASSOCIATION LIMITED
BRN: 80010003394373
AND
COMPANY APPLICATION NO. 94373 OF 2026
KISIERO GABRIEL & 12 OTHERS:..... APPLICANTS

VERSUS

1. **BOIT BONNY KAPTULWO**
2. **WAMBUZI KASSIM**
3. **AKOL SIMON & 61 OTHERS:.....RESPONDENTS**

RULING

Before: Daniel Nasasira - Assistant Registrar of Companies

A. Representation.

1. *Ms. Jackie Katuramu from Baingana & Co. Advocates represented the Applicants, whereas neither of the Respondents entered appearance nor were they represented.*

B. Introduction and Background

2. The Applicants are initial subscribers/members and directors of the Amajeju Farmers Association Limited.
3. Amajeju Farmers Association Limited is a company limited by guarantee and duly incorporated in Uganda on 12th February 2010 under Registration No. 80010003394373 (hereinafter referred to as “the Company”).
4. The First, Second and Third Respondents are persons unknown to the Applicants but are observed to have endorsed various contested resolutions

and company forms. The other Respondents were through various contested documents filed in 2018, recorded as members of the Company. The contested filings resulted in the removal of the Applicants as members of the Company and their replacement by the Respondents, some of whom were also recorded as directors of the Company.

5. The Applicants filed this application on 19th June 2026 through their chairperson and secretary, contesting the amendments and changes to their Company file which they attributed to the Respondents. They contended that the filed documents resulted in the alteration of the Company's membership and leadership structure and that they were astonished to learn of the structural changes, as they were never been notified of the said changes. They sought for rectification of the Company register through the expungement of the contested documents.

C. Applicants' case.

6. The Applicants' case was presented by Kisiero Gabriel, a member/initial subscriber of the Company who asserted that the Company was incorporated in 2010 by its founding members under Registration No. 80010003394373. He maintained that since incorporation, the founding members managed and operated the affairs of the Company in accordance with the Company's Memorandum and Articles of Association.
7. The first Applicant, under paragraphs 4 and 5 of his statutory declaration stated that he had inspected Company records after which he became aware of various changes that were made to the Company's membership and management structure. He contended that he found out that an amended version of the Company's Memorandum and Articles of Association and a resolution had been filed on the Company file in 2018 effecting the said changes.
8. Under paragraph 6 of his statutory declaration, the first Applicant contended that to the best of his knowledge and belief, neither he nor the other founding

members were notified of, invited to attend or participated in any meeting authorizing the said amendments to the Memorandum and Articles of Association nor the said resolution that resulted in the addition of the Respondents as members of the Company.

9. The First Applicant asserted under paragraphs 7 and 8 of his statutory declaration that the persons appearing on the Company file as members, directors, officials or office bearers are largely unknown to the original founding members of the Company. The First Applicant further maintained that the individuals who purportedly signed the contested 2018 resolution authorising the removal of the initial members of the Company were not among the founding members of the Company and could therefore not have legally authorised or passed such a resolution.
10. Under paragraphs 9 and 10 the First Applicant asserted that the founding members never passed any resolution surrendering their membership, resigning from the affairs of the Company or authorising their removal from the Company records. He further asserted that the founding members of the Company never consented to the replacement of the Company's membership and leadership as currently reflected on the Company file.
11. The first Applicant asserted under paragraphs 11 and 12 that the alterations made to the Company's file had the effect of removing the founding members from the Company and replacing them with the Respondents who were unknown to them. He maintained that the said alterations were made without the knowledge, participation, authorization or consent of the founding members and were therefore disputed.
12. The first Applicant further averred that as a result of the contested alterations, the Respondents have purported to exercise control over the affairs and assets of the Company.
13. The Applicants requested that the Registrar of Companies intervene in the affairs of the Company and prayed that the Registrar rectifies the Company

register by expunging the irregularly filed documents and investigate the circumstances in which the contested documents were filed.

D. Issues

14. I find that only two issues arise for determination in this matter.

- a) *Whether the impugned documents were legally obtained and filed at the registry?*
- b) *What remedies are available to the Applicants?*

E. Determination.

- a) **Whether the impugned documents were legally obtained and filed at the registry?**

15. The Applicants contested a special resolution and a company form 20 dated 13th January 2018 together with a company resolution and an amended copy of the Company's Memorandum and Articles of Association filed on 27th February 2018 which all appear on the Company's file at the registry. The Applicants contended that the contested filings resulted in their removal as members and directors of the Company and introduced the Respondents as members and directors of the Company without the Applicants' consent, participation or approval. The Respondents did not file a reply to the Applicants' case despite service being effected on them. The Applicants' legal representative filed an Affidavit of Service evidencing that the Respondents had been duly served with the proceedings and were thereby placed on notice of the matter pending before the Companies Registry.

16. The Applicants' statutory declaration constitutes evidence before the Registrar of Companies pursuant to Section 286 of the Companies Act, Cap 106 and the documentary evidence on the Company file was admitted and considered alongside that evidence. The Respondents, despite having been duly served and afforded an opportunity to respond, filed no statutory declaration or documentary evidence controverting the Applicants' evidence. The Applicants' evidence therefore remained substantially uncontroverted.

17. The jurisdiction of the Registrar in the present matter arises principally from the Companies Act and the Companies (Powers of the Registrar) Regulations, 2016, including the power to rectify the register under Regulation 8. Article 37 of the original Company's Articles of Association additionally provided for disputes between members and the Association to be referred to the Registrar. Article 37 of the original Company's Articles of Association provided that, *'where a civil dispute arose between a member and the Association or any of its organs, or between past or present members of the Association, the dispute would be referred to the Registrar of Companies for determination, either by the Registrar personally or through the appointment of one or more arbitrators as the Registrar deemed appropriate.'* Article 37(ii) further provided that, *'the decision of the Registrar of Companies on such a dispute would be final and binding upon the parties.'* The said provision is therefore consistent with, but does not constitute the sole source of, the Registrar's statutory jurisdiction, the main jurisdictional source in regard to rectification of the register remaining Regulation 8 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.
18. Additionally, while Article 37 (ii) of the Company's Articles of Association provided that the decision of the Registrar is final, I wish to point out that the Companies Act expressly provides mechanisms for court review/appeal of Registrar decisions. Section 289 gives the Court power to review a Registrar's decision concerning rectification, while section 290 addresses appeals from Registrar decisions. The Respondents' therefore have a statutory right to seek Courts review of this decision.
19. The Applicants' principal contention is that they were unlawfully removed from membership of the Company by persons who lacked the requisite authority to effect such removal and who, in doing so, acted contrary to the Company's Articles of Association. They therefore sought the intervention of the Registrar of Companies to expunge from the Company's records the

documents and filings through which their membership was purportedly terminated and replaced. The Applicants further challenged the validity of the process by which the Respondents purportedly assumed directorship of the Company, contending that the appointments were not effected in accordance with the Company's constitutional documents and applicable corporate law.

20. An examination of the Company's original Memorandum and Articles of Association of 2010 confirms that the Second and Third Respondents were not among the founding members of the Company at the time of its incorporation. As a matter of corporate governance, directors derive their authority from the members through a valid appointment process prescribed by the Company's Articles of Association and applicable law. It is therefore material to establish the basis upon which persons who were neither founding members nor shown to have subsequently acquired membership were purportedly appointed as directors. In the present case, the circumstances and process through which the Respondents assumed directorship are, on the evidence before me, unclear and raise legitimate questions as to the validity of their appointments.
21. The contested Form 20 filing that introduced some of the Respondents as directors namely, Malinga Patrick, Akol Simon, Cheptoyek Yosam, Okello Charles, Boit Bonny Kaptulwo, Wambuzi Kassim and Musuto Benard and Wambuzi Kassim as the Company Secretary stems from a special resolution dated 13th January 2018 in which the above - named individuals were appointed as directors and secretary of the Company with the First Respondent acting as Chairman of the Board of Directors. I observe that the said resolution was endorsed by the second and third Respondents in their purported capacity as directors. In substance, the said Respondents purported to participate in and endorse their own appointment as directors, without evidence of a prior valid corporate decision by the original members conferring upon them the requisite authority to do so. This raises a fundamental question as to the validity of the

appointment and the authority under which they purported to act on behalf of the Company.

22. There is no evidence on the record of any resolution, instrument or correspondence emanating from the founding members or other duly authorised members appointing the said Respondents as directors of the Company. The only document on record is the contested resolution dated 13th January 2018. Significantly, that resolution was itself signed or endorsed by the Second and Third Respondents in their purported capacities as directors. In the absence of evidence establishing their prior authority to act in that capacity, the resolution raises a fundamental question as to the validity of their purported appointments and the corporate authority under which they participated in the decision.
23. It is an established principle that resolutions that are passed by people without authority are considered null and void and their outcome is considered worthless. Hon. Justice David Wangutusi, in *Fang Min v Uganda Hui Neng Mining Limited & 5 Others*, HCCS No. 318 of 2016, while re-echoing the words of the learned Justice Geoffrey Kiryabwire in *Seremba Mark v Isanga Emmanuel & 3 Others (In the Matter of Greenvine College Ltd, Companies Cause No. 27 of 2004)*, held that '*resolutions passed by persons without the authority to do so, and meetings held without notifying the relevant members, are null and void. Consequently, such meetings render their outcomes worthless*'.
24. In the premises, considering that the special resolution dated 13th January 2018 was unlawfully passed, the contested Form 20 introducing a section of the Respondents as directors cannot be regarded as valid, having been predicated on an unlawful resolution.
25. A perusal of the Company's Memorandum and Articles of Association of 2010 further indicates that the second and third Respondents were not founding members of the Company at the time of its incorporation. Article 4 of the Company's initial Articles of Association provided that, '*no person shall be*

entitled to the membership of the association unless and until he satisfies the conditions laid by the general meeting of the association.' Additionally, Article 5 provided that, *'any person wishing to become a member of the association may apply to do so by completing the prescribed form.'* The application to become a member was to be made to an Admissions committee established under Article 6 of the Company's Articles of Association. Article 6 stipulated verbatim that, *'There shall be an admissions committee to be appointed by the general meeting of the association to work for a period of twelve months from the date of such appointment.'*

26. I observe that there is no evidence that any of the purportedly newly admitted members, including the First and Second Respondents who signed the resolution admitting fifty-seven (57) new members and removing the existing members, made an application for membership in accordance with the Company's Articles of Association. Equally, there is no resolution or other documentary evidence demonstrating that the Admissions Committee considered and approved any such applications. The purported admission of the new members therefore appears to have bypassed the procedure expressly prescribed by the Company's constitutional documents. In the circumstances, the basis upon which the fifty-seven (57) persons were admitted as members, while the original members were removed, remains unexplained and raises a substantial question as to the validity of the purported changes in the Company's membership.

27. Additionally Article 7 provided for the cessation of membership. The Article provided verbatim that, *'a person shall cease to be a member of the association on the occurrence of any one of following things;*

- a) The death of the member*
- b) The expulsion of the member from the association by the general meeting for reasons other than that the person no longer qualifies to remain in the membership of the association.*
- c) The withdrawal of the member from the association under regulation 8 (1) and (2)*

- d) The insanity or legal incapacity of the member: and*
- e) The expulsion of the member by the disciplinary committee for misconduct.*

28. None of the grounds for cessation of membership prescribed under Article 7 of the Company's Articles of Association has been established in respect of the original members. In particular, there is no evidence that any of the original members died, was lawfully expelled, became legally incapacitated, or was otherwise removed in accordance with the procedure prescribed by the Articles. Moreover, Article 8 expressly permitted a member to withdraw from membership upon giving three months' written notice. There is no evidence on record that any of the original members exercised this right or otherwise voluntarily resigned from the Company. In the absence of evidence establishing a lawful basis or procedure for the cessation of their membership, the filing of amended Memorandum and Articles of Association purporting to remove the original members effectively deprived them of their membership rights without lawful justification. I therefore find that the said amendments were irregularly and improperly effected.
29. Article 4 of the Company's Articles of Association provided that no person is entitled to membership unless and until the conditions prescribed by the general meeting are satisfied. Article 5 further required a person seeking membership to make an application in the prescribed manner, while Article 6 provided for an Admissions Committee appointed by the general meeting to consider membership applications. These provisions established a defined constitutional procedure for the acquisition of membership in the company.
30. Against that background, there was no application for membership on the Company file, nor any other documentary evidence demonstrating that the fifty-seven (57) persons purportedly admitted as members in February 2018 had applied for membership in accordance with Article 5. Equally, there was no evidence that an Admissions Committee constituted in accordance with Article 6 had considered or approved their admission. Notwithstanding the

absence of evidence of compliance with the prescribed procedure, a resolution dated 3rd February 2018 purported to admit the fifty-seven (57) persons as members while simultaneously removing the existing members of the Company.

31. The evidential difficulty was compounded by the fact that the persons who purportedly endorsed the resolution had themselves not been shown to have acquired membership in accordance with Articles 4–6, or to have otherwise derived authority from the existing members to alter the Company’s membership. The resolution therefore could not, without more, constitute evidence of its own validity, since the authority of the persons purporting to pass it was itself in issue.
32. The Applicants, for their part, consistently maintained that they neither applied for, consented to, participated in, nor authorised any meeting or resolution removing them from membership. These assertions were not rebutted by any statutory declaration, minutes, membership applications, Admissions Committee records, notices of meeting, attendance records or other documentary evidence from the Respondents, notwithstanding that the Respondents had been duly served with the proceedings and afforded an opportunity to respond.
33. I accordingly find, on the totality of the evidence and on the balance of probabilities, that the purported admission of the fifty-seven persons did not comply with Articles 4–6, while the purported removal of the existing members was not shown to have complied with Articles 7–8 of the initial Company’s Articles of Association. The resolution and the consequential amended Memorandum and Articles of Association were therefore improperly and wrongfully obtained and filed within the meaning of Regulation 8(2)(f) of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016.
34. In light of the foregoing findings, the Company resolution and the amended Memorandum and Articles of Association dated 27th February 2018, which

purported to alter the Company's membership and were subsequently filed with the Companies Registry, were not founded upon a valid corporate decision or a procedure authorised by the Company's Articles of Association. The said documents were therefore improperly and unlawfully filed at the Companies Registry and cannot be sustained as valid corporate records.

35. The Applicants have, on a balance of probabilities, established that the impugned company filings—including the resolutions purporting to appoint certain Respondents as directors, admit new members, remove the original directors and members, and amend the Company's Memorandum and Articles of Association—were unlawfully procured. It is a fundamental principle of company law that the Companies Register should accurately reflect the Company's true legal position as to the company's membership/directorship.
36. The original record at the registry establishes that Gabriel Kisiero, Musuto John, Stephen Mungoma, Ben Luwunzu Kusolo, Lawrence Samwiri, Cheptai Chesebe, Godfrey Wambululu, Chesebe Kwemboi, Bosco Kuloba, Peter Cheret, Akora Jackson, Kisiero David, and Simon Mukholi were the directors of the Company immediately before the impugned January 2018 resolution while Mungoma Stephen was the Company Secretary. The record at the registry also shows that the true and legitimate members of the Company at incorporation were Gabriel Kisiero, Musuto John, Stephen Mungoma, Ben Luwunzu Kusolo, Lawrence Samwiri Kitts, Cheptai Chesebe, Godfrey Wambululu, Chesebe Kwemboi, Bosco Kuloba, Peter Cheret, Akora Jackson, Kisiero David, and Simon Mukholi. The aforementioned membership structure shall be reinstated.
37. The integrity of company register depends on the authenticity of the documents filed with the Registrar of Companies. Where such records are shown to be founded on illegalities, the law mandates the custodian of the register – the Registrar of Companies to expunge such filings to preserve the sanctity of the register. In light of the foregoing finding, I hold that the impugned documents that illegally changed the company

membership/directorship structure were illegally and wrongfully obtained and all documents filed as a result of these impugned documents shall be expunged from the register pursuant to Regulation 8 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.

38. I further note that the Company is not up to date with its statutory obligations, particularly the filing of its annual returns and completion of the requisite data update on the URSB e-Registry portal. The Company is accordingly directed to regularise its records by making the appropriate administrative application for completion of the data validation exercise on the e-Registry portal and thereafter filing all outstanding annual returns. This is necessary to ensure that the Company's statutory records accurately reflect its current membership, directorship and other particulars, and to facilitate its continued compliance with the applicable requirements of the Companies Act.

b) What remedies are available to the parties?

39. 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*

40. Having found that the resolutions by which the Company's Memorandum and Articles of Association were amended, the founding members removed from the Company, and the purported admission of the Respondents as members

and their appointment as directors, were illegally and wrongfully obtained within the meaning of Regulation 8 (2)(f) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016, I hereby make the following orders pursuant to Regulations 23 (e) and 32 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016:

- 1) *The company resolution dated 13th January 2018 and filed on the 25th January 2018 appointing Boit Bonny Kaptulwo, Wambuzi Kassim, Musoto Benard, Malinga Patrick Aloysius, Akol Simon, Cheptoyek Yosam and Okello Charles as company directors be expunged for having been illegally and wrongfully obtained.*
- 2) *The Company form 20 dated 13th January and filed on 25th January 2018 indicating Boit Bonny Kaptulwo, Wambuzi Kassim, Musoto Benard, Malinga Patrick Aloysius, Akol Simon, Cheptoyek Yosam and Okello Charles as company directors and Wambuzi Kassim as the Company secretary be expunged for having been inaccurate, illegally and wrongly obtained.*
- 3) *The Company resolution dated 3rd February 2018 and filed on 14th February 2018 resolving to amend the Company's Memorandum and Articles of Association be expunged for having been illegally and wrongfully obtained.*
- 4) *The Company resolution dated 3rd February 2018 and filed on 27th February 2018 altering various paragraphs of the Company Memorandum and Articles of Association and replacing the old founding members with 57 new members be expunged for having been illegally and wrongfully obtained.*
- 5) *The amended copy of the Company's Memorandum and Articles of Association dated 26th February 2018 and filed on 27th February 2018 be expunged for being inaccurate and illegally and wrongfully obtained.*
- 6) *The Company resolution dated 6th August 2018 and filed on the same date adding seven new members be expunged for having been illegally and wrongfully obtained.*

- 7) *The Company form 20 dated 29th January 2019 and filed on the same date indicating Akol Joseph, Ajore Roseline, Ngenyeit Jenniffer Rose, Ogowang Yob, Kiseiro Gabriel, Cherotwa Michael, Mairori Muhammad, Rukia Kingo Chesebe, Musuto John, Nanyambi Musugu Stanley, Musuto Benard and Kwaga Lydia Bukomba as directors and Kisiero Gabriel as company secretary be expunged for having been illegally and wrongly obtained.*
- 8) *The Board resolution dated 5th January 2023 and filed on 8th February 2023, purporting to designate the Company's offices as being situated in Bumageni, Tororo Road, be expunged from the Company's records on the ground that it was illegally and wrongfully obtained.*
- 9) *The Company form 18 dated 3rd October 2022 and filed on 8th February 2023 notifying the Registrar of the Company offices situated in Bumageni, Tororo road be expunged for having been illegally and wrongfully obtained.*
- 10) *The Company resolution dated 3rd October 2022 and filed on 8th February 2023 indicating Musuto Benard, Cherotwo Micheal, Omene Richard, Kisiero Gabriel, Rukia Kingo Chesebe, Wapakhabulo Moses and Akol Benard Andrew as directors of the Company be expunged for having been illegally and wrongfully obtained.*
- 11) *The Company form 20 filed on 8th February 2023 indicating Musuto Benard, Cherotwo Micheal, Omene Richard, Kisiero Gabriel, Rukia Kingo Chesebe, Wapakhabulo Moses and Akol Benard Andrew as company directors and Cherotwo Micheal as the Company secretary be expunged for having been inaccurate, illegally and wrongly obtained.*
- 12) *The membership structure shall be restored to the membership position obtaining immediately prior to the impugned 2018 filings, as established by the Company's records. Accordingly, the membership of the Company shall stand as follows: Gabriel Kisiero, Musuto John, Stephen Mungoma, Ben Luwunzu Kusolo, Lawrence Samwiri Kitts, Cheptai Chesebe, Godfrey Wambululu,*

Chesebe Kwemboi, Bosco Kuloba, Peter Cheret, Akora Jackson, Kisiero David, and Simon Mukholi.

13) The original directorship structure of the Company is hereby reinstated. Accordingly, the directors of the Company shall be: Gabriel Kisiero, Musuto John, Stephen Mungoma, Ben Luwunzu Kusolo, Lawrence Samwiri, Cheptai Chesebe, Godfrey Wambululu, Chesebe Kwemboi, Bosco Kuloba, Peter Cheret, Akora Jackson, Kisiero David, and Simon Mukholi. Mungoma Stephen be reinstated as the Company Secretary.

14) The Company shall regularise its statutory records by completing the data validation exercise on the URSB e-Registry portal and filing all outstanding annual returns in accordance with the Companies Act.

15) I make no order as to costs.

I so Order.

Given under my hand this 19th day of August 2026

Daniel Nasasira

Assistant Registrar of Companies