URSB
UGANDA REGISTRATION
SERVICES BUREAU

CASE DIGEST

VOLUME 2 (2026)

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URSB
UGANDA REGISTRATION SERVICES BUREAU

URSB Case Digest Volume 2 (2026)

Uganda Business Facilitation Centre (UBFC)

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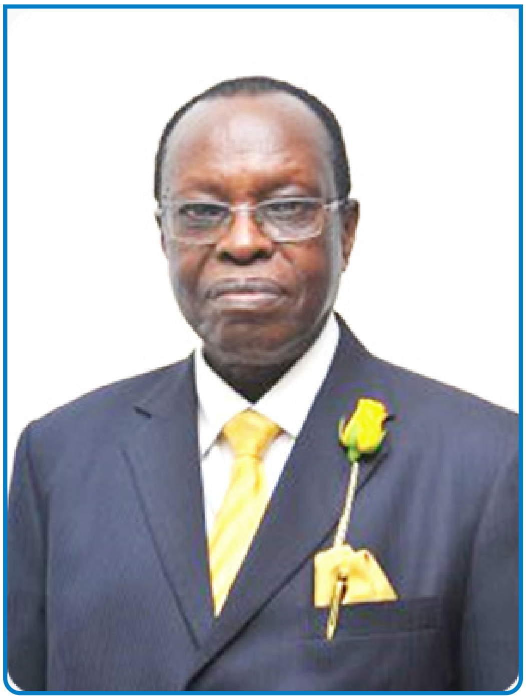
FOREWORD BY THE CHAIRMAN, BOARD OF DIRECTORS

On behalf of the Board of Directors of the Uganda Registration Services Bureau (URSB), it is my distinct honor to present Volume II of the URSB Case Digest.

The strength of any regulatory system lies not only in the laws, but in the efficiency and integrity of the institutions tasked with upholding and implementing those laws. As a cornerstone of business formalization in Uganda, URSB plays a critical role in driving national economic development. Through the Registrar's quasi-judicial function, the Bureau continues to provide an accessible and efficient mechanism for resolving disputes, correcting registry irregularities, and protecting the legitimate interests of both businesses and the public.

The decisions compiled in this Digest reflect URSB's commitment to maintaining accurate and dependable registers. They demonstrate that commercial justice at URSB is administered fairly, transparently and in a manner responsive to the evolving needs of Uganda's business and investment environment, including the interests of both domestic and foreign enterprises. Furthermore, this publication makes a meaningful contribution to Uganda's commercial jurisprudence, offering valuable insights for legal practitioners, corporate leaders, and entrepreneurs navigating emerging regulatory trends.

The Board commends Management and Staff for their professionalism, dedication, and commitment to excellence in executing the Bureau's mandate. As a Board, we remain steadfast in our support of initiatives that enhance service delivery, strengthen institutional capacity, and foster continuous innovation. It is my sincere hope that this Case Digest serves as a practical resource that advances good governance, compliance, and confidence across Uganda's business ecosystem.



For God and My Country!

Francis K. Butagira

Rt. Hon. Amb. Francis K. Butagira
CHAIRMAN, BOARD OF DIRECTORS

MESSAGE FROM THE REGISTRAR GENERAL

A thriving economy requires more than just efficient business registration; it demands absolute legal predictability. As Uganda's commercial landscape grows, the legal frameworks governing businesses, intellectual property, company management and administration, and secured financing must evolve alongside it. This Volume of the URSB Case Digest demonstrates URSB's commitment to providing the clarity and institutional stability that investors, entrepreneurs, and creators need to operate with confidence.

In commerce, disputes naturally arise over intellectual property ownership, company shareholding and management, governance, and membership. The timely resolution of such disputes is essential, as unresolved disputes can undermine business continuity, affect investor confidence, constrain economic activity, and negatively impact national development. URSB plays a critical role in resolving issues surrounding commercial disputes within its mandate. Through the quasi-judicial powers of the Registrar under the relevant laws, URSB provides an accessible, affordable, and efficient forum for dispute resolution.

This Case Digest compiles selected decisions issued by the Bureau, alongside relevant court decisions that guide the interpretation and application of the laws administered by URSB. By making these decisions accessible, this publication supports legal research, ensures consistency in legal principles, and raises awareness of URSB's mandate. It serves as a practical tool for regulators, legal practitioners, and businesses to identify emerging trends in corporate governance, compliance, insolvency, and intellectual property protection, allowing them to implement proactive measures for business, creativity and innovation success.

URSB's track record highlights the Bureau's embrace of efficient, cost-effective dispute resolution mechanisms including Alternative Dispute Resolution (ADR) mechanisms and administrative processes. These mechanisms save time and money for our clients, keeping URSB ahead of the curve in public service delivery. To ensure ongoing transparency, all decisions issued by URSB are publicly available on the URSB website and the Uganda Legal Information Institute (ULII) platform.

I extend my heartfelt gratitude to the Board, Management, and Staff of URSB, as well as our partners in the justice system, whose hard work made this publication possible. I trust that this Case Digest will serve as a valuable resource for all stakeholders and contribute to a deeper understanding of the legal and regulatory framework governing Uganda's business and innovation ecosystem.

For God and my Country!

Mercy K. Kainobwisho

Mercy K. Kainobwisho

REGISTRAR GENERAL / OFFICIAL RECEIVER

Editorial Note

Dear Readers, I am pleased to welcome you to the second edition of the URSB Case Digest. I extend my sincere appreciation for the readership and valuable feedback received following the release of our inaugural edition.

URSB continues to administer the relevant laws under the URSB Act. In execution of this mandate, we are consistently called upon to interpret and apply these laws in practical and evolving contexts. Over the past year, civil courts have rendered decisions in several matters involving URSB, both as a party and in the capacity of the Office of the Official Receiver, addressing critical issues in commercial justice. The Bureau has also actively prosecuted matters involving offences arising from its mandate, reinforcing compliance and enforcement within the regulatory framework. Internally, our Registrars have delivered insightful rulings on company and intellectual property matters, contributing to the development of jurisprudence in these areas. These quasi-judicial decisions complement the work of the courts and provide an affordable, efficient, and accessible avenue for dispute resolution.

This edition provides deeper insight into the Bureau's mandate, the legal framework we administer, and the manner in which these laws are applied in practice. It is our hope that the Case Digest will continue to serve as a valuable and accessible resource for all our stakeholders.

I wish to express my gratitude to the Board, Management, and Staff of URSB, as well as our stakeholders, whose continued support and constructive feedback strengthen

our ability to effectively deliver on our mandate. I also commend the Case Digest Committee for their dedication in bringing this edition to fruition.

Happy reading.

Patience K. Buhikire

Patience K. Buhikire

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URSB CASE DIGEST COMMITTEE

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1 DECISIONS IN INTELLECTUAL PROPERTY MATTERS

OVERVIEW

URSB as the National Intellectual Property (IP) Office plays an increasingly central role in promotion of utilization of the IP System, and protection of IP Rights.

COMMON DISPUTES BEFORE THE REGISTRAR OF TRADEMARKS

Oppositions & Cancellations

Proceedings challenging the registration of marks before and after grant, including non-use cancellations that keep the register free of dormant rights.

Register Rectification

Correcting or removing entries that are conflicting, improperly registered, or maintained in bad faith, preserving register integrity and reliability.

Bad Faith Filings

Addressing filings made with dishonest intent to appropriate another's mark, reflecting Uganda's alignment with international IP enforcement standards.

Territorial & Procedural Compliance

Upholding the territorial nature of trademark rights and enforcing procedural requirements to ensure compliance with relevant International Treaties and National Laws.

OPPOSITION & CANCELLATION PROCEEDINGS: 2025

44

Disputes received in 2025

40%

Overall success for disputes

1.1 Elite Gold Limited *V.* Indo-Bali Distributors Limited (032264; 043533; Trademark Registration 45697 of 2024)

***Before*: Birungi Denis: Assistant Registrar of Trademarks**

Intellectual Property Rights —Trademarks— Cancellation of Registration — Principle of Territoriality — Prior Registration in Foreign Jurisdiction — Bad Faith and Fraud — Burden of Proof — Standard of Proof – *Sections 4, 45*, and 88 of the *Trademarks Act*.

Brief Facts:

Elite Gold Limited ("the Applicant") filed three separate applications seeking the cancellation of trademarks 043533 "ROMA", 045697 "TORA BIKA", and 032264 "DANISA", all in class 30, registered by Indo-Bali Distributors Limited ("the Respondent"). The Respondent's marks are represented below;

032264	Danisa
043533	Roma
045697	TORA BIKA

The Applicant claimed that the Respondent fraudulently registered the disputed marks in Uganda without disclosing material facts, despite knowing that the Applicant had been the registered proprietor of the same trademarks in Malaysia and other countries since 2009 and had licensed PT Mayora to use them in product manufacturing. In response, the Respondent, a Ugandan company and distributor of PT Mayora products, maintained that it lawfully registered the trademarks to protect its territorial distribution rights and denied all allegations of fraud or bad faith.

Issues:

The following issues were raised for determination;

1. Whether the Respondent's trademarks should be cancelled on grounds that they were registered in bad faith?
2. Whether the Applicant is entitled to protection accorded to prior rights based on registration in the country of origin?
3. What remedies are available?

Arguments:

The Applicant averred that the Respondent failed to disclose material facts, and registration of the disputed trademarks should not have been effected since the Applicant has been the registered proprietor of the same marks in Malaysia and other countries since 2009. The Applicant contended that despite having knowledge of this, the Respondent proceeded to register the disputed marks in Uganda fraudulently and in bad faith, with the intention of preventing the Applicant's licensees from exporting goods bearing the marks into Uganda. The Applicant argued that as the rightful owner of the trademarks, it had licensed PT Mayora to use the marks in class 30 for manufacturing its products. It further argued that the Respondent's registration, done without its consent, was unauthorized, fraudulent, and made in bad faith. Accordingly, the Applicant prayed that the Respondent's marks be cancelled and that it be allowed to proceed with registration of the trademarks in its own name.

The Respondent contended that it is a recognized distributor of PT Mayora goods in Uganda and lawfully registered the disputed marks to protect its business interests, emphasizing that the registration process was conducted transparently and without opposition from the Applicant or any other party. It argued that the registration was done in good faith and in accordance with due process. Relying on the principle of territoriality, the Respondent maintained that the Applicant had no trademark rights in Uganda at the time of registration and that, consequently, it validly acquired ownership of the marks within the Ugandan jurisdiction. It rebutted the Applicant's claim of protection based on registration in the country of origin, arguing that the Applicant does not qualify for such protection, particularly as the current application was filed 13 years after registration, beyond the 7-year statutory limit. The Respondent denied all allegations of fraud and bad faith.

Determination:

In resolving issue one, the Registrar reiterated the principle of territoriality, which provides that the protection accorded to a trademark is confined strictly to the jurisdiction in which it is registered. Accordingly, a proprietor who has not registered a trademark in a particular jurisdiction cannot assert rights or claim infringement therein. The Registrar emphasized that this principle constitutes a fundamental tenet of the global intellectual property regime and, in line with ***Section 36(3)*** of the ***Trademarks Act Cap 225***, protection conferred in one country does not extend to another. He further observed that an entity seeking to protect its commercial interests within a particular jurisdiction must seek registration in that country and cannot rely on registration in a foreign jurisdiction to claim proprietary rights.

On issue two, the Registrar observed that bad faith is analogous to fraud and, as such, must be specifically pleaded and strictly proved. He underscored that allegations of bad faith attract a higher evidentiary threshold than the ordinary standard of proof on a balance of probabilities. The Registrar found that the Applicant had not adduced sufficient evidence to establish bad faith to the requisite standard.

Consequently, the applications for cancellation of trademark numbers 043533 "ROMA" and device, 45697 "TORA BIKA", and 032264 "DANISA", all in Class 30 of the ***Nice International Classification*** of Goods and Services, were dismissed with costs.

1.2 Ninsiima Moreen *V.* Trust Sate Uganda Ltd (Trademark Application No. UG/T/2024/082777 "IMITRUST" In Class 1).

Before*: *Birungi Denis – Assistant Registrar of Trademarks

Trademarks - Trademark Opposition – Deception and bad faith – Unfair Competition – Admissibility of Evidence – *Article 10bis* of the *Paris Convention*, *Sections 23 and 68* of the *Trademarks Act Cap. 225* and *Regulations 31 & 32* of the Trademarks Regulations, 2023.

Brief Facts:

Mr. Bashaija Moses, through Trust Sate Uganda Ltd, applied for registration of a trademark for the word mark "IMITRUST" in Class 1 in respect of agro-chemicals. The application was opposed by Ms. Ninsiima Moreen, the proprietor of Ntori Development Initiative Ltd on among other grounds, that she had earlier, through an agreement dated 9th October, 2023, purchased Mr. Bashaija's entire chemical dealership business which he conducted through Trust Chemicals Ltd, including; all rights to import & distribute products bearing the disputed mark, IMITRUST/70WG and all related licenses and authorizations, and that Mr. Bashaija covenanted to restrain from engaging in similar businesses in Uganda.

The Opponent added that after the said transactions, a search conducted at the Companies Registry revealed that Mr. Bashaija had incorporated the Applicant Company with the objective of conducting similar business as that of the Opponent and had, through the same company, applied for registration of a trademark, IMITRUST.

Issues:

The following issues were raised for determination;

1. Whether the applicant's trademark application was filed in bad faith to the Opponent's detriment?
2. What remedies are available to the parties?

Arguments:

The Applicant's argument was that; it is distinct from Trust Chemicals (U) Ltd, it made a lawful search and filed for registration of the trademark first, its product is in liquid form (unlike Opponent's powder) and therefore no confusion or competition and that Bashaija is no longer a shareholder in the Applicant Company. Further, that the opponent entered into an agreement with Trust Chemicals Uganda Ltd for the sale of the products bearing the disputed mark, and not with itself.

The Opponent contended that the products in question are manufactured by Shenzen King Quension Industry Co. Ltd and after she purchased Mr. Bashaija's business, the manufacturer revoked Bashaija's rights and granted them to the Opponent's company (Ntori Development Initiative Ltd). However, Mr. Bashaija later incorporated the Applicant Company, filed for the registration of the IMITRUST trademark through the Applicant Company and attempted to resume the same business indirectly, contrary to his non-compete covenant. The Opponent argued that the application for trademark was therefore fraudulent, deceptive, made in bad faith, and intended to frustrate the Opponent's commercial interests.

Determination:

After evaluating the evidence on record, the Assistant Registrar determined that indeed after selling the business including the IMITRUST-branded products and covenanting not to engage directly or indirectly in similar businesses, Mr. Bashaija incorporated the Applicant Company, filed for the same trademark in respect of products whose distribution rights he had sold, and later transferred his shares in the Applicant Company to conceal his involvement. That such actions were cunning, dishonest, fraudulent, and intended to deprive the opponent of “freedom to operate” and, they also qualify as acts of unfair competition within the meaning of ***article 10bis*** of the 1883 ***Paris Convention*** on the Protection of Industrial Property.

The Assistant Registrar accordingly held that the application was filed in bad faith and its registration would likely deceive the public within the meaning of ***Section 23*** of the Trademarks Ac ***Cap. 225***. The opposition application succeeded with costs to the Opponent.

1.3 Paul Ampurire & Vigaras UG Limited *V.* Kazibwe Ronald (Trademark Application No. 075575)

Before Birungi Denis, Assistant Registrar of Trademarks

Intellectual property law – trademarks – opposition proceedings – requirement of publication in gazette before opposition of trademarks- *Section 12* (1) of the *Trademarks Act Cap 225*.

Intellectual property law- trademark application abandonment -powers of the Registrar to compel completion of trademark application- *Section 16(3)* of the *Trademarks Act Cap 225* and *Regulation 40* of the Trademark *Regulations 2023*.

Brief Facts:

The Applicant, Kazibwe Ronald, filed trademark application No. *UG/T/2022/075575* on 26th May 2022 to register the mark “STRESS CLINIC” in Class 41 for services relating to education, training, entertainment, sporting, and cultural activities.

The Opponents, Paul Ampurire and Vigaras UG Limited, later attempted to register the same mark under application no. *UG/T/2023/081378*, but their application was rejected because of the Applicant’s prior filing. They then filed an opposition on 14th December 2023, alleging that the Applicant acted in bad faith.

Issues:

1. Whether an opposition can be filed against a trademark when it is not yet published in the gazette?
2. Whether the Applicants had a cause of Action against the Respondents?
3. Whether there are any remedies available to the parties?

Arguments:

The Opponents claimed that the phrase “STRESS CLINIC” originated from Ampurire during his tenure as Manager of Comedy Store Uganda Ltd, where the show was first staged in 2021. The Applicant countered that he coined the phrase himself and had built goodwill around it. The matter proceeded ex parte after the Applicant failed to appear or file submissions.

Determination:

The Assistant Registrar held that the Applicants were opposing a trademark which had not yet been published in the Gazette. He stated that this was unlawful since, under ***Section 12*** of the ***Trademarks Act Cap. 225*** and ***Regulation 28*** of the Trademarks ***Regulations 2023***, an opposition can only be lodged after Gazette publication. He noted that the Opponents themselves admitted they had learned of the application through an examiner's report rather than Gazette publication, and therefore their opposition was not only premature but illegal as well.

He added that the proper course of action would have been to rely on ***Section 16(3)*** of the ***Trademarks Act Cap. 225***, which empowers the Registrar to issue a noncompletion notice where an applicant fails to complete registration within twelve months.

On the question of whether the Applicants had a cause of action arising from ownership of the trademark, the Assistant Registrar of Trademarks observed that Ampurire had himself admitted that "Stress Clinic" was a project of Comedy Store Uganda Ltd, his employer. He noted that Ampurire's proposal of the name during a management meeting formed part of his employment duties, and that intellectual property created in the course of employment ordinarily belongs to the employer.

The Assistant Registrar of Trademarks stated that in Uganda, trademark rights arise from registration on a first-in-time filing basis rather than from merely conceiving or proposing a name. He explained that ownership is also linked to actual or intended commercial use. He observed that the Opponents had neither demonstrated use of the mark nor shown any intention to use it, relying only on the claim that Ampurire had coined the phrase. He concluded that such reliance was unjustified and could not constitute a valid ground for opposition.

The Application opposing the trademark was dismissed for being brought prematurely before the assistant Registrar of trademarks and a non-completion notice was issued against the Applicant, directing him to complete registration of application No. *UG/T/2022/075575* within fourteen days, failing which the application would be deemed abandoned. Each party was ordered to bear its own costs.

1.4 Four Star Beverages Ltd *V.* Prime Care International Ltd (Application for Cancellation of Trademarks Nos. 68855 & 68856 "BLACK ZEBRA" in Classes 32 and 33)

Before*: *Kukunda Lynette Africa – Assistant Registrar of Trademarks

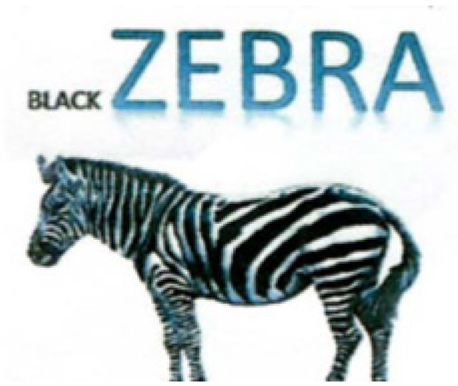
Intellectual Property Law – Trademarks – Cancellation -assessment of similarity of marks – *Sections 25 and 88* of the *Trademarks Act Cap 225*.

Brief Facts:

On 14th June 2021, Prime Care International Limited's (the Respondent) trademarks numbers 68855 and 68856 "BLACK ZEBRA" were registered in Class 33 in respect of Alcoholic beverages including wines and spirits, and in Class 32 in respect of non-alcoholic drinks and carbonated mineral water, respectively.

On 12th April 2023, Four Star Beverages Ltd (the Applicant) filed applications for rectification of the Trademark Register by way of cancellation of the Respondent's trademarks, contending that the trademark numbers 68855 and 68856 "BLACK ZEBRA" are likely to deceive or cause confusion in the market and to dilute the reputation of its established brand. The Applicant's mark "FOUR STAR ZEBRA" was registered in Class 33.The two applications were consolidated, in accordance with the ***Civil Procedure Rules SI 71-1***, as they related to the same parties and marks.

The parties' marks are represented below:

<table>
<tr><th>Applicant's Mark</th><th>Respondent's Mark</th></tr>
<tr><td>
</td><td>
</td></tr>
</table>

Issues:

The issues for determination were as follows;

1. Whether the Respondent's mark was registered in error?
2. Whether the Respondent's mark was filed in bad faith?
3. Whether the Applicant's mark should be removed from the Register on the ground of non-use?
4. Whether the Respondent's market use of the impugned mark on its products amounts to infringement of the Applicant's registered mark?
5. What Remedies are available to the parties?

Arguments:

The Applicant contended that the Respondent's trademarks were presented in a way that was similar to its mark and hence likely to cause confusion in the market and to dilute the distinctiveness and reputation of its trademark. Counsel for the Applicant argued that the marks were visually, aurally and conceptually similar and the goods dealt in were similar. The Applicant further relied on ***Section 36*** of the ***Trademarks Act*** to claim exclusive protection against infringement and argued that the Respondent's mark was infringing on their registered mark. The dominant element in both marks is the word "ZEBRA" accompanied by a zebra device, visual, aural and conceptual similarity likely to mislead consumers, goods, market channels, and consumer base are identical and the Respondent's actual use of the mark allegedly differs and is infringing.

Determination:

The Registrar observed that since the Applicant presented evidence of ownership of a prior registered mark, the Applicant qualified as an aggrieved party in accordance with ***Section 88*** of the ***Trademarks Act Cap. 225***. As to whether the mark was registered in error justifying a cancellation in accordance with ***Section 88*** of the ***Trademarks Act Cap. 225***, the Registrar noted that registration of a mark that is confusingly similar within the meaning of ***Section 25*** of the ***Trademarks Act Cap. 225*** (which prohibits registration of marks identical or nearly resembling a trademark already on the register in respect of the same goods, services or description of goods or services), constitutes an error.

The Registrar further applied the tests for determining whether two marks are similar so as to likely cause confusion, as laid down in the cases of Pianotist Co's application (1906)23 RPC 774 and Sabel BV v Puma AG, Rudolf Dassler Sport (1997) C-251/95, as well as the test of the average consumer in Lloyd Schuhfabrik Meyer & Co. GmbH v Klijsen Handel BV *[1999] ETMR* 690 (ECJ). Guided by these cases, the Registrar observed that both marks prominently feature the word “ZEBRA” as the dominant verbal element, reinforced by the depiction of an image of a zebra. Other words present in the marks such as “BLACK” and FOUR STAR GIN” were observed to be secondary.

The Registrar further observed that an average purchaser of alcoholic beverages may not exercise a high level of attentiveness when distinguishing between products, and would primarily rely on the dominant element of the mark.

The Registrar also noted that the parties were engaged in trade involving goods of a similar nature through the same commercial channels to the same consumer base, and such proximity in trade channels and points of sale amplifies the likelihood of confusion as an average consumer encountering the marks in the marketplace is unlikely to exercise a heightened degree of care in distinguishing the source of the beverages. The Registrar concluded that the marks “BLACK ZEBRA” and “FOUR STAR ZEBRA” were similar so as to confuse the consumer base.

The Registrar accordingly held that the Respondent’s marks were registered in error and should not have been registered pursuant to ***Section 25*** of the ***Trademarks Act Cap 225***, and their registration amounted to an entry wrongly remaining on the Register within the meaning of ***Section 88*** of the ***Trademarks Act Cap 225***.

The Registrar struck out the argument of bad faith on the basis that bad faith was not particularly pleaded. The Registrar also refrained from determining the issue of removal of the marks for non-use on grounds that the remedy can only be pursued through a separate application in accordance with ***Section 46*** of the ***Trademarks Act*** and ***Regulation 71*** of the Trademark Regulations. Regarding the issue of infringement, the Registrar noted that the Registrar’s jurisdiction is primarily confined to matters concerning registration and infringement and passing off disputes must be pursued in the High Court in accordance with ***Sections 34 and 35*** of the ***Trademarks Act Cap 225***.

1.5 Mandela Millers Limited *V.* Dembe Enterprises Limited and Anor (Trademark Application No. 029770 “SUPREME” in Class 30.)

Before: Birungi Denis Assistant Registrar of Trademarks

Intellectual property – Trademarks –Cancellation and removal of a trademark on grounds of non-use- *Section 46* of the *Trademarks Act Cap. 225*.

Intellectual property-Trademarks-Transfer of trademarks to third parties –*Section 33* of the *Trademark Act Cap. 225*.

Brief Facts:

On 13th October, 2020, Mandela Millers Limited (“the Applicant”) filed Trademark Applications *No. 69216, 69215 and 69214* for registration of the word “SUPREME” in class 30 of the ***Nice Classification*** of goods and services in respect of flour milling products, bread, pastries and bran mash for animal consumption. Dembe Enterprises Limited’s (“the Respondent’) word mark “SUPREME” was registered in Class 30 covering various food items, including flour and pastry on 4th July, 2007.

The Applicant filed applications to register “SUPREME” for its flour and bakery products in 2020, but these were rejected due to conflict with Dembe’s existing registration. The Applicant subsequently filed an application for the cancellation and removal of Dembe’s “SUPREME” trademark from the register on grounds of non-use, pursuant to ***Section 46*** of the ***Trademarks Act***. Dembe failed to file a counterstatement or evidence in response to the cancellation application within the statutory timeframe.

During the pendency of the cancellation proceedings, Dembe executed a Deed of Assignment transferring rights in the trademark for "rice" only to a Third Party, J.H Agro More Africa Ltd. However, the Trademarks Office erroneously issued a certificate transferring all rights in the mark.

Applicant's Marks	Respondent's Mark
SUPREME	Supreme
SUPREME · FORTIFIED MAIZE FLOUR ·	
SUPREME - FORTIFIED WHEAT FLOUR -	

Issues:

The following issues were raised for determination

1. Whether there were errors in the transfer to the Third Party and what are the available remedies?
2. Whether the Respondent's late-filed counterstatement should be admitted?
3. Whether the Respondent's trademark should be cancelled on grounds of non-use?

Arguments:

Counsel for the Applicant submitted that there was no valid transfer to the third party and that the third party never acquired good title because the transfer transpired during the pendency of cancellation proceedings. He further submitted that the third party had notice of the ongoing disputes and hence the transfer was illegal relying on the principle that an illegality cannot be validated or amended by consent of the parties.

With respect to the counterstatement, Counsel for the Respondent submitted that the same should be admitted in line with ***Regulation 81*** (1) of the Trademark ***Regulations 2012*** that required the Registrar to hear a person before exercising discretion likely to affect that person and that the Registrar has discretion to grant reasonable extension of time.

The Applicant argued that the Respondent failed to file any evidence by way of a statutory declaration as required by law, and that the counterstatement, even if commissioned, was an improper substitute. The images of "supreme" biscuits annexed to the counterstatement were inadmissible as proper evidence because they lacked details of time, place, and context of use.

Determination:

The Registrar did not agree with the Applicant's submissions with respect to the transfer of the trademark and relied on ***Section 33*** of the ***Trademarks Act Cap. 225*** that provides that a registered trademark relating to goods or services shall be assignable and transmissible in respect of all goods in respect of which it is registered or some of those goods or services.

The Registrar found that the Office had committed an irregularity, not an illegality, by issuing a certificate for the transfer of all goods instead of just "rice" as per the Deed of Assignment. The Third Party was recorded as the proprietor for "rice" only, and the Respondent was reinstated as the proprietor for the remaining goods in Class 30.

The Registrar found that while the Respondent's counterstatement was filed out of time and without a formal extension application, the Office had the discretion to allow it. The objection to its admissibility was therefore overruled.

The Applicant submitted that it had invested in the business of selling "Supreme' branded products including establishing a state-of-the-art factory producing "supreme" branded products. The Applicant submitted an investigation report covering 13 commercial districts, which found no evidence of the "SUPREME" mark in the market for the relevant goods.

Counsel for the Respondent submitted that the assignment to the third party was permitted use of a trademark and that permitted use was deemed use by the registered owner within the meaning of ***Section 49*** of the ***Trademark Act Cap. 225***.

The Registrar found that such a survey by the Applicant, while not nationwide, covered a commercially representative sample of Uganda (including the Greater Kampala Metropolitan Area, which accounts for a significant portion of GDP and trade). This was sufficient to create a presumption of non-use. It was observed that once the prima facie case of non-use was established, the evidential burden shifted to the Respondent to prove bona fide use of the mark during a continuous period of three years up to one month before the cancellation application (the relevant period).

The Registrar also found that evidence of the assignment to the Third Party and any purported use after the cancellation application was filed were irrelevant, as the critical period for assessment were the three years leading up to the application. The Respondent's argument that its registration of the same mark in other classes (29 & 32) could serve as proof of use in Class 30 was rejected. The Registrar clarified that ***Section 54*** of the ***Trademarks Act Cap. 225*** allows for accepting use of an associated mark, not the same mark in a different class.

Accordingly, the application for cancellation was granted. The Registrar ordered for cancellation and removal of Trademark No. *UG/T/2007/029770* for "SUPREME" in Class 30 from the register and each party to bear its own costs.

1.6 Uganda Young Men's Christian Association *V.* World Alliance of Young Men's Christian Associations (Trademark Registration No. 68118 "YMCA" in Class 41)

Before: Denis Birungi - Asst. Registrar of Trademarks

Intellectual property –Cancellation of an erroneous trademark registration–Territoriality in trademark law – Similarity of marks and services – Amendment of class and effect on priority– Registrar's power to rectify erroneous entries – Role of foreign registrations and private constitutional arrangements in Ugandan trademark proceedings – *Section 25* and *Section 88* of the *Trademarks Act Cap 225*

Brief Facts:

The Applicant, Uganda Young Men's Christian Association (YMCA), on 27th February 2020, applied to register the mark "UGANDA YOUNG MEN'S CHRISTIAN ASSOCIATION "YMCA" and Logo" for "Education and religious services" in class 45 under number *UG/T/2020/067455*. Following a conditional notice from the Registrar, the

Applicant amended its classification from Class 45 to Class 41 to correctly reflect education, training, sporting and cultural services.

The Respondent —an international apex body of YMCAs—opposed the application and contended that it was the global proprietor of the mark, that the Applicant had lost authorization to use it following revocation of affiliation, and that its registration in Uganda was not proper.

While the Applicant's application was undergoing opposition by the Respondent, the Respondent filed its own application *UG/T/2020/68118* for the mark "YMCA" on 29th June 2020. The mark was examined, gazetted on 11th September 2020, and registered on 27th November 2020. The marks are represented below;

Applicant's Mark	Respondent's Mark
	YMCA

The Respondent's opposition to the Applicant's earlier application *UG/T/2020/067455* was dismissed in December 2023, and the Applicant's mark was registered in April 2024. The Respondent appealed to the High Court, and the appeal was deferred pending determination of the subject cancellation proceedings.

The Applicant sought cancellation of trademark *No. 68118* on grounds that its registration violated ***Section 25(2)*** of the ***Trademarks Act Cap. 225***, which prohibits the registration of same or similar marks if there exists a prior registered mark, given that a confusingly similar earlier application for identical services was already pending.

The Respondent opposed the cancellation, arguing that it is the global originator of the YMCA brand, that the Applicant's affiliation and authorization to use the YMCA name had been revoked, and that its application was filed in good faith and approved by the Registrar following standard procedures.

The following issues were raised for determination;

Issues:

1. Whether Trademark *No. 68118* in Class 41 was registered in error?
2. What remedies are available?

Arguments:

The Applicant contended that its earlier application under Trademark *No. 067455* gave it priority and constituted an entry "already on the register," thereby barring registration of a later identical mark for similar services. Counsel relied on ***Section 25*** of the ***Trademarks Act Cap. 225*** and prior decisions of the Registrar, and maintained that the registration of *No. 68118* was an "error" under ***Section 88***.

The Applicant argued that the services covered by both marks were materially identical and that its amendment to Class 41—made pursuant to Registrar's guidance—did not affect its priority date. As the first applicant in time, it had a real and legal interest in seeking rectification.

The Respondent asserted that it is the global proprietor of the YMCA mark, registered in several jurisdictions including Switzerland, and that the Applicant's right to use the mark ended when its affiliation was revoked. It argued that the two marks were not confusing because the Applicant filed in Class 45 at the time, whereas the Respondent filed in Class 41.

Determination:

The Registrar held noted the central question as whether registration *No. 68118* was entered in error. Emphasizing the definition of "error" as a mistake requiring rectification, the Registrar reiterated that ***Section 25(2) Trademarks Act Cap. 225*** prohibits registration of identical or confusingly similar marks where an earlier application exists for the same or similar services, even where the earlier mark is not yet registered. The Registrar observed that the phrase "already on the register" includes pending applications.

The Registrar observed that Uganda follows the first-to-file system codified in ***Section 27*** of the ***Trademarks Act Cap. 225***, and found that as the Applicant was the first filer for "YMCA" for education-related services, the Respondent's mark should not have been registered while the earlier application was pending opposition.

The Registrar further found that the Applicant's amendment from Class 45 to 41 was proper, lawful, and directed by the Registrar under ***Section 7 Trademarks Act Cap. 225***. It did not alter the filing date or affect the Applicant's priority.

The Respondent's international registrations and internal constitutional restrictions were also declared irrelevant in determining trademark rights in Uganda, on the basis that territoriality governs only rights registered in Uganda. Moreover, the Respondent did not meet the strict requirements of ***Sections 44 and 45*** of the ***Trademarks Act Cap. 225*** regarding foreign marks.

By allowing registration of a later-filed identical mark during pendency of an earlier application, the Registrar's office acted contrary to ***Section 25*** of the ***Trademarks Act***. It was further noted that that such an error is rectifiable under ***Section 88*** of the ***Trademarks Act***.

Accordingly, the Registrar ordered for cancellation of the registration of the Respondent's mark and the rectification of the register in accordance with ***Section 88*** of the ***Trademarks Act***. Costs of the application were awarded to the Applicant.

1.7 Maama Care Foundation *V.* PODRAVKA Prehrambena Industrija D.D (Trademark Application No. UG/T/2018/63632 "WAH" and device in Class 30)

Before*: *Denis Birungi - Assistant Registrar of Trademarks

Intellectual Property- Trademarks –Assessment of double similarity - *Sections 23 and 25* of the *Trademarks Act, Cap.225*

Brief Facts:

Mama Care Foundation (the Applicant) filed an application for the trademark "WAH" under Trademark *No. 63632* in Class 30 for confectionaries. Podravka Prehrambena(the Opponent), a company incorporated in Croatia lodged an opposition to registration of the trademark claiming that the Applicant's mark is confusingly similar to the Opponent's logo marks registered under Trademark *Nos. 52412 and 52411* in Classes 29 and 30.

The marks are represented below;

Applicant's Mark	Opponent's Mark
	

Issue for determination;

Whether the Applicant's mark is confusingly similar to the opponent's trademark numbers 52412 in class 29, 52411 in class 30 and 52413 in class 35.

Arguments:

The Opponent contended that registration of the Applicant's mark would offend ***Section 23*** of the ***Trademarks Act Cap. 225*** in as far as it is likely to deceive the public to confuse the goods of the Opponent with those of the applicant as well as ***Section 25*** of the ***Trademarks Act Cap. 225***, on grounds that the Applicant's mark is confusingly similar with the Opponent's marks, particularly those registered in class 30 and 29, which the opponent averred were in respect of the same category of foodstuffs.

Determination:

The Registrar observed that ***Section 25*** of the ***Trademark Act Cap. 225*** envisions double similarity where both the trademarks and the goods in question are similar. The Registrar pronounced that in determining the similarity of trademarks to lead to a likelihood of confusion, guidance is taken from the case of Pianotist Co's application 1906 23 RPC 774 where the Court advanced that all surrounding circumstances that is; visual , conceptual and phonetic similarities must be looked at. The Registrar further relied on Pecsavers International Healthcare Ltd v Asda Stores Ltd *[2012] EWCA* Civ 24 where the Court pronounced when to resort to dominant qualities in trademarks

" the visual, aural and conceptual similarities of the marks must normally be assessed by reference to the overall impressions created by the marks bearing in mind their distinctive and dominant components, but it is only when all other components of a complex mark are negligible that it is permissible to make the comparison solely on the basis of the dominant elements."

The Registrar noted that the two trademarks were phonetically and visually distinct enough and needed no recourse to the dominant factors as to determine their similarity. The Registrar stated that looking at the trademarks side by side, the Applicant's mark was a word and logo mark covered in shades of yellow and red with the word, "WAH" presented in a stylized format with an exclamation mark. Behind the words, was a baker's head wearing a yellow toque hat, facing left and folding a thumb and an index finger, with the baker's head surrounding by circular object with a ribbon at the base.

Juxtaposed with the Opponent's mark which was a picture of a baker's head enclosed in a circular device in a dark blue colour, and a white toque hat folding an index and thumb finger, facing the right direction, the Registrar concluded that visually the marks were different given the colour combinations, and additionally the word" WAH" in the Applicant's mark added a phonetic difference between the marks which could not lead an ordinary consumer to confuse products bearing the two marks.

The opposition failed and was dismissed, with each party bearing its own costs.

2 DECISIONS IN COMPANY MATTERS

OVERVIEW

Disputes before the Registrar of Companies are no longer confined to routine compliance issues, they involve complex questions of corporate governance, shareholder rights, beneficial ownership, and regulatory accountability, frequently carrying significant commercial implications for companies, investors, creditors, employees, and other stakeholders.

COMMON MATTERS HANDLED

Corporate Governance

Adjudicating complex disputes involving governance structures, director conduct, and the lawful operation of companies under the ***Companies Act***, ***Cap 106***.

Minority Oppression

Hearing and resolving complaints where shareholders are treated unfairly, denied information, or excluded from company affairs in violation of their rights.

Register Rectification

Ordering the removal or correction of documents filed illegally, in error, or without proper authorisation, preserving the integrity of the companies register.

Beneficial Ownership

Investigating and resolving disputes involving beneficial ownership and regulatory accountability, reflecting Uganda's alignment with global transparency standards.

2025 | HIGHLIGHTS

30+

Decisions

10+

Resolved amicably

Providing efficient, affordable, and accessible commercial justice for Uganda's corporate sector.

2.1 Joy Tindiwegi *V.* Julia Tigeita Munubi & Harriet Nyanjura Munubi (Application Cause No. 45582 of 2025)

Before*: *Daniel Nasasira - Assistant Registrar of Companies

Company law — notice to members and directors before meetings (Sections136–137 *Companies Act Cap. 106*) — quorum requirements in meetings— Registrar's scope of rectification and expungement powers under the Companies (Powers of the Registrar) *Regulations 2016*.

Brief Facts:

The Applicant filed the application seeking expungement of resolutions and rectification of the company register. The Applicant, a registered shareholder and director of Kihembe Brothers Company Ltd alleged that the Respondents convened meetings and passed several board and special resolutions concerning company affairs without notifying her. She asserted that this contravened ***Sections 136 and 137*** of the ***Companies Act Cap. 106*** that require a 21-day written notice for meetings or an agreed shorter notice period if provided for in the Articles of the Company and that notice ought to be served to every member. In the three resolutions, the Respondents removed Musinguzi Laban (the Applicant's son) as bank signatory, appointed the Respondents as Company Bank signatories and granted a power of attorney to a third party to represent the company in negotiations with Nile Breweries. The Applicant maintained that the Respondents' omission to serve her with the statutory notice excluded her from participating in key company decisions as a director and member of the Company and was contrary to the Company's Articles of Association.

The Respondents contended that all resolutions were legitimately passed with the requisite quorum in accordance with the company's Articles of Association. Further, that the resolution to appoint a representative of the Company through a Power of Attorney was a Board Resolution that did not necessitate the Respondents to notify the Applicant. The Respondents maintained that Musinguzi's removal as a Bank account signatory and Company manager was a result of embezzlement allegations. The Respondents argued that it would be imprudent to notify the Applicant, as she would be conflicted by the fact that the accused was her son.

Issues:

The following issues were raised for determination;

1. Whether the Applicant / complainant received sufficient notice before salient, company decisions were passed and resolutions extracted for registration?
2. What remedies were available to the parties?

Arguments:

The Applicant argued that she was not notified of any company meetings or invited to any of the meetings where the said decisions were taken. As a result, the Respondents unilaterally made unauthorized withdrawals of Ugx 300,000,000/= and Ugx 110,000,000/= without her knowledge or assent, removed her son as a bank signatory and instituted civil proceedings in the High Court of Bushenyi without a Board resolution authorizing the same. The Applicant sought rectification of the register by expunging all resolutions passed without notifying her.

The Respondents argued that the resolutions in dispute were validly passed, citing ***Article 28*** of the Company's Articles of Association, which stipulated that two directors formed sufficient quorum and therefore the two Respondents were duly authorized to take any decisions in the best interests of the Company. That ***Article 33*** of the Company's

Articles of Association also granted directors the authority to appoint an individual by powers of attorney. In addition, the Respondents argued that Musinguzi Laban was removed as a Company Bank signatory due to embezzlement allegations that were known to the Applicant. In addition, the Respondents claimed that the Applicant's children, Musinguzi Laban and Betty Tukahirwa, were accused of mismanaging the company's funds through a parallel entity known as Jolabet Investments Ltd. They asserted that the Applicant's complaint to the Registrar was merely a diversionary strategy intended to shield her children from accountability.

Determination:

Having listened to both parties, the Registrar emphasized the supremacy of a Company's Articles of Association in determining company affairs and the need to issue notice to all members of a Company before meetings are conducted which should be in writing. The Registrar observed that a director is entitled to engage in the decision making of a company and notice serves as a guarantee that members are aware of decisions being taken by the company. The Registrar found the arguments of the Applicant's counsel on the non-issuance of notice before meetings sufficient to expunge the resolutions filed appointing the Respondents as Bank signatories.

It was held that the Applicant as a company Director/member was entitled to receive notice prior to the resolutions concerning the removal and appointment of Company Bank signatories. It was irrelevant whether the Respondents thought that she would not agree to the proposed changes.

2.2 Niwagaba Willy Kanyamanzi *V.* Eng. Dr. Bernard Kariko-Buhwezi and Geco warehousing Limited (Company Petition No. 38087 of 2024)

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

Company Law-Membership - *Section 45* of the *Companies Act Cap 106*-Allotment and Acquisition of Shares - *Regulations 4, 15, 33* to 39 of Table A to the *Companies Act*, *Cap. 106*- Forfeiture of shares.

Company Meetings and Resolutions – Registrar's Jurisdiction regarding member oppression- *Section 243* of the *Companies Act Cap 106*

Brief Facts:

The Second Respondent Company (Geco Warehousing Limited) at incorporation, had three shareholders, namely, Eng. Dr. Bernard Kariko-Buhwezi (the First Respondent), Eng. John Eric Mugyenzi (now deceased), and the Petitioner. A meeting was purportedly held by the company, where a resolution for the Petitioner to forfeit his shares in the company was passed and filed. The Petitioner sought that the said forged resolution purporting that he forfeited his shares in the company be expunged from the record and that the record be rectified to reflect that the Petitioner has a 30% shareholder in Geco Warehousing Limited.

Issues:

The following issues were raised for determination;

1. Whether the Petitioner is a member of the company with locus standi to file this Petition?
2. Whether the resolution forfeiting the Petitioner's shares in the Company was validly passed?
3. What remedies are available to the parties?

Arguments:

The Petitioner's case was that at the time the alleged shareholders' meeting was held, the Petitioner and the late Eng. John Eric Mugyenzi were not in Kampala, so they could neither have attended the meeting nor could the Petitioner have signed the resolution. The Petitioner asserted that his signature on the resolution was forged in an attempt to unlawfully take over his shares and that there is no way he would have given away his shares in the company free of charge.

In response, the First Respondent argued that owing to the Petitioner's failure to contribute in the activities of the Second Respondent, it was agreed between himself and the late Eng. John Eric Mugyenzi that the latter would engage the Petitioner to either inject money in the company or forfeit his purported 30% shareholding. He further stated that the late Eng. John Eric Mugyenzi prepared the said resolution for himself and the First Respondent to sign, and later returned it bearing what appeared to be the Petitioner's signature under the name 'Nuwagaba Willy'. That there was no basis for him to doubt the late Eng. John Eric Mugyenzi having engaged the Petitioner to forfeit his purported shareholding in the company.

Determination:

The Registrar relying on ***Section 45*** of the ***Companies Act Cap. 106***, held that the Petitioner was listed as a subscriber in the company's Memorandum and Articles of Association at the time of incorporation having signed/ subscribed for shares in the Company. Accordingly, he found that the Petitioner was a duly recognized member of the company and whether he paid for the shares or not was immaterial. The Registrar observed that the first Respondent ought to have made a formal call on members for unpaid shares and upon failure to honor such a call, the Petitioner could be deemed to have forfeited his shares in the Company. He also found that the forfeiture of the Petitioner's shares was tainted by procedural defects having been implemented by a member's resolution instead of a Board resolution as required by law.

The Registrar noted that companies are required to maintain accurate minutes of all proceedings at meetings, which are prima facie evidence of the proceedings as per ***Section 148*** of the ***Companies Act Cap 106***. He found that the Respondents failed to produce any minutes, notice of the meeting or other formal records evidencing the meeting. He therefore held that the alleged meeting and the Ordinary Resolution purporting to forfeit the Petitioner's shares to the second Respondent Company without adhering to due process was wrongfully passed and as such were null and void. He ordered that the resolution be expunged from the register and made no order as to costs.

2.3 Joy Tindiwegi *V.* Julia Tigeita Munubi & Harriet Nyanjura Munubi (Application Cause No. 45582 of 2025)

Before: Daniel Nasasira - Assistant Registrar of Companies

> **Company law — Res sub judice principle in matters before the Registrar – Applicability of *Regulation 4* and *Regulation 23* under the Companies (Powers of the Registrar) Regulations S.I No. 71 of 2016.**

Brief Facts:

The Applicant, a registered member and director of Kihembe Brothers Company Ltd, requested the expungement of resolutions that were allegedly passed without her knowledge. The Applicant argued that the resolutions regarding the removal of her son as a signatory to the company bank account, the approval of the Respondents as signatories, and the issuance of powers of attorney to a third party were executed without her notification as a member of the Company and were thus invalid.

Before the determination of the main application, the Respondents raised a preliminary objection asserting that Application Cause *No. 45582* of 2025, before the Registrar of Companies, was barred by the doctrine of res sub judice. The Respondents claimed that the Application submitted to the Registrar had a bearing on a matter under consideration in the High Court at Bushenyi. The Respondents contended that Civil Suit No. 2 of 2025, which was filed in the High Court at Bushenyi on January 28th, 2025, was filed prior to Application Cause *No. 45582* of 2025, which was filed before the Registrar of Companies on January 31st, 2025. Since the matter before the Registrar of Companies had an effect on the matter before the High Court at Bushenyi, the Respondents sought to have the matter dismissed or, alternatively, stayed pending the outcome of the High Court matter.

Issues:

The issue for determination was;

1. Whether Application Cause *No. 44582* of 2025 was barred by the doctrine of res sub judice?

Arguments:

The Respondents argued that the issues for determination in Civil Suit No. 2 of 2025 in the High Court at Bushenyi were the same as the issues in Application Cause *No. 44582* of 2025 before the Registrar of Companies. Their argument posited that this situation rendered the application before the Registrar barred by the res sub judice doctrine, which prevents similar proceedings from occurring in multiple forums. The Respondents contended that Civil Suit No. 2 of 2025, filed at Bushenyi High Court on January 28, 2025, was initiated prior to Application Cause *No. 44582* of 2025, which was submitted to the Registrar of Companies on January 30, 2025. The Respondents contended that although the Applicant was not a party to Civil Suit No. 002 of 2025, she participated in a fraudulent scheme aimed at embezzling and mismanaging the finances of Kihembe Brothers Co. Ltd via Jolabet Investments Ltd, a company in which she held shares and played a principal role in the fraudulent activities, and which was also a Respondent in the High Court case at Bushenyi.

The Applicant averred that the matter before the Registrar raised different issues in law and fact from the ones before the High Court. The Applicant argued that the matters in contention were different, as the matter before the Registrar concerned various meetings conducted and resolutions made without the issuance of notice and consent from her whereas Civil Suit No.002 of 2025 in Bushenyi High Court was concerned with financial mismanagement and embezzlement by the 1st and 2nd defendants in the matter who were former employees of both Kihembe Brothers Company Limited and Jolabet Investment Ltd.

The Applicant also argued that the parties in the matters in contention were different. The parties in the application before the Registrar were Joy Tindiwegi V Julia Tigeita Munubi and Harriet Nyanjura Munubi while the Civil Suit Civil Suit No. 002 of 2025 filed at Bushenyi High Court was between Kihembe Brothers Company Limited V.. Musinguzi Laban, Tukahirwa Betty Bibaho and Jolabet Investments Ltd. The Applicant maintained that the application before the Registrar would not affect proceedings in Civil Suit No.002 of 2025 filed at Bushenyi High Court as the two matters raised different questions of law and fact. The matter before the Registrar of Companies sought rectification of the register that was not subject to trial in the matter in Bushenyi.

Determination:

Having listened to both parties, the Registrar emphasized that for a matter to fall under the Doctrine of Res sub judice, three ingredients have to be considered which are; that there ought to be two lawsuits between the same parties being considered, with one of them being filed before the other. Secondly that the suits must involve the same subject matter, and lastly the court handling matter must have jurisdiction to do so.

The Registrar highlighted that although the High Court case in Bushenyi was initiated prior to the matter before the Registrar of Companies, the two cases addressed distinct legal and factual issues. The case presented to the High Court at Bushenyi involved issues of financial mismanagement and embezzlement, while the matter before the Registrar of Companies aimed to rectify the register by expunging documents that were approved without providing the Applicant with the required notice to allow her participation in the Company's decisions. The Registrar overruled the preliminary objection and set down Application Cause *No. 44582* of 2025 for hearing on merits.

2.4 Juliet Masinde v Nasuuna Miriam and Others (Application Cause No. 71319 of 2025)

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

Company law — Rectification of register — Irregular removal of director and shareholder — Expungement of documents - *Regulation 8(2)* of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.

Brief Facts:

The Applicant, a shareholder and director of Souvenir Travel and Safaris Limited, the 6th Respondent Company, brought this application under ***Regulations 3, 8***, and 9 of the Companies (Powers of the Registrar) Regulations, SI No. 71 of 2016, seeking rectification of the company register. She contended that the Respondents, without her knowledge or consent, irregularly and unlawfully filed documents purporting that she had forfeited her shares and ceased to be a director and member of the company.

Summons were issued on the 24th day of July 2025, inviting the Respondents for a hearing on Thursday, 4th September 2025, and they neither entered appearance nor were they represented by any authorized representative. The Applicant's Counsel obtained leave for substituted service under ***Regulation 32*** of the Companies (Powers of the Registrar) Regulations, and fresh summons were published in the Daily Monitor on 28th August 2025. Despite proper service through both ordinary and substituted means, the Respondents still failed to appear, file a response, or participate in the proceedings. The matter therefore proceeded exparte.

Issues:

The following issues were raised for determination;

1. Whether the impugned documents were validly passed?
2. What remedies are available to the parties?

Arguments:

The Applicant asserted that on 12th September 2022, the Respondents unlawfully registered a Special Resolution purporting that she had forfeited her twenty (20) shares in the Company for non-payment and had ceased to be a director and company secretary, with her shares subsequently being allotted to the First and Second Respondents. She contended that she was never notified of, did not attend, and did not sign any meeting or resolution authorizing such forfeiture, allotment, or her removal from office. She further averred that no valid call on shares was ever made by the Board and that the impugned actions lacked the requisite quorum and violated both the ***Companies Act*** and the Company's Articles. She further argued that the Memorandum and Articles of Association were illegally amended on the same day to reflect these changes. The Applicant therefore sought rectification of the register under ***Regulation 8*** of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 by expunging the Special Resolution, Form 10, Form 20, and the amended Memorandum and Articles of Association registered on 12th September 2022.

Determination:

The Registrar found that the dispute centered on the Applicant's irregular removal as a director, secretary, and member without her knowledge or consent. The Registrar examined the Company's Articles of Association and noted several procedural breaches. No notice was issued calling upon the shareholders, including the Applicant, to pay for their shares, no Board resolution was passed to make such a call, and no grounds or prior notice were provided for her removal as director. These omissions violated both the Company's Articles and the mandatory procedure under ***Section 191*** of the ***Companies Act***. Consequently, the Registrar concluded in accordance with ***Regulation 8(2)*** of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016, that the Special Resolution removing the Applicant as director was illegally and wrongfully obtained.

The Registrar, ordered the removal of all documents filed on 12th September 2022 in accordance with ***Regulations 8 and 32*** of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 for having been illegally and wrongfully obtained. These included the Special Resolution purporting to forfeit the Applicant's shares, the Return of Allotment (Form 10) filed as a consequence of the said resolution, the Particulars of Directors and Secretary (Form 20), and the Amended Memorandum and Articles of Association.

2.5 Anguria Peter and Others *V.* Byamugisha Emma (Petition No. 21193 of 2025)

Before Daniel Nasasira: Assistant Registrar of Companies

Company law — power of the Registrar to expunge documents and rectify the register – *Regulations 8 and 32* of the Companies (Powers of the Registrar) Regulations SI 71/2016 (*Regulations 8 & 32*)

Brief Facts:

The Petitioners alleged that the Company, Tonta United Voice Association Limited, was being mismanaged, claiming that the association's Online Business Registration System (OBRS) account had been accessed by a non-member, Mr. Tuhurirwe Primo, who colluded with the Respondent, Byamugisha Emma, a subscriber and director of the Association. Following a search at the Company registry, the Petitioners discovered resolutions filed with their names as signatories, which they denied signing or being notified about. The Petitioners contended that the signatures were forged or pasted, rendering the resolutions invalid and non-binding, and sought to have them expunged.

Issues:

The following issues were raised for determination;

1. Whether the impugned documents were validly passed?
2. What remedies are available to the parties?

Arguments:

The Petitioners alleged that Tonta United Voice Association Limited was mismanaged, accusing the Respondent of colluding with a non-member to access the Company's OBRS account and withhold official documents, including the registration certificate, stamp, and company forms. They claimed that several Board Resolutions bearing their forged signatures were filed between April and September 2025, authorizing the opening of multiple bank accounts in DFCU, Equity, and Centenary Banks. The Petitioners further accused the Respondent of falsely claiming sole ownership of the Company, embezzling funds, abusing office, providing misleading information about the Company's head office, denying them access to company offices, and generally acting incompetently to the detriment of the Company. They sought to expunge the contested resolutions and protect the integrity and interests of the Company.

The Respondent did not file a formal response but provided an oral account. He stated that he suspected Mr. Tuhurirwe Primo to have forged the signatures of the first and third Petitioners on several Board Resolutions and expressed willingness for such disputed signatures to be expunged from the Register. He maintained that the Company's head office had always been at Kakeeka Rubaga Division, chosen as a donated, non-profit office, and argued that the bank accounts opened were solely to safeguard members' savings. The Respondent further affirmed his recognition of the Petitioners as directors, members, and subscribers and expressed willingness to continue working with them.

Determination:

The Registrar found that the contested Board Resolutions, dated between April and September 2025, were neither validly passed nor properly executed. The Petitioners had not been notified, did not participate in any meetings, and did not sign or approve the resolutions, while the Respondent admitted that no Board meetings had been held to deliberate on these matters. Consequently, the resolutions were irregular and void ab initio, as they did not comply with Articles 52 and 56 of the Company's Articles of Association, which govern the proper conduct, approval, and signing of Board Resolutions.

The Registrar emphasized that his powers were limited to rectifying the company register under ***Regulation 8(1)*** of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 and addressing complaints by oppressed members under ***Section 243*** of the ***Companies Act***. Matters falling outside these statutory mandates, including internal deliberations or disputes unrelated to the validity of resolutions, remained for the company to resolve internally in accordance with its Articles of Association and the law.

The Registrar held that all the contested Board Resolutions, each registered using the first and third Petitioners' signatures without their participation, approval, or notice, were irregularly passed and improperly filed. Consequently, acting under ***Regulations 8 and 32*** of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016, the Registrar ordered that all twelve resolutions authorizing the opening of various bank accounts between April and September 2025 with DFCU Bank, Equity Bank, and Centenary Bank be expunged from the Register.

2.6 Chen Zhiming *V.* Zhuangs Plastics and Parking Ltd (Company Petition Cause No. 998715 of 2025)

Before*: *Daniel Nasasira - Assistant Registrar of Companies

Company law - illegal transfer of shares - fabrication/forgery of signatures - irregular removal of a director - *Regulations 3 & 8* of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.

Brief Facts:

The Petitioner filed this petition claiming that he was dispossessed of his thirty-one shares in the company, illegally. That ten of the thirty-one shares were unlawfully transferred, with his signature forged on a resolution and transfer document. Regarding the remaining twenty-one shares, no transfer instrument was ever executed. The Petitioner claimed that he was also illegally removed from his position as a director of the Company covertly, in violation of due process stipulated in the ***Companies Act Cap 106*** and the Company's Articles of Association.

A forensic expert examined the signatures of Chen Zhiming and was of the opinion that there were substantial differences in the sample signature and the signature reflected in the transfer form. She concluded that in her opinion the Petitioner did not sign the transfer form.

Issues:

The following issues were raised for determination:

1. Whether the Petitioner lawfully acquired the 31 shares in the Respondent Company and whether the 31 shares were lawfully transferred by the Respondent Company from the Petitioner?
2. Whether the Petitioner was lawfully appointed/removed as director of the Respondent Company?
3. What remedies are available to the parties?

Arguments:

The Petitioner's case was that he did not sign the resolution and transfer form that transferred his shares or consent to his dismissal as a director. The Petitioner presented proof from the Makerere University Department of Languages showing that Zhuang Zhiming and not the Petitioner signed the transfer form in Chinese. The Petitioner also produced evidence from a forensic handwriting expert who evaluated Chen Zhiming's signatures and found significant variations between the sample signature and the transfer form signature. The Petitioner argued that this proof was sufficient to expunge the transfer form, resolution, and any documents submitted premised on illegality.

For the Respondent Company, it was argued that the current shareholders and directors acquired the Company in good faith and with genuine intentions. The Petitioner was not a shareholder or director at the time the current shareholders acquired the company. Consequently, they contended that if the Petitioner had any claims, he should pursue the individual from whom he purchased the shares, rather than the Respondent Company. They denied the Petitioners' claim in its entirety and requested that the petition be dismissed with costs.

Determination:

Having listened to both parties, the Registrar found the arguments of the Petitioner's counsel convincingly sufficient to expunge the transfer form transferring the Petitioner's ten (10) shares for bearing the Petitioner's fabricated signature. This was corroborated by the forensics expert's opinion and a translation from Makerere University

Department of Languages that found substantial differences in the specimen signatures of the Petitioner and the signature on the said transfer form.

It was held that the Petitioner lawfully acquired the 31 shares in the Respondent Company as per the Company's Articles of Association. The Registrar found that the signature on the transfer form, purportedly transferring shares from the Petitioner, was not the Petitioner's and thus the transfer was unauthorized and illegal. Further, that the Petitioner was legally appointed as director and his removal was invalid due to procedural defects and non-conformance with the Company's Articles of Association and statutory requirements.

The Registrar accordingly ordered for the rectification of the register to reinstate the Petitioner as a shareholder and director of the Company.

The Registrar ordered that the company may either issue new shares to the Petitioner or compensate the Petitioner by purchasing his shares.

2.7 Fuchigami Koji *V.* Sembuya Edward & Bogezi Fredrick (Company Petition Cause No. 31928 of 2024)

Before: Daniel Nasasira – Assistant Registrar of Companies

Company Law – Unlawful Transfer of Shares – Forged share transfer documents – Remedies for wrongful transfer of shares – *Sections 81 and 83* of the *Companies Act Cap 106*.

Company law – oppressive conduct against minority shareholders – *Section 243* of the *Companies Act Cap 106*.

Company law – powers of the board of directors to borrow money – whether a resolution signed by a director and secretary to borrow money can bind the company.

Brief Facts:

The Petitioner (Fuchigami Koji) and the 1st Respondent (Sembuya Edward) incorporated the company, J&W Agencies Ltd as a company limited by shares on 1st November 2017, holding 70 and 30 shares respectively at the time of incorporation. The Petitioner and 1st Respondent were registered as directors of the company with the 2nd Respondent (Bogezi Fredrick) as the company secretary. The primary business of the company was importation of motor vehicles for sale, and following incorporation, the Petitioner moved to Japan to oversee the exportation of the vehicles from Japan to Uganda, while the 1st Respondent fully managed the company in Uganda.

The Petitioner later discovered that the 1st Respondent had altered the company shareholding and transferred 40 shares from the Petitioner to himself (1st Respondent), making the Petitioner the minority shareholder. The Petitioner claimed that his signature on the transfer form and a resolution dated 25th April 2022 registered on 10th May 2022 was fabricated. The same resolution authorized amendment of the Memorandum and Articles of Association to reflect the altered shareholding and the amendment was filed and registered on 10th May 2022.

The Petitioner also averred that the 1st and 2nd Respondent also passed various resolutions obtaining credit facilities of Ugx 100,000,000/=, Ugx. 300,000,000/= and a credit card of Ugx. 5,000,000/=, from Absa Bank, without informing the Petitioner. Further, that the Respondents have never accounted for the monies borrowed.

Issues:

The issues for determination were as follows;

1. Whether the transfer of shares from the Petitioner to the 1st Respondent was lawful?
2. Whether the procedure used in acquiring the loan facilities was lawful?
3. Whether the conduct of the Respondents, in view of the acts complained of constitutes minority oppression within the meaning of ***Section 243*** of the ***Companies Act Cap 106***?
4. What remedies are available to the parties?

Arguments:

The Petitioner contended that the Respondent's actions were done in bad faith against the best interests of the company, that the transfer form and resolutions were null and void, and the actions constituted oppressive conduct against him. He prayed that the Respondents be held personally liable for repayment of the credit facilities and that the shareholding of the company be reinstated to its position before the said illegal structural modification perpetrated by the Respondents. The Petitioner presented evidence from a forensic expert who conducted analysis of the signatures on the special resolution and transfer stock form dated 09th May 2022, alongside sample signatures of the Petitioner and indicated that there were significant discrepancies in the signatures.

The Respondents on the other hand contended that they provided accountability reports to the Petitioner regarding company operations and bank statements. The 1st Respondent further argued that the Petitioner was aware of the transfer of shares as he provided his identity card via whatsapp to the 1st Respondent. Further, that the transfer form and resolution were couriered to the Petitioner for his signature and the alteration of shareholding was informed by the Uganda Investment Authority's advice to restructure the company to ensure that majority stake was held by a Ugandan classifying it as a local company.

Determination:

The Registrar relied on ***Sections 81 and 83(1)*** of the ***Companies Act Cap 106***, and ***Regulations 22 and 23*** Table A, and observed that for a lawful transfer of shares to take place, there must be a validly executed instrument of transfer to that effect, which must be particularly executed by the transferor and the transferee or by any person acting under the authority of the transferor and transferee to do so. The Registrar also referred to the company's articles of association, which provided and required that a notice be given by the shareholder/transferor of shares to the directors before any transfer can be said to have validly been effected. The Registrar found that the lack of a notice (express or implied) by the Petitioner to the company in respect to the alleged transfer of shares, indicated that he had no intention to transfer his shares and that failure to adduce such notice was sufficient in itself to nullify the transfer instrument.

Relying on the evidence of the forensic expert and the Petitioner's evidence, the Registrar found that the Petitioner had effectively shown that the transfer form was not duly executed by the Petitioner as mandated by the Company's Articles of Association thus rendering the transfer form invalid. Further that the transfer form was not a properly executed instrument of transfer of shares as required by ***Section 83*** of the ***Companies Act Cap 106***. The Registrar found that the special resolution and transfer form constituted an illegal endorsement, and consequently, the resulting amended memorandum of articles of the company with Form 10 were illegal.

The Registrar noted that ***Article 35*** of the Company's Articles of Association gave powers to the Board of Directors to borrow and secure payment of any sum or sums of money for the purpose of the Company. The Registrar relied on the Indoor Management Rule, and found that Absa Bank, as a third party, was entitled to rely on company documents executed by individuals appearing to have authority and although the Petitioner was not consulted; the Registrar found that the resolutions were binding on the company.

The Registrar relied on the Supreme Court guidance in Mathew Rukikaire V. Incafex (U) Ltd SCCA No. 03 of 2015, and found that modifying the company structure by transferring the Petitioner's 40 shares to the 1st Respondent thereby making him a minority shareholder without his knowledge amounted to oppressive conduct according to ***Section 243*** (1) of the ***Companies Act Cap 106***.

The Registrar accordingly ordered for the expungement of the resolution transferring the Petitioner's 40 shares, the accompanying transfer form, the return of allotment and the amended Memorandum and Articles of Association of the Company.

2.8 Kitenda Andrew Patrick & 3 Ors *V.* Njuki Anna Mbogo & 5 Ors (Company Petition Cause No. 71750 of 2025)

Before: Daniel Nasasira - Assistant Registrar of Companies

Company law – appointment of directors and secretary without a properly convened meeting - Remedies for illegal or wrongful appointment of directors or secretary. *Sections 136 and 148* of the *Companies Act* and *Regulation 8* of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.

Brief Facts:

The Petitioners, together with the Respondents, are shareholders and members of the Company, Seeta Parents' Primary School Limited, incorporated on 9th November 2006 with a nominal share capital of 1,000,000 divided into 100 ordinary shares of Ugx. 10,000 each.

The Petitioners contended that the Company had not convened an Annual General Meeting since incorporation in contravention of the Company's memorandum and articles of association and the ***Companies Act Cap. 106***. The Petitioners further alleged that the Respondents, without convening a company meeting or obtaining the consent of the Petitioners appointed Bakyazi Juliet as director of the company by resolution filed on 5th June 2016, reverted 20 shares of the Company as unalloted by special resolution filed on 5th January 2024, and passed a resolution filed on 3rd March 2008 changing the School Account Name from Seeta Parents Primary School to Seeta Parents' Primary School Limited.

The Petitioners also contended that the Respondents unilaterally authorized the Company to obtain multiple loan and overdraft facilities without any resolution passed in a properly convened meeting or with the Petitioners' consent. The Petitioners argued that the resolutions passed were made contrary to the law, the Company's constitution, and in exclusion of key shareholders. Further, that these cumulative actions reflected a pattern of oppressive conduct, exclusion and mismanagement and prayed that the Registrar declares all impugned resolutions and actions null and void, expunges them from the register, and orders the immediate convening of a general meeting to restore proper governance of the Company.

Issues raised for determination:

1. Whether the impugned resolutions were validly passed?
2. What remedies are available to the Parties?

Arguments:

In their arguments, the 1st 2nd, 3rd, and 6th Respondents denied conducting any meetings without the knowledge or consent of the Petitioners, they averred that that the entire shareholding and management of the Company was detailed and provided for in the last Will of the late Kefa Mbogo Mbowa, the proprietor and founder of the School. They contended that the reversion of the 20 shares was done to streamline the Company. They further averred that the Company prepared books of accounts and financial statements at all times and the Petitioners' laxity in inspecting the same cannot be vested on the Respondents. Further, they contended that the memorandum and articles gave directors power to borrow over and above the share capital and the purported loans were obtained for School development. They also contended that all members including the Petitioners received dividends in various forms, that the change in the Account name was intended to align with the Company's duly registered name, and that all Company business and resolutions were extracted in accordance with the memorandum and articles of association and all meetings were strictly convened with strict quorum requirements.

The 4th and 5th Respondents admitted that there was failure to convene meetings and provide accounts, they denied signing any resolutions either in the capacity of director or shareholder, and denied being aware of any meetings authorizing the Company to borrow beyond its nominal share capital.

Determination:

The Registrar found no valid basis for expunging the resolution reverting the 20 shares on grounds that the shares should not have been initially issued to the Company as a corporate entity is precluded from being a shareholder in itself. Similarly, the Registrar found that it was proper to alter the School account name to align with the legal requirement in ***Section 34(3)*** of the ***Companies Act Cap 106*** to append the word "limited" to the Company name.

The Registrar observed that there were no minutes to prove that the resolution dated 2nd May, 2016 appointing the 3rd Respondent as Director was either voted on or agreed upon by a simple majority of the members of the Company. The Registrar ordered for the expungement of the resolution in accordance with ***Regulation 8(2)*** of the Companies (Powers of the Registrar) Regulations SI 7 of 2016. The Registrar further found that the ordinary resolution filed on 20th February 2024 appointing directors and the secretary of the Company was irregular for lack of properly convened meeting. The Registrar noted that there should have been sufficient notice prior to convening the meeting in accordance with ***Section 136*** (1) of the ***Companies Act Cap. 106***. Further, that there were no minutes attached to the resolution to prove that it was either voted on or agreed upon by a simple majority of the members contrary to ***Section 148*** of the ***Companies Act***. For this reason, the Registrar found that there was no validly elected Board of Directors of the Company. The Registrar directed that the Registrar of Companies would issue a notice and convene the Company's general meeting at which the members would appoint the Board of Directors.

Regarding the resolutions permitting the Company to secure credit facilities, the Registrar relied on the indoor management rule (that protects third parties dealing with companies in good faith from the company's internal irregularities), and found that the resolutions were properly executed and relied on by a third party and the same cannot be expunged from the Register.

Regarding the Respondents' argument that the actions were done to align with the last Will of the founder of the Company, the Registrar observed that the Registrar of Companies has no jurisdiction to delve into succession issues.

2.9 Derrick Kirabo *V.* Alfred Okot and Looks Pictures & Design Limited. Petition Cause No. 88053 OF 2025

Before*: *Daniel Nasasira—Assistant Registrar of Companies

Company Law-Directors of a Company-Management of a Company-Business dealings of a company-Investigation of Malicious conduct into the affairs of the Company. *Sections 170 and 243* of the *Companies Act Cap 106*

Company Law- Jurisdiction-Powers of the Registrar of Companies-Minority Oppression-Order to investigate the conduct and financial affairs of the Company. *Section 243* of the *Companies Act Cap. 106*, and *Regulation 8* of the Companies (Powers of the Registrar) Regulations SI No 71 of 2016.

Brief Facts:

The second Respondent Company was incorporated with Alfred Okot and Derrick Kirabo owning fifty (50) shares each. The first Respondent on behalf of the company provided services for Graphics Design Consultancy and Production of Tourism Media promotional materials to RTI International and other services to Café Pap. The first Respondent withheld every information regarding the works and payments from these clients. The Petitioner also established a rivalry graphics design company in the name of Blakstyn Holding Co. Ltd with similar objectives and aspirations, creating competition with the Second Respondent Company which affected its customer base. This petition was filed seeking an order to appoint an inspector to investigate the financial affairs of the Company and an order directing the first Respondent to compensate the company its would be funds received under the RTI International and Café Pap Contracts.

Issues for determination;

1. Whether the Registrar of Companies has jurisdiction to determine the present petition?
2. What remedies are available to the Parties?

Arguments:

The Petitioner's case was that the first Respondent's conduct of concealing vital information about business dealings made it impossible for him to have a true and clear picture of the financial standing of the Second Respondent Company. The Petitioner argued that the first Respondent instead of addressing the allegations, requested for dissolution/winding up of the second Respondent Company.

The first Respondent on the other hand argued that the Petitioner and the first Respondent are joint signatories to the Company Accounts and all finances were drawn with his signature, knowledge and participation. The first Respondent also argued that there was no non-compete or Restraint of trade agreement between himself, the company and the Petitioner that would prevent the first Respondent from entering into any lawful business venture, including one in the same industry and that his company did not in law or fact create a conflict of interest in the affairs of Looks Pictures & Design Limited. The Respondents raised a preliminary point of law regarding the power of the Registrar of companies to determine the matter.

In determining the matter, it was observed that 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 pursuant to ***Regulation 8*** of the Companies (Powers of the Registrar) Regulations SI No 71 of 2016.

The investigational powers of the Registrar of Companies under ***Section 170*** of the ***Companies Act Cap 106*** are administrative in nature and not quasi-judicial. The claims made by the Petitioner in this case neither relate to the power of the Registrar to rectify the Register nor does it relate to minority oppression. For oppression to be said to exist, the Petitioner needs to show not just one act but a series of actions leading up to the unjust conduct that can be deemed oppressive. Basing himself on the evidence presented in this matter, the registrar found that the Petitioner had not presented compelling evidence to demonstrate that he had been oppressed by a series of actions of the Respondents.

The Registrar held that lack of jurisdiction is a preliminary point of law which if argued successfully disposes of the whole matter. Having resolved the preliminary issue regarding lack of jurisdiction in the affirmative, the registrar dismissed the petition with no order as to costs.

2.10 Edris Ssekitoleko and Another *V.* Kayondo Mulowooza and Bacon Ssali (Company Application Cause No. 45810 of 2025)

Before*: *Daniel Nasasira - Assistant Registrar of Companies

Company law - non-members of a company lodging a petition before the registrar of companies - S.293 of the *Companies Act, Cap 106*.

Brief facts:

The Applicants Mr. Edris Ssekitoleko and Lutwaama Sulaiman, brought a petition against the company members of Wabigalo Community Limited. On March 12, 2019, a special resolution modified the company's memorandum and articles of association, by reducing the original membership from ten (10) subscribers to five (5) members. The resolution admitted the applicants to membership in the company. However, this structural change was contested by the original members before the registrar of companies, who made an administrative decision and reinstated the membership of the company to its original subscription of ten members. Consequently, the applicants ceased to be members of the company and are currently barred by the doctrine of res judicata from bringing the same application before the registrar of companies.

Issues:

The following issues were raised for determination;

1. Whether the applicants, non-members in the company, have locus standi to lodge the application?
2. Whether the applicants are barred by the doctrine of res judicata from bringing the same application before the registrar of companies?
3. What remedies are available to the parties?

Arguments:

The Petitioners' case was that the resolution, and the amended memorandum and articles of association removing them as members and reinstating the original membership were forged. They argued that three of the ten members were deceased members and could not have been in a position to sign the resolution, memorandum, and articles of association, since they were dead.

The Respondents raised preliminary objections arguing that the doctrine of res judicata barred the matter as the same had already been heard and determined by the Registrar of Companies. They further argued that the applicants had no locus to file the application as they are not members or subscribers to the memorandum and articles of association of Wabigalo Community Limited.

Determination:

Having listened to both parties, the Registrar found the arguments of the Respondents' counsel convincingly sufficient that a petition to the Registrar of Companies can only be commenced by a member. The Registrar stressed that, under the ***Companies Act***, ***Cap 106***, only an oppressed company member has the locus to petition the Registrar of Companies for relief. For a non-member to be able to succeed as an interested party, they needed to prove they had sufficient interest in the affairs of the company, which the Applicants failed to do.

The Registrar found that a petition or application to invoke the quasi-judicial powers of the Registrar of Companies in respect of a matter on which an administrative decision was made by the same forum is irregular. The Registrar observed that the applicants should have pursued further administrative remedies in case they disagreed with the procedure adopted by the previous Registrar to arrive at the decision.

The Registrar ruled that the applicants did not have locus standi to commence the application. The application was dismissed with no order as to costs.

2.11 Opolot John Robert *V.* Jian Lifeng & 2 Ors (Company Application Cause No. 36742 of 2025)

Before: Daniel Nasasira - Assistant Registrar of Companies

Company law - removal of director without notice and hearing-*Section 191* of the *Companies act Cap 106*- Remedies for irregular removal of a director, *Section 243* of the *Companies Act* and *Regulations 3, 8, 9 and 26* of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.

Company law-Jurisdiction to hear complaints of member oppression-*Section 243* of the *Companies Act Cap. 106*

Company law-Conducting affairs of a company in a manner oppressive to part of the members- *Section 243* of the *Companies act Cap. 106*.

Brief Facts:

The Applicant, Opolot John Robert, was a majority shareholder with 55% of the shares, a director, and company secretary of Cargowell International Limited (the 2nd Respondent). The Applicant alleged that the 1st Respondent, Jian Lifeng (the minority shareholder and co-director), engaged in a series of oppressive actions, including: unilaterally opening and operating company bank accounts without the Applicant's knowledge, concealing information about company assets (e.g., a 10-acre land acquisition), illegally removing the Applicant as a director via a "cessation letter" dated 29th July 2024, without following the statutory procedure and forging the Applicant's signature on resolutions to appoint a new company secretary and to issue shares at a high premium, a move designed to dilute the Applicant's majority shareholding.

The Respondents argued that the Applicant's removal was lawful and that his claims were baseless and vexatious.

Issues:

The following issues were raised for determination;

1. Whether the removal of the Applicant as a director was lawful?
2. Whether the affairs of the company were being carried out in a manner oppressive to the Applicant?
3. What remedies are available to the parties?

Arguments:

The Applicant contended that he was removed from the Company and the evidence on record showed a cessation letter dated 29/07/2024 addressed to the Applicant and signed by the 1st Respondent. In the body of the said letter, it was stated that the Applicant was to immediately cease "all formal dealings relating to Cargowell".

The Applicant also contended that there was an invasion of various legal rights that he was entitled to as a member. He further asserted that the 1st Respondent concealed information that the company acquired 10 acres of land in Namanve from him and further alleged that the 1st Respondent opened up two bank accounts without his knowledge, all this being vital information in relation to the position of the Applicant as a Director. He further asserted that the 1st Respondent fabricated his signature on a special and ordinary resolution with the objective of unlawfully initiating a call on shares, among others.

The Respondent's Counsel submitted that the said resolution was signed by the two shareholders; the applicant and the 1st Respondent.

Determination:

In determining the Application, the Assistant Registrar affirmed the jurisdiction of the Registrar of Companies under ***Section 243*** of the ***Companies Act Cap. 106*** to hear matters relating to member oppression. Relying on the case of Mathew Rukikaire v. Incafex (U) Ltd SCCA NO.03 OF 2015 and Elder V. Elder & Watson Ltd *[1952] SC* 49, the Registrar defined oppression as a "visible departure from the standards of fair dealing" affecting a member in their capacity as such.

The Registrar held that the removal of a director is strictly governed by ***Section 191*** of the ***Companies Act Cap. 106***. This requires an ordinary resolution passed by the company's members and the director must be given special notice and a right to be heard at the meeting. The Respondent's use of a simple cessation letter was a flagrant violation of this procedure. There was no evidence of a resolution, no special notice was given, and no meeting was held. The removal was therefore null and void.

The Registrar also observed that according to the evidence of a Government forensic analyst, the Applicant's signatures on the contested resolutions to appoint a new secretary and issue shares at a premium were forgeries. This act, aimed at diluting the Applicant's shares, was considered a severe act of oppression. Additional oppressive conduct included: concealing vital company information (land, bank accounts), misappropriation of funds, and the unilateral severance of communication. He concluded that these were not isolated incidents but a continuous course of conduct.

The Registrar found in favour of the Applicant, ruling that his removal was unlawful and that he was a victim of oppressive conduct. The Registrar ordered for the expungement of all illegally obtained documents.

2.12 Awor Rita Monica *V.* Okullo Willy & Akoli (Company Application Cause No. 40837 of 2024)

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

Company law – Share transfers – validity of share transfer instruments – requirement of proper execution and board/ordinary resolution approval; *Sections 81 and 83(1)* of the *Companies Act Cap 106*.

Company law-Membership – subscribers V.. members; *Section 45* of the *Companies Act Cap 106*.

Brief Facts:

The Applicant, Awor Rita Monica, an executrix of the estate of the late Ben Ogwang Ochoo, the majority shareholder (315 shares) of B.P Enterprises and Construction Company Limited. The 1st Respondent, Okullo Willy, is the Applicant's brother and was previously named the executor of the same estate. The 2nd Respondent, Akoli Susan, is his wife.

In 2021, the Respondents filed documents with the Registrar of Companies showing they had become the shareholders and directors of the company. This was based on share transfer forms and a special resolution purportedly signed by the late Ben Ogwang Ochoo (who died in 2018), the late Lily Ochoo (who died in 1999) and Matthew Ogwang, whom the Respondents claimed was a "non-existent" person used only for incorporation. The Applicant sought to have these documents declared illegal and expunged from the register, restoring the original shareholding.

Issues:

The following issues were raised for determination

1. Whether the Applicant had the legal standing (locus standi) to bring the application?
2. Whether the transfer of 450 shares from the original shareholders to the Respondents was lawful?
3. Whether the subsequent amendment of the company's Memorandum & Articles of Association and the appointment of the Respondents as directors/secretary were lawful?
4. What remedies are available?

Arguments:

The Applicant argued that the share transfers were a nullity because they were executed by persons who were deceased at the time of signing, that Matthew Ogwang was a real person and had sworn a statutory declaration denying he ever sold his shares and that the Respondents, even if they held a grant of probate or Power of Attorney, had no authority to transfer the deceased's shares to themselves personally without following proper company procedures.

The Respondents on the other hand argued that the transfers were done on the advice of their lawyer to "revive" the dormant company by transferring shares to the active members, that Matthew Ogwang was a fictitious name used only for incorporation and he never held real shares and that they acted lawfully based on the documents in their possession and the legal advice received.

Determination:

The Registrar found that a personal representative (executor/executrix) of a deceased member has sufficient interest and locus standi to challenge irregularities affecting the deceased's shares in a company. He also found that a legal document requiring the signature of a transferor (like a share transfer form) could not be validly executed after the transferor's death and such document was a nullity. The Registrar emphasized that a lawful share transfer requires two key elements; a proper instrument of transfer duly executed by the transferor; and approval by the Company's Board of Directors via a resolution. A Grant of probate or power of attorney cannot be used to bypass this requirement.

Further, that a person is only a member/shareholder if they: (a) subscribed to the Memorandum of Association at incorporation, or (b) were later entered in the register of members after agreeing to acquire shares. Merely having one's name on a document does not confer membership if these steps are not followed as decided in Olive Kigongo v. Mosa Courts Apartments Ltd Company Cause No. 01 of 2015.

The Registrar found in favour of the Applicant stating that all actions taken by the Respondents in 2021 were unlawful. The Registrar ordered the expungement from the company register, all 2021 documents and the restoration of the original shareholding structure. No orders as to costs were made.

2.13 Nakabugo Beatrice *V.* Ssemwogerere Godfrey and 2 Ors (Company Petition Cause No. 44562 of 2024)

Before: Daniel Nasasira - Assistant Registrar of Companies

Company law – Removal of directors–*Section 191* (1) of the *Companies Act Cap. 106*

Company law-Conducting affairs of a company in a manner oppressive to part of the members- *Section 243* of the *Companies Act Cap. 106*.

Company law-Registrar's remedial powers –*Regulations 8* (1), 8 (2) and 26 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.

Brief Facts:

The Petitioner, a founding subscriber, member, and director of Elim Pentecostal Church Ltd, a company limited by guarantee incorporated in 1986. The Petitioner challenged three specific resolutions passed by the Respondents that is; a Board Resolution dated 28th January 2013 that removed her as a director and appointed the 2nd and 3rd Respondents, a Board Resolution dated 10th May 2014 that removed another director, Jamine Muwayi Luke and a Special Resolution dated 9th November 2022 that authorized the sale of the company's prime land.

The Petitioner contended that these resolutions were passed illegally and in contravention of the company's Articles of Association and the ***Companies Act***. The Respondents argued that the Petitioner had been lawfully removed for misconduct and aligning with a rival church group. They also raised a preliminary objection that the petition was barred, but failed to file submissions to support it.

Issues:

The following issues were raised for determination

1. Whether the various company resolutions were passed lawfully?
2. Whether the affairs of Elim Pentecostal Church are being conducted in a manner oppressive to the Petitioner?

3. What remedies are available to the parties?

Arguments:

The Petitioner submitted that all the three contested resolutions were passed unlawfully and illegally in conflict with the Memorandum and Articles of association and without the knowledge of the members and that the affairs of Elim Pentecostal church were being conducted in a manner oppressive to her as the Respondents had resorted to using their position as directors of the company to act detrimentally to the company's objectives and interests.

The 1st Respondent in turn stated in his statutory declaration that the Petitioner started misconducting herself and abusing her office as Treasurer and mismanaging the company account. That further, the Petitioner continued paying allegiance to Nakawa Pentecostal Church, a group of rebellious church members while absconding from her duties and as a result, her membership was later terminated through a company a resolution.

Determination:

The Registrar held that the power to appoint and remove directors under ***Article 39*** of the Company's Articles of Association, resides with the members of the company in a general meeting, not with the Board of Directors. The resolutions from 2013 and 2014 were passed by the Board, not the members. Citing Fang Min V. Uganda Hui Neng Mining Limited HCCS No. 318 of 2016, the Registrar ruled that the resolutions passed by persons without the proper authority were null and void, and consequently, the 2nd and 3rd Respondents were invalidly appointed as directors.

Since the appointment of the said Directors was unlawful, they lacked authority to act on behalf of the company and any subsequent resolutions they passed, including the special resolution to sell company land, were null and void. Furthermore, the special resolution was defective as it was signed by only one recognized member, failing to meet the statutory requirement of a three-fourths majority.

The Registrar rejected the Respondents' argument that the Petitioner was no longer a member, affirming that as an original subscriber to the memorandum, the Petitioner remained a member under ***Section 45*** of the ***Companies Act Cap. 106***. Her name was never lawfully removed from the register of members. Relying on Mathew Rukikaire v. Incafex (U) Ltd SCCA No. 3 of 2015, the Registrar found that excluding a member from meetings and disposing of major company assets without their involvement constituted conduct that was oppressive to the Petitioner as a member.

The Registrar found in favour of the Petitioner, ruling that all challenged resolutions were unlawful and that the Petitioner had suffered oppression.

The Registrar ordered for expungement of the board resolution dated 28th January 2013, the board resolution dated 10th May 2014, and the special resolution dated 9th November 2022 from the register, as well as the restoration of the status quo of membership and directorship that existed prior to the said resolutions. The two remaining legitimate members (the Petitioner and the 1st Respondent) were directed to hold a meeting and pass resolutions to regulate the company's future affairs.

2.14 Sharad Panchappa Birajdar and Another v Balsure Sudhir and Others (Application Cause No. 33081 of 2025)

Before*: *Daniel Nasasira - Assistant Registrar of Companies

Company Law – affairs of a company being run in an oppressive manner – Remedies for oppressive conduct – S.243 of the *Companies Act, Cap 106*

Company Law – removal of director without notice and hearing – Remedies for irregular removal of a director – S.191 of the *Companies Act, Cap 106*

Brief Facts:

The Petitioners, filed this petition claiming that the affairs of Maharashtra Mandal Kampala Uganda Limited were being run in a manner prejudicial to the Company. This conduct included financial mismanagement, a lack of accountability by the company's officers, and violations of the company's constitution. The Petitioners further claimed that they were wrongfully removed as members and directors in the company in violation of the due process stipulated in the ***Companies Act***, ***Cap 106***, and the company's articles of association.

Issues:

The issues raised for court's determination were as follows;

1. Whether the Petitioners were lawfully appointed/removed as directors of the Respondent Company?
2. Whether the affairs of the Company are being run in a manner that is unfairly oppressive to the company members?
3. What remedies are available to the parties?

Arguments:

The Petitioner's case was that the Respondents passed resolutions removing the Petitioners as members and directors of the company. One of the Petitioners, Sharad Birajdar, submitted a police forensic analysis report which confirmed that his questioned signature on the resolution registered on 06th march, 2025, was fundamentally different from the sample signature availed. The Petitioners further contended that no proper books of accounts were kept and no auditor had been appointed by the company in violation of the company's constitution.

The Respondents argued that the Petitioners resigned voluntarily from their respective positions as directors, and all resolutions filed were extracted from legally convened meetings. They argued that the company's affairs were transparent and the financial statements were adopted without objection from anyone, including the Petitioners.

Determination:

After evaluating evidence, the Registrar found that the actions involving the forgery of Sharad Panchappa Birajadar's signature on a resolution dated 06 march 2025, which removed him as a member and director of the company, the filing of resolutions dismissing Patel Ankush Vijaykumar as a director of the fourth Respondent company without his consent or knowledge, and the passing of resolutions without convening meetings as required by the ***Companies Act*** and the company's articles of association collectively represent oppressive conduct towards the Petitioners.

The Registrar ruled that the removal of the Petitioners as members and directors was null and void, requiring rectification of the company's register and reinstatement of the Petitioners' membership and directorship.

The Registrar ordered the directors to appoint an independent auditor within sixty (60) days from the date of delivery of the ruling to conduct a thorough, comprehensive audit of the company and that the complete audit report should be shared with members of the company to ensure transparency.

2.15 Nanju Maria *V.* Henry Mukasa Nsubuga and another (Company Petition No. 13218 of 2024)

Before: Daniel Nasasira - Assistant Registrar of Companies

Company law – oppression petitions-*Section 243* of the *Companies Act Cap 106*;

Company law - transfer of shares in private companies – pre-emption/notice restrictions and capacity to transfer-*Section 81* of the *Companies Act Cap 106*

Brief Facts:

The Petitioner, is a shareholder with 5 shares in Tropical Primary School (Najjera) Ltd which was incorporated in 2008 after the death of her father, the late Ssalongo William Benon Nsubuga. The First Respondent is the Managing Director and majority shareholder with 30 shares in the same Company.

The Petitioner alleged oppressive conduct by the First Respondent, including: failure to hold Annual General Meetings and Board meetings, exclusion from Company management, non-declaration of dividends and withholding financial information. She sought remedies including a forensic audit, payment of profits, or an order for the sale of her shares.

The First Respondent denied the allegations, citing regular meetings, profit-sharing for members' welfare, and the Petitioner's mental health challenges. A section of the Company's members supported the Petitioner's claims and further contended that: the original incorporation and share allotment of 30 shares to Henry and 5 shares to the remaining beneficiaries were irregular and done without proper authority and that one rightful beneficiary (Nakiiku Annet) was entirely omitted from the share allotment.

Issues:

The following issues were raised for determination:

1. Whether the affairs of the Company were being conducted in an oppressive manner against the Petitioner as a member?
2. Whether the Petitioner was entitled to transfer her shares in the Company?
3. What remedies were available to the parties?

Arguments:

The 1st Respondent denied oppression, alleging regular operations and meetings, denying that there was no financial disclosure by presenting audited financial statements and that the Petitioner was not a director and therefore couldn't be considered to be excluded from management of the company. The 1st Respondent also refuted the claim of the absence of the annual general meetings and stated that the company had consistently conducted annual general meetings. A faction of the other members of the company confirmed the lack of the annual general meetings, dividend declarations, and provision of audited accounts.

Determination:

The Registrar found that while private companies are not mandated to hold annual general meetings unless requisitioned, the irregular and infrequent nature of meetings was noted. The Company had not provided audited accounts to members since incorporation, and the last audit was in 2022. This deprived members of the ability to verify financial performance or the adequacy of any distributions, constituting oppressive conduct. The claim of exclusion from management failed as the Petitioner was not a director; management is the board's responsibility, not of members.

The Registrar of companies noted that while shares are movable property and prima facie transferable, this right is subject to restrictions in the Articles of Association. The Petitioner adduced no evidence of such notice to other members. Serious concerns regarding the Petitioner's capacity, the disputed original allotment, and the potential impact on other members' share values rendered a transfer inappropriate at this time.

The Registrar explicitly declined jurisdiction over succession matters arising from the deceased's will and the alleged irregularities in the trust-to-company transition. The jurisdiction for determination of these issues was deemed to be Court and not the Registrar of Companies.

The Registrar ordered the Company to appoint an independent auditor, agreed upon by the members, to audit its books and determine the dividends/profits properly due to members and the costs of the audit to be borne by the Company.

That Registrar ruled that the Petitioner's application to transfer her shares was disallowed due to failure to follow pre-emption procedures, capacity concerns, and the foundational disputes over share allotment.

2.16 Mukama Tanzi Frank *V.* Mbaziira Ali Bashir and Another (Petition No.33184 of 2025)

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

Company Law – transfer of shares – shares transferred with fabricated signatures – Remedies for wrongful transfer of shares – *Section 83* of *Companies Act Cap 106* & *Regulation 3, 8, 9*, and 26 of the Companies (Powers of the Registrar) Regulations SI No.71 of 2016.

Company law - removal of director without notice and hearing - Remedies for irregular removal of a director - : *Section 199* of the *Companies Act*, *Cap 106*, and *Regulations 3, 8, 9*, and 26 of the Companies (Powers of the Registrar) Regulations, SI No. 71 of 2016.

Brief facts:

The Petitioner, purchased twenty shares and was appointed as one of the directors in the Respondent's company. The Petitioner filed the petition claiming that he was dispossessed of his twenty shares in the company illegally. The Petitioner claimed his signature on the resolutions and transfer documents was fabricated. The Petitioner also claimed that he was illegally removed from his position as a director of the Company covertly, in violation of due process stipulated in the ***Companies Act***, ***Cap 106***, and the Company's Articles of Association.

Issues:

The following issues were raised for determination;

1. Whether the Petitioner lawfully acquired the 20 shares in the Respondent Company, and whether the 20 shares

were lawfully transferred by the Respondents from the Petitioner?

2. Whether the Petitioner was lawfully appointed/removed as director of the Respondents' company?
3. What remedies are available to the parties?

Arguments:

The Petitioner's case was that he did not sign the resolution and transfer form that transferred his shares or consent to his dismissal as a director. The Petitioner contended that his signature on the aforementioned documents was fabricated, and he was not given notice to attend any meeting to discuss the transfer of his shares and removal as a director.

Determination:

The Respondents, having been duly served, failed to enter an appearance. The Registrar found that the refusal to answer the Petitioner's claim waived their constitutional right to a fair hearing and a right to present their side of the case.

The Registrar found the arguments of the Petitioner convincingly sufficient to expunge the transfer form transferring the Petitioner's twenty (20) shares bearing the Petitioner's fabricated signature. It was held that the Petitioner lawfully acquired the 20 shares in the Respondent Company as per the company's articles of association.

The Registrar further found that the signature on the transfer form, purportedly transferring shares from the Petitioner, was not the Petitioner's and thus the transfer was unauthorized and illegal. Furthermore, the Registrar observed that no express or implied notice was adduced in evidence from the Petitioner to the company of the intended transfer as was required by the articles of association for the transfer to be deemed effective. The Registrar determined that the Petitioner was legally appointed as a director and his removal was invalid due to both procedural defects and non-conformance with the company's articles of association and statutory requirements.

The Registrar ruled that the illegal transfer and removal of the Petitioner as director were null and void, requiring rectification of the company's register and reinstatement of the Petitioner's shares and directorship. The Registrar made no order as to costs.

2.17 Jane Amuge & Bernice Mvano *V.* Peter Busuulwa; Application Cause No. 12246 of 2025

Before*: *Daniel Nasasira - Assistant Registrar of Companies

Company law – Rectification of register – Fraudulent inclusion of shareholder/director – Allotment of shares without authority – Invalid corporate resolutions – Lack of minutes under *Section 148* – Company cannot transfer its own shares – Supremacy of Articles of Association – Registrar's power to expunge misleading, inaccurate and illegally obtained documents – *Section 243* of the *Companies Act*, *Cap.106* – *Regulations 8 and 32* of the Companies (Powers of the Registrar) *Regulations 2016*

Brief Facts

Wealth Centric Limited was incorporated on 10th December 2013. At incorporation, the first Applicant held 40 shares, while two other subscribers (Solomon Muhiirwa and Leonard Okello) each held 10 shares, leaving 40 unallotted shares. Subsequently, each of the two initial subscribers transferred their 10 shares to the second Applicant, and a resolution was passed allotting her an additional 20 unallotted shares, increasing her shareholding to 40 shares.

The remaining unallotted shares stood at 20.

During the nationwide update under the Online Business Registration System (OBRS), the Applicants were informed that the company had three shareholders/directors, one of whom was the Respondent, who was unknown to them. They later learned that the Respondent had even attempted to open a Stanbic Bank account in the company's name.

Upon inquiry, the Registrar of Companies' office informed them that there existed a resolution on record dated 22 March 2018 that admitted the Respondent as director and allotted him 20 shares. The Applicants also discovered various filed documents such as a resolution permitting the Respondent as a bank signatory to the company account, a return of allotment form allotting shares to the Respondent, a company form 20 indicating the Respondent as a director in the company among other documents. The Applicants denied filing the contested resolutions or holding any meeting to do so. They filed a Statutory Declaration under ***Section 286*** of the ***Companies Act***, reported the matter to Police, and sought rectification of the record.

Despite substituted service by advertisement in the Daily Monitor on 5th September 2025, the Respondent did not enter appearance or file a declaration.

Issues:

The following issues were raised for determination;

1. Whether the impugned documents were validly passed.
2. What remedies are available to the parties?

Arguments:

The Applicants argued that they never held any meeting with the Respondent, never authorized allotment of shares to him, and did not sign any documents appointing him as director or bank signatory. They asserted that the Respondent is a total stranger to the company and that the filings were fraudulent, misleading, and contrary to the Articles of Association. They sought removal of all such documents from the register.

The Applicants also highlighted defects such as: Absence of mandatory minutes under ***Section 148*** of the ***Companies Act***; A "transfer" by the company of unallotted shares, which is legally impossible; Contravention of ***Article 10*** of the Articles of Association, which vests the power of allotment in the directors.

The Respondent did not appear or contest the application.

Determination:

The Applicants contended that the Respondent, who was unknown to them, fraudulently registered himself as a shareholder and director by allotting to himself twenty unallotted shares without their knowledge or consent. The Applicants averred that upon discovering discrepancies during a company data update, they reported the matter to the Uganda Police and notified the Registrar General. At the Companies registry, the Applicants discovered that the company had three shareholders and directors, a claim they disputed on the basis that the alleged third shareholder (the Respondent) was unknown to them. The Applicants also discovered various documents such as transfer forms and a company form 20 which they denied ever filing. They sought for the expungement of the contested documents and the rectification of the register. The Respondent did not enter appearance despite substituted service. The Registrar opined that the contested documents were invalidly passed due to the lack of minutes or attendance records as evidence of any meeting authorizing the allotment of twenty shares to the respondent or his appointment as a director which was inconsistent with the company's Articles of Association.

The Registrar ordered for the rectification of the register by expunging the contested documents but made no order as to costs.

2.18 Emtithal Mirghani Idris Jabir *V.* Ahmed Mohamedali Abdelaziz and Another (Petition No. 07312 of 2025) [2025] UGRSB 39

Before: Daniel Nasasira - Assistant Registrar of Companies

Company Law – affairs of a company being run in an oppressive manner – Remedies for oppressive conduct – S.243 of the *Companies Act, Cap 106*

Brief Facts:

The Petitioner challenged the allotment and transfer of shares that admitted two financiers as shareholders after the company's incorporation. She asserted that she did not consent to the admission of the financiers as shareholders and contended that her signature was the documentation was forged.

The following issues were raised for determination;

1) Whether the impugned documents were validly passed?

2) Whether the conduct of the Respondents, in view of the acts complained of, constitutes oppression within the meaning of ***section 243*** of the ***Companies Act***, ***Cap 106***

3) What remedies are available to the parties?

Arguments:

The Petitioner asserted that she was excluded from decision-making in the company following a shareholder dispute in January 2025. She contended that her shares were altered and new shares were allocated to the Respondents without her knowledge, consent, or participation in any meetings. She denied signing or authorising any documents to effect the transfers to the Respondents. She also challenged the authenticity of the documents. She sought declarations from the Registrar that the Respondent's actions were oppressive to her and prayed for the rectification of the company register.

The Respondents denied any oppression and asserted that the contested admission of the shareholders and the allotment of shares were consensual and based on prior agreement among all shareholders, including the Petitioner. They argued that the Petitioner participated and signed the relevant documents but later denied. The Second Respondent initially supported this position but subsequently disassociated himself, citing a lack of consensus on his admission and requested for the cancellation of his shares, a reversion to the original shareholders and a refund of his contribution.

Determination:

The Registrar held that the contested documents were not validly executed due to the lack of board approval, written notice to the members and minutes of the meetings as required by the company's Articles and the ***Companies Act***. The Registrar also observed that the Respondents had not observed preemption rights, which rendered the special resolutions and transfer forms abnitio. The registrar also found that the petitioner's signature was merely copied onto the contested document.

The Registrar observed that whereas the conduct complained of was dishonest, it did not meet the sustained threshold of oppression as provided for under ***section 243*** of the ***Companies Act Cap 106*** and decided cases. The Registrar ordered for the expungement of the contested documents.

3 DECISIONS IN INSOLVENCY MATTERS

OVERVIEW

The Office of the Official Receiver, provides a comprehensive framework for the administration and regulation of insolvency matters in Uganda.

INSOLVENCY PROCESSES ADMINISTERED

Liquidation

Facilitates the realization and distribution of a company's assets among creditors, enabling an orderly wind-down of insolvent entities.

Administration

Focuses on rescuing viable businesses as going concerns, preserving employment and value where recovery remains possible.

Receivership

Enables secured creditors to recover debts through appointed receivers, protecting creditor interests under a supervised framework.

Bankruptcy

Provides a structured framework for individual debtors in financial distress, balancing rehabilitation with fair treatment of creditors.

DATA HIGHLIGHTS: INSOLVENCY PRACTITIONERS REGISTERED

56
Male Practitioners

24
Female Practitioners

80
Total Licensed Practitioners

3.1 Uganda Revenue Authority *V.* Crane Autos Limited (In-Liquidation), & Others (High Court Miscellaneous Cause No. 26 of 2024)

Before*: *Justice Stephen Mubiru

Corporate Insolvency – Lifting the corporate veil – Associated Companies – Tax evasion – Fraud – *Section 18* of the *Companies Act Cap. 106*, and *Section 108* of the *Insolvency Act, Cap. 108*.

Brief Facts:

The Applicant, Uganda Revenue Authority (URA), brought the application alleging that the Respondents were associated companies that, in substance, operated as a single entity under the same control and management. The Applicant asserted that the Respondents had common shareholders and directors, shared employees, operated from the same registered business premises, and used the same postal address. It was further alleged that the Respondents engaged in a tax evasion scheme through transactions designed to evade payment of taxes in Uganda, and further, to frustrate the collection of tax liabilities owed by the first Respondent. Accordingly, the Applicant prayed that the corporate veil of the Respondents be lifted to facilitate the completion of the dissolution of the first Respondent and that the assets of the second to fifth Respondents be pooled with those of the first Respondent to settle its outstanding tax liabilities. The Respondents denied the allegations, maintaining that there was no fraudulent intent or misconduct and that each company operated independently with distinct management and control.

Issues:

The issues for determination were;

1. Whether the Respondents operated as a single entity under common control and management, warranting the lifting of the corporate veil?
2. Whether the assets of the second to the fifth Respondent could be pooled with the assets of the first Respondent and applied to settle the outstanding tax liability of the first Respondent?

Arguments:

The Applicant contended that the Respondents were operating a carefully crafted tax evasion scheme and tax fraud against the Applicant, implemented over several years. It was argued that the Respondents operated as separate legal entities in form but as a single business in substance, sharing the same shareholders, directors, employees, and registered business premises. The Applicant invited the Court to lift the corporate veil and consolidate the assets of the Respondent companies for purposes of settling the outstanding tax liabilities of the first Respondent. Reliance was placed on ***Section 18*** (formerly ***Section 20***) of the ***Companies Act Cap. 106*** and ***Section 108*** of the ***Insolvency Act Cap. 108***, which empower the Court to pierce the corporate veil in cases involving fraud, tax evasion, and where it is equitable to do so.

It was the Respondents' case that there was no intention to defraud and no improper conduct. They asserted that none of the Respondents operated as one and the same with the first Respondent, nor did they share the same management or control. The Respondents contended that each company maintained distinct management structures, with different directors and shareholders. They further stated that none of them had ever engaged in any tax evasion scheme and that the second to fifth Respondents were not in any way responsible for the tax obligations of the first Respondent.

Determination:

The Court found that the first Respondent colluded with the rest of the Respondents in the implementation of an unlawful tax avoidance scheme. It was observed that the first to fifth Respondents were engaged in similar or related businesses, shared common shareholders, directors, and business addresses, and were, in substance, operated as one enterprise. Justice Mubiru, articulated that one of the mechanisms available to an applicant seeking to recover an outstanding tax debt of a corporation from its members is through the doctrine of lifting or piercing the corporate veil. He further explained that where impropriety is associated with the use of a corporate structure to avoid or conceal liability, such circumstances justify the lifting of the corporate veil.

In the instant case, the Court, in lifting the veil of the first Respondent (the insolvent company), relied on ***Section 20*** (now ***Section 18***) of the ***Companies Act Cap. 106***, which empowers the Court to disregard the separate legal personality of a company where there is evidence of tax evasion or fraud. In relation to the second to fifth Respondents, the Court invoked ***Section 108*** of the ***Insolvency Act Cap. 108***, which authorizes the lifting of the veil of 'associated companies' where it is equitable to do so. Consequently, since the Applicant sought to lift the veil of both the insolvent company and its associated entities, it was necessary for the Court to invoke both statutory provisions concurrently.

In determining whether it was just and equitable to lift the respective veils of the second to fifth Respondents, the Court considered the extent to which the directors, shareholders, or officers of the first Respondent exercised domination and control over the other Respondents; the extent to which the circumstances that gave rise to the liquidation of the first Respondent were due to the actions of the other Respondents; the degree to which the businesses of the associated companies were intertwined with those of the first Respondent; the potential impact of the order on the creditors of the second to fifth Respondents; and whether the corporations dealt with each other on an uncommercial basis, particularly in the period preceding the appointment of the liquidator.

Upon reviewing the evidence, the Judge found that the persons responsible for managing the Respondent companies viewed them as separate facets of one enterprise and managed them accordingly, handling situations as was most convenient at the time without regard to strict legal differentiation. The shareholders and directors of the first Respondent treated the second to fifth Respondents as integral parts of their core business rather than as independent investments. Accordingly, the Court held that this conduct warranted the lifting of the corporate veil under both the ***Companies Act*** and the ***Insolvency Act***.

Since the conditions for lifting the respective veils of incorporation of the Respondents were satisfied, and having established that the Respondents were, in substance, operating as one entity, the Court ordered that the Respondents, jointly and severally, together with their shareholders and directors, pay to the liquidator the total sum of the claims made in the liquidation. The costs of the application were awarded to the Applicant.

3.2 Stephen Opolot & Resolution Health East Africa Ltd (In Liquidation) *V.* the Official Receiver; High Court Miscellaneous Cause No. 225 of 2024

***Before:* Hon. Justice Simon Peter M. Kinobe**

Judicial Review – Insolvency – Liquidation – Powers of the Liquidator V. Powers of the Official Receiver – Rejection of Proofs of Debt– Scope of supervisory jurisdiction – Exhaustion of remedies – *Sections 9, 67, 84, 104, 121*, and 202–203 of the *Insolvency Act*; Insolvency *Regulations 2013* (Reg. 176); Insolvency (Investigation & Prosecution) *Regulations 2018*

Brief Facts:

Resolution Health East Africa Ltd resolved to wind up voluntarily in December 2018 and appointed the 1st Applicant as Liquidator. The Liquidator filed the Statement of Affairs and published the 2nd Applicant's Board and Special Resolutions in the Uganda Gazette as required. In the preliminary and interim reports (2019 and 2020), the Liquidator identified Kololo Hospital Kampala Ltd as a creditor but noted that the exact amount owed remained unresolved. Reconciliation efforts were attempted but no documentation substantiating the claim was ever produced, contrary to ***Section 9*** of the ***Insolvency Act***.

In November 2022, Kololo Hospital lodged a complaint with the Official Receiver, alleging by the 2nd Applicant refusal to pay. The Official Receiver initiated an investigation into the alleged manner in which the 1st Applicant was handling the winding up process of the 2nd Applicant and corresponded with the Liquidator. The Liquidator responded with records, explanations, and demonstrated that the creditor had failed to provide invoices or evidence required under the ***Insolvency Act*** and Regulations.

On 19th May 2023, Kololo Hospital filed a proof of debt, supported by the same documentation initially considered inadequate by the Liquidator in previous meetings between the parties. The Liquidator rejected the claim on 5th July 2023 on grounds that the creditor had not substantiated its claim beyond tabulating the amounts nor provided the corresponding invoices. He informed the creditor and the Official Receiver of the same.

The creditor then sought redress from the Official receiver who convened a meeting between the parties. The Liquidator was guided to seek further documents from the 2nd Applicant's parent company supporting the creditor's claim. The parent company proceeded to write to the Respondent, detailing which claims by the creditor it settled in full, and those that were outstanding. It also pointed out which of the claims were unsupported by the respective invoices, and thus ineligible for payment.

The 1st Applicant then wrote to the Chief Executive Officer of the Insurance Regulatory Authority of Uganda requesting the Authority to arbitrate the dispute between the Applicant and Kololo Hospital Kampala Ltd.

On August 15, 2024, the Respondent issued a letter to the 1st applicant withholding acceptance of the Final Report from the Liquidator until the unresolved claim was "conclusively determined."

The Applicants filed for judicial review, arguing that the Official Receiver was acting ultra vires, irrationally, and with procedural impropriety.

The Official Receiver opposed the application, arguing that the Applicants had not exhausted internal remedies, which investigations were within her mandate as overseer of the Insolvency process, and that accepting a final report to conclude the liquidation process while a claim was pending would prejudice the creditor.

Issues:

The following issues were raised for Court's determination:

1. Whether the application is amenable to judicial review?
2. Whether the Applicants are entitled to the remedies sought?

Arguments:

The Applicants contended that the Official Receiver acted illegally by halting the liquidation process despite the Liquidator having complied with all statutory requirements. Under ***Section 9*** of the ***Insolvency Act Cap. 108*** and ***Regulation 176*** of the Insolvency ***Regulations 2013***, the Liquidator exclusively holds the authority to admit or reject proofs of debts. The Official Receiver has no jurisdiction to overturn such decisions or insist on payment of unsubstantiated claims.

The Applicants argued that their attempts at arbitration, statutory filings, and request for mediation through the Insurance Regulatory Authority showed good faith. The Official Receiver's insistence on resolving the claim—despite the absence of evidence—constituted irrationality, procedural impropriety, and unfair administrative treatment under ***Article 42*** of the Constitution.

The Official Receiver argued that judicial review was inappropriate because the Applicants had not exhausted alternative remedies, and that no final administrative decision had been made. She asserted that as regulator of insolvency practitioners, she was empowered to issue directives and conduct investigations under the ***Insolvency Act*** and Regulations.

She further argued that accepting a Final Report where a creditor's claim remained unresolved would prejudice the creditor's rights and undermine the insolvency framework. It was contended that the guidance given was reasonable, proportional, and aimed at ensuring compliance.

Determination:

The Court held that the Official Receiver is a public body exercising administrative powers and therefore subject to judicial review under ***Article 42*** of the Constitution of the Republic of Uganda 1995 and the Judicature (Judicial Review) Rules.

The Court found that the Applicants had exhausted all available remedies including holding several meetings with the Respondent that yielded no result, attempts at mediation, and multiple engagements with the Official Receiver. It was concluded that application was amenable for judicial review

The Court applied the principles from Twinomuhanji Pastoli v Kabale District Local Government Council & Others [2008] 2 EA 300, and held that the Official Receiver acted ultra vires. Under ***Regulation 176***, of the Insolvency ***Regulations 2013***, only the Liquidator may admit or reject claims. A creditor dissatisfied with rejection must apply to court within 14 days. The Official Receiver therefore acted without jurisdiction by insisting that the Liquidator reconsiders the rejected claim and halting liquidation. Refusal to receive the Final Report because of a rejected claim lacked any legal basis.

The Court further observed that the Official Receiver overstepped procedural boundaries by interfering in the Liquidator's statutory autonomy. While the Official Receiver may investigate, such investigations must remain within legal limits and must not substitute the statutory process for resolving creditor disputes.

The Court allowed the application with costs and issued an order of certiorari quashing the Official Receiver's decision halting or delaying the liquidation process. The Court also issued an order of mandamus directing the Official Receiver to immediately complete the liquidation of the 2nd Applicant in accordance with the law. Prohibition restraining the Official Receiver, officers, or agents from acting ultra vires or interfering unlawfully in the liquidation process. The Court however, declined to award damages on the basis that judicial review is not primarily a vehicle for awarding damages.

3.3 The Microfinance Support Centre Ltd *V.* Kurbstone Investments (U) Limited, Ali Reza Shiraz Waiji, Registrar Of Companies And Official Receiver (Misc. Application No. 2153 Of 2025 (Arising Out Of Civil Suit No. 0388 Of 2024))

Before*: *Hon. Lady Justice Susan Odongo

***Civil Procedure*—review and setting aside of court orders—referral to arbitration—effect of dissolution of a company on arbitration agreements— restitution of a dissolved company—principles governing review under Order 46 CPR and constructive notice in insolvency proceedings. *Sections 82 & 98* of the *Civil Procedure Act*, *Cap. 282*; *section 20* of the *Companies Act*, *Cap. 106*; Order 52 rules 1 & 2 of the *Civil Procedure Rules* S.I 71-1.**

Brief Facts

This application was brought under ***Sections 82 and 98*** of the ***Civil Procedure Act***, ***section 20*** of the ***Companies Act***, and Order 52 rules 1 and 2 of the ***Civil Procedure Rules***, seeking to set aside a court order referring the parties to arbitration, to restore Kurbstone Investments (U) Ltd to the Register of Companies, and for costs.

The applicant, Microfinance Support Centre Ltd, entered into a tenancy agreement dated 24th July 2023 with the 1st respondent for commercial premises at Kisementi, Kampala, and paid USD 24,240 as rent and security deposit. A dispute subsequently arose, prompting the applicant to file Civil Suit *No. 0388* of 2024 on 4th April 2024. The 1st respondent objected to the court's jurisdiction on the basis of an arbitration clause, and on 5th June 2025, the court stayed the proceedings and referred the matter to arbitration.

Upon attempting to commence arbitration, the applicant discovered that the 1st respondent had been dissolved on 27th May 2024 following voluntary winding up. The applicant contended that this material fact had not been disclosed to either it or the court and argued that the dissolution rendered the arbitration agreement inoperative and incapable of performance. It therefore sought to set aside the referral order and reinstate the company to enable adjudication of the dispute.

The respondents opposed the application, maintaining that the dissolution was lawfully conducted and duly advertised in the Gazette and newspapers, thereby giving constructive notice to the applicant. They further contended that the application did not meet the threshold for review and that there was no legal basis for reinstating a company dissolved through liquidation.

Issues

1. Whether the application raised grounds for review of the order dated 5th June 2025.
2. Whether there were sufficient grounds to set aside the order referring the matter to arbitration.
3. Whether the 1st respondent should be reinstated to the Register of Companies.

Arguments

Counsel for the applicant argued that the referral order was made in ignorance of a material fact, namely the prior dissolution of the 1st respondent. It was submitted that the dissolution rendered the arbitration agreement inoperative and incapable of performance, and that the non-disclosure of this fact misled the court. Counsel further contended that the certificate of dissolution constituted new and important evidence justifying review under Order 46, and urged the court to exercise its inherent powers to set aside the order and reinstate the company.

Counsel for the respondents opposed the application, arguing that the dissolution was lawfully undertaken and publicly advertised, thereby imputing constructive notice to the applicant. It was submitted that the applicant had failed to meet the strict requirements for review under the ***Civil Procedure Rules*** and that there is no statutory basis for restoring a company dissolved following liquidation, except in exceptional circumstances grounded in public interest, which were not present. The application was therefore said to be misconceived and devoid of merit.

Determination

On the first issue of whether the application raised grounds for review of the order dated 5th June 2025, the Court ruled that under ***Section 82*** of the ***Civil Procedure Act***, an aggrieved person may apply for review of a decree or order. Relying on *Mohamed Alibhai v E.E. Bukenya Mukasa* SCCA No. 56 of 1996, the Court reiterated that an aggrieved person is one who has suffered a legal grievance. This position was supported by *In Re: Nakivubo Chemists (U) Ltd* HCB 12, *Yusufu v Nokrach* (1971) EA 104, and *Ladak Abdallah Mohammed Hussein v Isingoma Kakiiza* SCCA No. 8 of 1995. The Court further held that under Order 46 rule 1(1), review lies on grounds of discovery of new and important evidence, error apparent on the face of the record, or any other sufficient reason, and that these grounds must be strictly proved, as affirmed in *Mohamed Alibhai v E.E. Bukenya Mukasa* (supra).

The Court found that the applicant relied on the discovery of new evidence, namely the dissolution of the 1st respondent. However, under Order 46 rule 3(2), the applicant was required to prove that the evidence could not have been discovered with due diligence. The Court held that the dissolution followed a voluntary liquidation conducted in accordance with the ***Insolvency Act***, which requires publication in the Gazette and newspapers. Under ***Sections 59(1) and 91(1)*** of the ***Insolvency Act***, such publication gives rise to constructive notice. Citing Black's Law Dictionary (8th ed. 2004), the Court held that constructive notice is imputed by law and cannot be avoided by claiming lack of actual knowledge.

Accordingly, the Court ruled that the applicant had failed to demonstrate that it could not, with due diligence, have discovered the dissolution. The Certificate of Dissolution did not therefore constitute "new and important matter," and the application for review failed.

On whether there were sufficient grounds to set aside the order referring the matter to arbitration. The Court ruled that under ***Section 98*** of the ***Civil Procedure Act***, it retains inherent powers to make orders necessary for the ends of justice, while ***Section 37*** of the ***Judicature Act*** empowers it to grant appropriate remedies to ensure complete determination of disputes. The Court found that it was not disputed that the 1st respondent had been dissolved on 27th May 2024, prior to the referral order of 5th June 2025, and that this fact had not been disclosed to the court.

The Court reiterated that under ***Sections 5(1)***(a) and 9 of the Arbitration and Conciliation Act, a matter must be referred to arbitration unless the agreement is null, void, inoperative, or incapable of performance. While the existence of the arbitration agreement was not contested, its operability was. The Court held that dissolution extinguished the legal personality of the 1st respondent, rendering it incapable of participating in arbitration, and thus the arbitration agreement became inoperative and incapable of performance. Relying on Mitchell v News Group Newspapers Ltd *[2013] EWCA* Civ 1537, the Court held that sufficient cause must be assessed practically and fairly. It found that enforcing the referral order would compel the parties to engage in a legally impossible process. Accordingly, the Court ruled that sufficient cause had been established and set aside the order referring the matter to arbitration.

Court, while determining whether the 1st respondent should be reinstated to the Register of Companies, found that upon dissolution, a company ceases to exist and cannot sue or be sued, as held in Niwamanya v Happy & 4 Others *[2024] UGC*ommC 110 and Uganda Revenue Authority v Crane Autos Ltd (In Liquidation)*[2024] UGC*ommC 197. The Court further held that Ugandan law does not provide for restoration of a company dissolved through liquidation, although restoration is possible where a company has been struck off. Judicial restoration is only available in exceptional circumstances grounded in compelling public interest, as stated in Uganda Revenue Authority v Crane Autos Ltd (supra). Referring to *Black's Law Dictionary* (8th ed. 2004), the Court noted that public interest concerns the general welfare of the public. On the facts, the dispute was purely private and commercial, and no exceptional circumstances or public interest had been demonstrated.

Accordingly, the Court declined to reinstate the 1st respondent and held that the application partially succeeded . Court ordered that the order dated 5th June 2025 referring the parties to arbitration be set aside; High Court Civil Suit *No. 0388* of 2024 be reinstated for hearing; and there be no order as to costs.

4 DECISIONS OF COURT IN SECURITY INTERESTS IN MOVABLE PROPERTY MATTERS

OVERVIEW

The Security Interest in Movable Property Registry System (SIMPO) is an electronic registry established under the Security Interest in Movable Property Act, ***Cap. 293*** to facilitate the registration of security interests in movable property. Administered by URSB, it serves as a central platform for creditors to register their interests in movable property, transforming the landscape of secured lending in Uganda.

BENEFITS OF SIMPO

Lender Confidence

A transparent, electronic register of security interests strengthens the confidence of lenders, making credit more accessible to borrowers who hold movable assets.

Reduced Double Pledging

By providing a single, publicly searchable record of registered interests, SIMPO eliminates the risk of the same asset being pledged to multiple lenders simultaneously.

Priority Among Claims

SIMPO ensures clarity in determining priority among competing creditor claims, providing a rules-based, predictable framework for secured transactions in Uganda.

75,000+

Borrowers Across Uganda Have Perfected Security Interests Through SIMPO

Since rollout in September 2019

4.1 Pride Bank Limited *V.* Natumanya Edmund & Attorney General Misc. Cause. No.111 of 2024.

***Before**: Justice Patience T.E. Rubagumya*

Security interest in movable property – enforcement of security interest – priority for perfected security interests - *Section 43* of the Security Interest in Movable Property Act (SIMPA) *Cap. 293*

Brief Facts:

The Applicant, Pride Bank Limited extended a loan facility of Ugx. 120,000,000/= to the 1st Respondent, Natumanya Edmund. The loan was secured by among others, a dump truck motor vehicle, registration number UBH 894J, and was payable within twenty-four months in monthly installments of UGX 6,354,167 (six million three hundred fifty thousand one hundred sixty-seven shillings). The Applicant lodged a caveat to protect its interest.

The 1st Respondent defaulted on repayment of the full amount with an outstanding balance of Ugx. 106,688,509.33/=. The Applicant established that the motor vehicle was impounded and being held at Kajjansi Police Station. The Applicant filed the application seeking an order to release the motor vehicle to enable them recover the outstanding sum of Ugx. 106,688,509.33/= through sale of the same. The Respondents were duly served, but neither filed an affidavit in reply.

Issues:

The issue raised by Court for determination was;

1. Whether the Applicant has raised any grounds to warrant the grant of an order for the release of the impounded motor vehicle registration number UBH 894J?

Arguments:

The Applicant argued that they had a clear legal right to the relief sought in accordance with ***Section 43*** of the Security Interest in Movable Property Act ***Cap. 293***, which provides that where a debtor defaults on the obligation to pay, the security interest becomes enforceable and the creditor may, under ***Section 45***(2(b) of Security Interest in Movable Property Act ***Cap. 293***, enforce the security interest by any right provided under the security agreement. The Applicant further argued that as a secured creditor, it's entitled to proceed with the sale of security without judicial process as per ***Section 45(4)*** of the Security Interest in Movable Property Act ***Cap. 293***.

The learned Justice further quoted ***Section 47(1)*** Security Interest in Movable Property Act, ***Cap. 293*** which states;

"Save as provided for under ***Section 45***, where a debtor is in default, a secured creditor may sell any or all of the collateral in its condition or following any commercially reasonable preparation or processing."

The Court pronounced that the Applicant had perfected its security interest in the motor vehicle through the Registration of their interest in the same through SIMPO. A caveat was subsequently lodged on the suit vehicle following registration of the security interest.

The Court held that this scenario was one where the inherent powers of the court under ***Section 37*** of the ***Judicature Act***, ***Cap. 16***, and ***Section 98*** of the ***Civil Procedure Act***, ***Cap. 298***, could be invoked, owing to the fact that the second respondent did not oppose the application and the Applicant had led evidence to show its inability to exercise its legal right over the motor vehicle to recover the outstanding sum.

The Application was granted with orders that the Motor vehicle be released and handed over to the Applicant or its agent(s) for disposal to enable the Applicant can recover the outstanding loan amount in accordance with the loan Agreement and the Security Agreement.

4.2 Kato Alex *V.* Johnny Wycliffe Matsiko & 2 Ors Civil Suit No. 514 of 2021.

Before*: *Justice Patience T.E. Rubagumya

Security interest in movable property – breach of contract – signing a transfer for the grant of security interest - *Section 3(6)* of the Security Interest in Movable Property Act (SIMPA) *Cap. 293*

Brief Facts:

The 2nd Defendant, Goldmine Finance Limited, advanced a loan of Ugx. 14,000,000/= to the 1st Defendant, Johnny Wycliffe Matsiko, payable in four months at an interest rate of 5% per month. The Plaintiff, Kato Alex, guaranteed the loan and pledged his motor vehicle Toyota Hilux Pickup of registration number UAZ 087E as security. On the 12th day of June 2020, an addendum was made to the loan agreement extending the repayment period to 24 March 2021. The Plaintiff paid Ugx. 7,500,000/= as repayment of the loan, but later discovered that the 2nd Defendant had transferred the motor vehicle into its name and sold it to a third party. The Plaintiff claimed that the sale was illegal and instituted the suit for breach of contract.

The 2nd Defendant contended that the Plaintiff voluntarily handed over the motor vehicle as security of the loan, and the transfer was done with his consent. Further that the sale was lawful since the Plaintiff had defaulted on his obligations as a guarantor.

Issues:

The following issues were raised for court's determination;

1. Whether the 1st Defendant is liable for breach of contract?
2. Whether the sale by the 2nd Defendant of motor vehicle Reg. No. UAZ 087E was in breach of contract, fraudulent and illegal?
3. Whether there are any proceeds from the sale of the motor vehicle Reg. No UAZ 087E to be paid by the 2nd Defendant to the Plaintiff?
4. Whether the Sale of motor vehicle Reg. No UAZ 087E imputes liability in negligence on the 3rd Defendant?
5. What are the remedies available to the parties?

Arguments:

The Applicant argued that he pledged his motor vehicle simply as security for the loan and not a transfer, and relied on ***Section 4(5)*** (now 3(5) of the Security Interest in Movable Property Act ***Cap. 293***. Further that, the sale was contrary to ***Section 3(6)*** of the Security Interest in Movable Property Act which provides that where a Grantor signs a transfer as a condition for a grant of a security interest under the Act, the transfer shall be void. The Applicant also challenged the sale on grounds that it was not by public auction contrary to ***Section 47(2)*** of the Security Interest in Movable Property Act ***Cap. 293***.

The 2nd Respondent argued that that the Plaintiff had willingly participated in the sale. Further that the sale was advertised and the motor vehicle was sold to the highest bidder.

Determination:

In determining the application, the Court cited ***Section 3(5)*** of the Security Interest in Movable Property Act, ***Cap. 293*** and noted that under Clause 1 of the loan agreement, the motor vehicle was intended by the parties as security for the loan extended to the 1st Defendant.

The Court further cited ***Section 3(6)*** of the same Act that provides that where a grantor signs a transfer as a condition for a grant of a security interest, such transfer shall be void. The court found that the transfer of the suit motor vehicle to the 2nd Defendant's name was illegal and stripped the Plaintiff of an opportunity to redeem the same yet the security ought to be redeemable.

The right to indemnity of the plaintiff was underpinned by the Court. Under ***Section 84*** of the Contracts Act, it is stated that;

1. "In every contract of guarantee, there is an implied promise by a principal debtor to indemnify a guarantor.
2. A guarantor is entitled to recover from a principal debtor any sum the guarantor rightfully paid under the guarantee on the contract."

The Court held that no evidence was adduced to prove that the 1st Defendant had indemnified the Plaintiff for the sale of his motor vehicle by the 2nd Defendant to clear his debt and therefore such failure would amount to breach of contract.

In the instant case, given that the 1st and 2nd Defendants breached the contracts and the Plaintiff was deprived of his motor vehicle as a result of the failure of the 1st Defendant's to clear his loan and thus was inconvenienced. Court granted the Plaintiff General damages of Eight Million Shillings Only (8,000,000/=) and the Plaintiff was also entitled to be indemnified by the 1st Defendant for the amount of Four Million Five Hundred Thousand Shillings (4,500,000/=). The Plaintiff was also awarded exemplary/punitive damages of five million shillings (5,000,000/=).

5 DECISIONS OF COURT IN CIVIL AND COMMERCIAL LITIGATION MATTERS

OVERVIEW

The Department of Legal Services / Office of the Secretary to the Board serves as URSB's in-house legal arm, representing the Bureau before courts of law across Uganda.

SCOPE OF JUDICIAL OVERSIGHT

Courts Covered

The decisions in this section span matters before the High Court (Civil Division and Commercial Court) and the Court of Appeal, demonstrating how judicial oversight and the Registrar's institutional role interlock to protect investors and uphold the integrity of the register.

Core Purpose

Courts of law provide vital oversight over the Registrar’s role. Where decisions are ultra vires, irrational, or procedurally improper, judicial review ensures accountability — strengthening institutional credibility and public trust in Uganda’s business registration system.

ECONOMIC IMPACT: FY2024/2025

10 Cases

Determined in Favor of the Bureau saving Government approximately Ugx. 1,100,000,000=

06 Cases

Were setted amicably promoting the use of Alternative Dispute Resolution (ADR) mechanisms.

5.1 Mayambala Michael *V.* Uganda Registration Services Bureau (Miscellaneous Cause No. 002 of 2022)

Before*: *Hon. Justice Boniface Wamala

Company law – Transfer of shares – whether a special resolution is required before registering a share transfer – *Section 13(2)* and *regulation 3* of part II of table A of the *Companies Act Cap. 106*.

Judicial review – Whether it is legal to require a share transfer to be effected through a special resolution instead of a Board resolution?

Brief Facts:

The Applicant, having been interested in becoming a shareholder in M/s Equatorial Sun Hemp Ltd, approached one member of a company who held 40 unpaid up shares, a one Dr. Oshaba Francis who agreed to have his shares transferred to the Applicant. Subsequently, a board resolution by the said company was passed, approving the Applicant to become a shareholder and the same was filed with the Respondent for registration. The Respondent rejected the board resolution demanding for a special resolution of shareholders approving the share transfer.

Issues

The issues raised for determination were;

1. Whether the alleged decision or action of the Respondent was illegal, irrational and/or procedurally improper?
2. What remedies are available to the parties?

Arguments:

The Applicant's argument was that; the ***Companies Act*** under Table A of the said Act vests the power to approve share transfers unto the Board of Directors and that the Respondent's insistence on the special resolution ignored the applicable law thereby committing an error actionable in judicial review.

The Respondent contended that its work is guided purely by the ***Companies Act*** and the attendant regulations and that the Company Secretary was guided by the Respondent on the right procedure for effecting transfer of shares and the resolution together with a share transfer of 40 shares from Dr. Oshaba Francis to the Applicant were registered. The Respondent therefore argued that the application was overtaken by events.

Determination:

After evaluating the evidence on record and the law, the Judge determined that as per ***Section 13(2)*** of the ***Companies Act Cap. 106*** and ***Regulation 3*** of Table A Part I and 26 of Table Part II of the ***Companies Act***, the power to allow or disallow transfer of shares and to cause registration thereof lies with the directors and that the proposition by the Respondent that it could be vested with the shareholders is not borne out from the available legal provisions and therefore legally incorrect.

The Court accordingly held that the Respondent acted ultravires and allowed the application with costs.

5.2 John Mayombo *V.* Prinsloo Thomas Kiminta, URSB & 2 Ors Civil Suit No 0018 OF 2013.

Before: Justice Vincent Wagona

Company registration – Transfer and transmission of Shares – Registrar's duty of care – *Sections 81 & 258* of the *Companies Act. Regulation 15*) Companies (Powers of the Registrar) *Regulations 2016*

Brief Facts:

The Plaintiff brought the suit against the Defendants as the sole heir and beneficiary to the estate of the late Charles John Lockhart- Smith. The Plaintiff claimed that the late Charles John Lockhart-Smith held 35,000,000 ordinary shares in Kijura Tea Company Ltd (3rd Defendant/the Company) which was 5% of the stake in the company. The Plaintiff alleged that the late J. C Palgrave Simpson had fraudulently transferred those shares to his estate which transfer forms were registered by the Registration officer of the 4th Defendant (URSB) negligently, ten months following the death of the late Charles John Lockhart Smith.

The 2nd Defendant (Steven Leonard Williams), administrator of the estate of the late Palgrave Simpson rebuffed the assertions and stated that there was a loan arrangement between the late Charles and a third party, and when he failed to repay the loan, the late Charles John Lockhart-Smith pledged his shares in the Company to Palgrave Simpson as payment for the loan.

The 4th Defendant argued that it was just a nominal party and was simply executing its mandate of registration of documents under the law and further that it was not privy to internal operations of the 3rd Defendant Company.

Issues:

The issues raised for court's determination were;

1. Whether the late Charles John Lockhart-Smith held shares in the 3rd Defendant Company and if so, how many?
2. Whether the late John Charles Palgrave Simpson fraudulently transferred or permitted the transfer of those shares to himself, for which the 1st and 2nd Defendants are liable?
3. Whether the 3rd Defendant Company acted recklessly or fraudulently in permitting the transfer of Lockhart-Smith's shares to Palgrave Simpson and subsequently to others?
4. Whether the 4th Defendant acted recklessly and/or negligently in registering the transfer of the late Charles John Lockhart-Smith's shares to the late John Charles Palgrave Simpson and then to others?
5. What remedies are available to the parties?

Arguments:

The Plaintiff submitted that it indisputably proved that the late Charles John Lockhart-Smith was a shareholder in Kijura Tea Company Limited and relied on a share certificate No. 10 and ***Section 90*** of the ***Companies Act Cap 106*** which provides that a certificate under the common seal is prima facie evidence of title to shares. The Plaintiff further argued that following the death of Charles John Lockhart-Smith, his shares became part of his estate and the subsequent transfer for the same based on a transfer form executed nearly ten months after his death was fraudulent and illegal. Counsel for the Plaintiff relied on ***Sections 91*** (2) and 83(1) of the ***Companies Act Cap. 106*** which define a valid transfer and prohibit registering a transfer unless a proper instrument of transfer has been delivered. Further, the Plaintiff submitted that the 4th Defendant, URSB, has a fundamental duty to the public to protect against fraudulent dealings regarding registration, and the failure by the 4th Defendant to reject the registration of the transfer form with glaring irregularities on its face constituted a breach of this duty amounting to gross negligence and recklessness.

The 4th Defendant argued that its duty is strictly confined to ensuring that documents comply with the law at the time of registration, a duty enshrined in ***Regulation 15*** of the Companies (Powers of the Registrar) ***Regulations 2016***. Further relying on ***Regulation 19*** of the Companies (Powers of the Registrar) ***Regulations 2016*** that the registration or refusal of a document does not affect its validity nor create a presumption of correctness of the information therein.

Determination:

The learned Justice relying on ***Section 81*** of the ***Companies Act***, ***Cap 106*** which provides that "the shares or other interest of any member in a company shall be movable property transferable in the manner provided by the articles of the company", and as per the evidence of a share certificate, the company's annual returns of the company from the years 1999-2002, the late Charles Smith was a shareholder holding 35,000,000 ordinary shares.

In resolution of the third and fourth issues, Justice Wagona distinguished between a transfer of shares and transmission of shares, and stated that the former involves a voluntary act whereby a shareholder alienates their interest to another through a sale or a gift while a transmission is an automatic process occurring by operation of law upon death or bankruptcy of the shareholder. The Court noted that ***Section 81*** of the ***Companies Act Cap. 106*** requires that a voluntary transfer of shares be done in accordance with Articles of Association reiterating the position laid down by Justice Madrama in Barry Mpeirwe V.. Alsaco International Ltd HCCS No. 440 of 2014. ***Article 18*** of the 3rd Defendants Articles of Association provided that a transfer must be signed by both the transferor and the transferee. On examination of the transfer form, the Court concluded that it had been forged given that it was signed ten months after the death of Charles John Lockhart Smith.

The Court in threading its reasoning for the fourth issue pronounced that under ***Section 258*** of the ***companies Act Cap. 106***, the Registrar of companies is supposed to carry out duties that ensure compliance with the Act. The learned Justice noted that in executing the registration mandate, the 4th Defendant had to exercise a duty of care. The Judge referred to ***Regulation 15***(b) of the Companies (Powers of the Registrar) ***Regulations 2016*** which requires verification of documents and ***Regulation 15***(c) of the same Regulations where the Registrar can request for further information.

The learned Justice ruled that the Registrar did not exercise the required diligence, because if he had done so he would have noticed that the typed signature of the late Charles Smith on the transfer form did not correspond with that on the record of the 4th Defendant. The failure of the Registrar to require further information was viewed more than a mere oversight but a breach of the duty to protect the integrity of the register thereby occasioning loss to the estate of the late Charles Smith. The 4th Defendant was found to have acted recklessly.

The Court declared that the transfer of 35,000,000 shares from the estate of the late Charles Lockhart Smith to that of the late Palgrave Simpson was fraudulent, illegal and void ab initio.

Consequently, the Court ordered the 4th Defendant to cancel the fraudulent transfer and rectify the register to reflect the estate of the late Charles Smith as the lawful owner within 30 days from the date of the judgement.

5.3 Vantage Mezzanine Fund II Partnership *V.* Uganda Registration Services Bureau and 4 Others (Civil Appeal No. 263 of 2022)

***Before**: Egonda-Ntende, EK Luswata & Nambayo, JJA*

Partnership law – foreign partnerships – whether unregistered foreign partnership can sue in Uganda — *Section 4* of the Partnership Act, *Section 2* of the *Business Names Registration Act*, and Order 30 of the *Civil Procedure Rules* (CPR).

Judicial review - joinder of private parties in judicial review proceedings - Order 1 rule 10(2) of the *Civil Procedure Rules* and Rules 3, 6 and 7 of the Judicature (Judicial Review) Rules, 2009 as amended.

Brief Facts:

In 2014, the Appellant, a South African partnership, entered into a Mezzanine Term Facility Agreement (MTF Agreement) with Simba Properties Investment Co. Limited, Simba Telecom Limited, Linda Properties Limited and Elgon Terrace Hotel Limited, the 2nd to 5th Respondents respectively. By the said agreement, funds were availed to the 2nd Respondent and charges were created on shares in the 3rd, 4th and 5th Respondents and the 2nd to 5th Respondents accordingly signed share transfer documents in favor of the Appellant. The Appellant alleged that upon default by the 2nd to 5th Respondents, on 18th June, 2021, it filed documents with the 1st Respondent, to effect transfer shares as per the MTF Agreement.

Before the documents could be registered, the 2nd to 5th Respondents complained to the 1st Respondent and argued that there existed a dispute between them and the Appellant and that all matters arising out of the MTF Agreement are subject of arbitration proceedings in accordance with the said agreement. After hearing both parties, the 1st Respondent declined to register the share transfer documents and advised the parties to first pursue the arbitration proceedings. Aggrieved by the decision of the 1st Respondent, the Appellant filed a judicial review application vide High Court Miscellaneous Cause No. 205 of 2021 which was dismissed on ground that the Appellant had no locus standi/capacity to sue due to its non-registration in Uganda, hence the appeal.

Issues:

The major grounds of the appeal were;

1. Whether the trial Judge erred in holding that the Appellant, a foreign partnership not registered in Uganda, had no capacity/locus standi to institute Miscellaneous Cause No. 205 of 2021?
2. Whether the joinder of the private parties (2nd - 5th Respondents), to judicial review proceedings was proper?

Arguments:

On ground 1, the Appellant contended that a partnership's capacity to sue arises under Order 30 Rules 1&10 of the ***Civil Procedure Rules***, not from the Partnerships Act or ***Business Names Registration Act*** and that foreign partnerships carrying on business outside Uganda are not required to register in Uganda. Further, that lending money to Ugandan entities does not amount to "carrying on business in Uganda" under the law.

For the Respondents, it was argued that, under Order 30 rule 1 of the ***Civil Procedure Rules***, a firm only has capacity to sue in Uganda if that firm carries on business in Uganda and that under ***Section 4(1)*** of the Partnerships Act ***Cap. 110***, a firm carrying on business in Uganda under the name other than the surnames of the partners, must register its name under the ***Business Names Registration Act***.

On issue 2, the Appellant's argument was that the 1st Respondent is a public body and can be sued under judicial review. That the 2nd to 5th Respondents are not public bodies and as such, they do not fall within the ambit of judicial review and, that the trial Judge erred in law and fact when he joined the 2nd to 5th Respondents as parties to Miscellaneous Cause No. 205 0f 2021. For the Respondents, it was argued that the 2nd to 5th Respondents were directly affected by the application within the meaning of Rule 6(2) of the Judicature (Judicial Review) Rules and in addition, they were necessary and interested parties more so having participated in the hearing inter parties before the 1st Respondent.

Determination:

Upon hearing the parties, the Court of Appeal determined that a foreign lender who advances a loan facility to a local company or any local person without establishing himself/herself on the ground in Uganda, cannot be said to have established a place of business and that the mere act of lending money without a physical address in Uganda does not create an obligation for the Appellant as a foreign lender to register under the Partnership Act and/or the ***Business Names Registration Act***. Court therefore held that the Appellant had locus/capacity to commence Miscellaneous Cause No. 205 of 2021.

On ground 2, Court found that the 1st Respondent is a public office and the Appellant was challenging its decision and actions. Further, that the 2nd to 5th Respondents are not public bodies within the meaning of the Judicature (Judicial Review) Rules, and they also had nothing to do with the actions that the Appellant was challenging. It was therefore held that the learned trial Judge erred in law and in fact when he allowed the 2nd to 5th Respondents (private entities) to join proceedings in public law intended to compel a public body to perform its public duty.

The appeal was accordingly allowed and the ruling and orders of the trial Judge were set aside.

5.4 Panakat Mohammad Ashraf *V.* Attorney General and Ors (Misc Application No. 0121 of 2013) (Arising from HCCS No. 583 of 2005)

Before*: *Justice Stephen Musota

Execution of a judgment decree against Government-issuance of a Certificate of Order and writ of mandamus-*Section 19* of the Government Proceedings Act *Cap 287*

Brief Facts:

The Applicant obtained judgment in HCCS No. 583 of 2005, together with a decree, a Certificate of Order against Government, and a taxation certificate awarding USD 25,623.40 plus UGX 9,733,600. The Applicant had been the successful litigant in the suit against Uganda Airlines Holding (in liquidation).

After repeated demands for payment were ignored, he sought judicial review through mandamus to compel settlement of the award.

Issues:

The following issues were raised for Court's determination:

1. Whether the Applicant had a clear legal right to payment under the decree?
2. Whether the Respondents had a statutory duty to pay?

3. Whether a writ of mandamus was the appropriate remedy in the circumstances?

Arguments:

It was the Applicant's submission that although the process for the recovery of the Judgement debt had been followed, no payment had yet been made, and the Respondents did not deny the indebtedness. The Applicant added that this had subjected him to great stress and costs, noting that the Respondents had admitted owing him and had promised to pay. He further observed that four years had passed since the decree was issued and warned that if the Respondents' excuses were accepted, payment might be delayed for another decade, yet he was elderly and entitled to enjoy the fruits of his judgment.

The Respondents argued, however, that payment could only be effected once Government allocated funds, relying on the Official Receiver's report which indicated that Uganda Airlines was overdrawn and engaged in negotiations with the Privatization Unit. They contended further that since mandamus is a discretionary remedy, the court should decline to grant it, as the money would be paid once funds became available.

Determination;

Court having heard from both sides, found that the applicant possessed a clear legal right to payment under the decree, while the Respondents were under a corresponding legal duty to satisfy it; however, repeated demands for payment were ignored, which amounted to an unequivocal refusal to pay, and no evidence was adduced to support the Respondents' claims of overdrawn accounts or intended payment plans, leaving the applicant with no alternative remedy other than seeking an order of mandamus.

The application was allowed with costs, and the court issued an order of mandamus directing the Respondents to pay the decretal sum together with the taxed costs, with costs awarded to the applicant.

5.5 Seventh day Adventist Association of Uganda Limited *V.* Registrar General. Company Cause No. 0016 of 2024

***Before*: Hon. Lady Justice Susan Abinyo**

Company law – admission of new members into a company–*Section 45* of the *Companies Act Cap. 106*.

Company law-Power of court to order a meeting of a company-*Section 138* of the *Companies Act*.

Company law- Registrar's remedial powers- *Regulations 3, 8, 9 and 26* of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.

Brief Facts:

Seventh-Day Adventist Association Uganda Limited, was incorporated on 20th August 1971 with nine (9) founding members/subscribers. It was alleged that these original subscribers had not held a single general meeting for over 20 years, their whereabouts were unknown, and they were presumed dead, with one in critical condition. Consequently, the company's operations were hampered. The Applicant sought court orders to rectify the register and remove the original nine subscribers and admit new members into the company.

The Respondent argued that changes in membership and management must follow the procedures prescribed by the ***Companies Act*** and the company's Articles of Association. The Respondent contended that the Registrar could not effect such changes without resolutions from a properly convened company meeting and the filing of the requisite statutory forms, maintaining that court has power to direct the company to hold a meeting and file resolutions and required forms.

Issues:

The following issues were raised for determination

1. Whether the new members can be admitted into the Company?
2. Whether the current subscribers can be removed from the Company record?

Arguments:

Counsel for the Applicant submitted that ***Article 6*** of the Articles of Association provided that the Board of Directors may vote to suspend the membership in a general meeting if their interests are considered detrimental to the company therefore, the nine (9) current subscribers of the Applicant company never conducted any company business for over 20 years and that the Respondent be directed to strike out the said members to enable the smooth running of the company.

Counsel further submitted that the Board of Directors namely; Kiggundu Frank Eric Lule and Israel Kafeero be admitted by the Respondent as the company members and be directed to convene a special meeting for them to admit other Executive Committee Members.

Counsel for the Respondent argued that to be admitted into the company, the legal requirements as well as the company constitution have to be complied with. That the business of a company including making decisions on the admission of new members is done through meetings and the resolutions from such meetings are filed with the Registrar of Companies. Counsel further submitted that the removal of members, appointment of directors and removal of directors is done at company meetings, and the necessary resolutions and forms filed at the company registry as by law required.

Counsel contended that there is no such thing as automatic admission of members and directors into the company or automatic removal of members and directors from the company register. Counsel relied on the case of Magero Vs Odaka Mundawawara and 10 Others (Miscellaneous Application No. 214 of 2023) *[2023] UGC*ommC 97(20 October 2023) in support of their submissions.

Determination:

Court affirmed that membership in a company is not automatic and stated that a person cannot simply be added or removed from the register without due process. It emphasized that the power to admit or remove members lies with the company itself, exercised through its formal meetings. The court relied on the precedent set in Kakyoma and Others Vs Agasa and Others Company Cause No. 24 OF 2016, which confirms that the appointment of directors and by extension, the admission of members is a power vested in the majority of the company's members.

The court found that, given the circumstances, the original subscribers were deceased, incapacitated, or untraceable, it was not practical to call a meeting in the normal manner. To resolve this deadlock, the court invoked its powers under ***Section 138*** of the ***Companies Act Cap 106*** and ordered the current directors of the company to convene a meeting and pass a resolution to admit the proposed new members and amended the Memorandum and Articles of Association accordingly. The company was also directed to update its register of members and submit this, along with the resolution and all necessary statutory forms for registration and effecting changes by the Registrar of Companies.

5.6 Ushanga Ltd Vs Registrar of Companies & Samuel Ssensalo; Miscellaneous Cause No. 32 of 2025.

Before*: *Hon. Lady Justice Patience T. E. Rubagumya

Company law – Rectification of register –- Company data update –Failure by a shareholder to cooperate – Failure to file annual returns –Court's power to order rectification and convening of meetings – Membership by entry in the register under *Section 45* –*Sections 121, 128, 130 and 258* of the *Companies Act*, *Cap 106*; Companies (Power of the Registrar) *Regulations 2016*; *Section 98* of the *Civil Procedure Act*; Order 26 rules 1–3 of the *Civil Procedure Rules*.

Brief facts

In a bid to complete its data update application and onboarding to the Online Business Registration System (OBRS), Ushanga Limited requested the 2nd Respondent, one of its shareholders to provide a photocopy of his National Identification Card to facilitate the process but he refused to do so. The Applicant claimed that despite several attempts, the 2nd Respondent refused to cooperate, preventing compliance and exposing the Applicant to the risk of being struck off.

The Registrar of Companies ("1st Respondent") confirmed that the 2nd Respondent was admitted as a shareholder by a company resolution filed on 4th March 2019.

The 2nd Respondent opposed the application, arguing that he was never a subscriber or member of the company, through subscription or allotment of shares, never consented to shareholding, and had never paid for shares nor benefitted from the company. He contended that if his name appeared on the register, it was inserted without his knowledge or consent. He further stated that he had no objection to being removed as a member.

Issues raised for the Court's determination:

1. Whether the Applicant has demonstrated sufficient cause to be granted the orders sought?
2. What remedies are available to the parties?

Arguments:

The Applicant submitted that under ***Sections 258 and 130*** of the ***Companies Act*** and ***Regulation 3*** of the Companies (Powers of the Registrar) Regulations, the 1st Respondent is vested with authority to strike companies off the register for failure to file returns for five consecutive years. That the Applicant was earlier struck off but later reinstated on condition that it would complete the data update process, which requires National Identification Cards of all members. They contended that the 2nd Respondent had refused, without justification, to provide his National Identification Card or attend meetings, thereby obstructing compliance.

The Applicant prayed for orders compelling the 2nd Respondent to provide his National Identification Card to facilitate the data update process, or alternatively, directing the Registrar to proceed and approve the Company's data update process without the 2nd Respondent's National ID, and prohibiting the Registrar from striking the company off the register again before the conclusion of the matter.

The Registrar of Companies submitted that company records cannot be updated without providing the required documents including identification documents for shareholders/members and directors.

The Registrar confirmed that the 2nd Respondent was admitted as a shareholder by resolution in 2019 and that his name is validly on the register. That such record cannot be expunged without complying with the law or in absence of a Court order. For the Registrar of Companies, reference was made to ***Section 121*** of the ***Companies Act Cap. 106***, noting that the Court has power to order rectification of the register or convene a meeting for formalization of necessary actions.

The Registrar prayed that if the Court is inclined to grant the application, it should direct the company to convene a proper meeting to formalize removal of the 2nd Respondent and file appropriate forms.

The 2nd Respondent denied consenting to membership, subscription and/or allotment of shares, and claimed he neither had knowledge of the company's operations nor benefited from them. He further contended that if the Applicant wished to remove him from the membership of the company, he did not object. He maintained that his presence on the register was fraudulent and that he should not be compelled to provide a National Identification Card for a company he never joined.

Determination:

The Court found that under ***Section 45(2)*** of the ***Companies Act Cap. 106***, a person whose name appears in the register of members is considered a member. A filed resolution at the Companies Registry confirmed that the 2nd Respondent was admitted as a shareholder in 2019.

However, the 2nd Respondent averred that he neither consented to the membership nor participated in the affairs in the company, and expressly consented to removal of his name, the Court found that there was no sufficient cause to have his name maintained in the register of members. Court concluded that sufficient cause had been demonstrated for it to invoke the powers invested in it under Section121 (1) (a) & (4) of the ***Companies Act Cap. 106*** to order rectification of the register to enable the Applicant comply with date update requirements and continue operations.

5.7 A-Plus Funeral Management Ltd *V.* A- Class Funeral Services (U) Ltd &Uganda Registration Services Bureau Civil Suit No.355 Of 2020

Before*: *Justice Ssekana Musa

Company law – Passing Off- Company names – Registration and reservation –Misleading name V. phonetic similarity - *Section 36* of the *Companies Act, Cap.106*

Brief Facts:

The Plaintiff Company A- Plus Funeral Management Ltd which brought a claim against the 1st Defendant, A- Class Funeral services (U) Ltd for passing off its name in the Ugandan market.

In September 2020, the Plaintiff discovered that the 1st Defendant had been registered by the 2nd Defendant under the name A- Class Funeral Services (U) Ltd which, according to the Plaintiff would mislead the public that the 1st Defendant was the Plaintiff or otherwise related to the Plaintiff.

Issues:

The following issues were raised for Court's determination:

1. Whether the 1st Defendant's name is an infringement and constitutes passing off of the Plaintiff's name?

2. Whether the 1st Defendant is liable for passing off its business and /or services as those of the Plaintiff?
3. Whether the Plaintiff's claim raises a cause of action against the 2nd Defendant?
4. Whether the 2nd Defendant's registration of the 1st Defendant under the disputed name was negligent?
5. What remedies are available to the parties?

Arguments:

The Plaintiff Company contended that they had exerted insurmountable dominance in the market, were already notoriously known and associated to excellent funereal management services. The Plaintiff's Counsel further asserted that the incorporation of the 1st Defendant company with a similar phonetic name 'A Class Funeral Services' was purposed to cause confusion and ride on the already existent good will of the Plaintiff.

The 1st Defendant's Counsel stated that the number of years the Plaintiff Company operated were only indicative of reputation but not good will in the Ugandan market. The Counsel also averred that the issue of confusing names should not be viewed from the point of view of a hurried consumer having an imperfect recollection of the marks, but rather from a user who can financially hire funeral services and will be less confused than an ordinary bereaved mourner.

The 2nd Defendant contended that the Registrar had complied with the law under ***Section 36*** of the ***Companies Act***, and that the test for phonetic similarity applied to trademarks and not company names.

Determination:

The Court reproduced ***Section 36*** of the ***Companies Act***, ***Cap.106*** which provides that

"The registrar may, on written application, reserve a name pending registration of the company or a change of name by an existing company, any such reservation shall remain in force for thirty days or such longer period, not exceeding sixty days as the registrar may, for special reasons, allow and during that period no other company is entitled to be registered with that name.

(2)No name shall be reserved and no company shall be registered by a name, which in the opinion of the registrar is undesirable"

The Court, from the foregoing provision pronounced that registration of companies is not determined by phonetic similarity, but rather whether such name may be misleading to the public. The Court therefore disagreed with the assertion that phonetic similarities of the two companies, "A-Class" and "A-Plus" is likely to cause confusion to the public.

The Court further emphasized that that in the funeral services context the standard of a customer is one who is generally discerning, attentive and well informed, and is less likely to be confused about the particulars of a funeral service provider compared to an ordinary mourner, bereaved customer, or someone procuring services on behalf of a bereaved client. Justice Ssekana elucidated this by using the example of DWIII who had attended a funeral at Butambala and was confused about whether the Defendant Company was the Plaintiff. The Court advanced that he was an observant mourner and not an intelligent mourner conversant with the details of companies engaged in funeral services

On the Claim of passing off, Court underpinned the distinction between a misrepresentation causing 'mere confusion' and a 'misrepresentation causing 'deception', the latter being the crux for a passing off action. The Court stated that a passing off action can be launched to prevent the registration of a newly proposed company or to change an already existing company whose name is confusingly similar to another company with an established business and reputation.

The Court underscored that the names of the companies must be synonymous with each other. The two companies A-Plus and A-Class were deemed not synonymous with each other apart from the first letter and the hyphen. The

Court concluded that the 1st Defendant's name was not confusingly similar to that of the Plaintiff's to constitute a passing off claim. The Court held that the determination of that issue disposed of the rest of the issues. The suit was dismissed with no order as to costs between the Plaintiff and the 1st Defendant

6 DECISIONS OF COURTS IN CRIMINAL MATTERS

OVERVIEW

URSB plays a critical role in the enforcement of commercial laws in Uganda. The URSB Compliance & Enforcement Division was established in 2016 and it consists of advocates with prosecutorial powers and officers seconded by Uganda Police Force.

MANDATE OF THE URSB COMPLIANCE & ENFORCEMENT DIVISION

Detection & Investigation

The Compliance & Enforcement Division conducts targeted enforcement activities aimed at the detection and investigation of offences arising under the respective laws, including trademark counterfeiting, copyright piracy and forgery.

Consumer & Business Protection

Through enforcement, URSB safeguards consumers, protects legitimate businesses and brands, encourages statutory compliance and promotes respect for intellectual property across Uganda's commercial ecosystem.

KEY HIGHLIGHTS - 2025

19
Cases Prosecuted

8
Cases Concluded

3yrs & 2 months
Custodial Sentence issued on Conviction

FINANCIAL OUTCOMES & ECONOMIC IMPACT

UGX13,700,000
Statutory Fines

UGX 33,920,000
Counterfeit Goods Destroyed

6.1 Uganda *V.* Kananura Johnson Criminal Case 0431 of 2024

Before: H/W Akena Geoffrey Esq. Magistrate Grade one

Intellectual Property Rights —Trademarks— Infringement-*Section 75* of the *Trademarks Act, Cap. 225*
Intellectual Property – trademark infringement – selling goods with false marks – S.77 of the *Trademarks Act, Cap. 225.*

Brief Facts:

The Accused was charged with two counts: count one for falsely applying a registered trademark, and count two for exporting goods bearing a false trademark. According to the testimony of Sserwadda Richard (PW1), a businessman dealing in beans and maize milling, the accused was found on 7th December 2023 in possession of empty sacks bearing the complainant's registered trademark *No. 2010*/41435. The sacks were discovered in motor vehicle registration No. UAZ 0284, belonging to one Kizito Ibrahim, at Ovino Mall, and were allegedly intended for exportation. PW1 testified that he began receiving complaints from customers in the DRC regarding the poor quality of posho being sold under his brand. As a result, he initiated investigations and was able to track the culprits, leading to several arrests, including that of the accused. PW1 thereafter informed the URSB enforcement team, who conducted an operation at the scene and found one Peter (PW2) loading the sacks. PW2 informed the team that the sacks belonged to Birungi Anna, who had paid for them. PW2 further testified that the truck was being loaded for transportation to Ntoroko, not the DRC.

Issues:

The following issues were raised for determination;

1. Whether the symbol in question is a fully registered and recognized trademark in Uganda?
2. Whether the Accused is responsible for falsely applying the registered Trademark?
3. Whether the Accused applied the infringed mark for purposes of exportation?

Arguments:

PW1, testified that his company, Real Food Maize Millers Limited, was incorporated in October 2010, and he is one of its directors. He further stated that their trademark, featuring the symbol of the upper chest of a strong man, is duly registered with URSB under *No. 2010*/41435 and remains valid. PW1 testified that the accused was known to him as a customer who used to transport his flour to Beni in the Democratic Republic of Congo (DRC). He stated that he began receiving complaints from customers in the DRC that poor-quality flour was being packaged and sold under his trademark. Concerned, he deployed spies to track the culprits and eventually arrested five (5) individuals. Specifically, on 10th October 2023, one of the spies informed him that a truck was loading sacks at Ovino Mall, Kisenyi.

That he notified the URSB enforcement team, who raided the scene and found a one Peter (PW2) loading the truck. PW2 informed them that the sacks belonged to Birungi Anna, who had paid for them. PW1 further testified that the quality of the sacks recovered did not match that of his company. He stated that his sacks contain a liner, are shiny and soft, whereas the recovered sacks were hard, similar to tumpline material. He added that his company uses high-quality ink that does not fade easily, unlike the ink on the sacks found in the truck. The recovered bales were labelled "Birungi Kansiime." When the said person was contacted, it was the Accused who came to the scene. PW3, S.P. Tumuhirwa Alex, corroborated this, stating that the accused appeared at the scene after being called and was present during the search.

The Accused denied the allegations, stating that they were not the person whose name appeared on the sacks. The Accused explained that their presence at the scene was unrelated to the recovered items, rather, they had gone there to follow up on an issue concerning their eggs that had allegedly been lost by a one Ibra. The Accused maintained that the eggs were destined for Ntoroko but had not reached their intended destination.

PW1 tendered into evidence certificates from URSB (PEX2 and PEX3), confirming that the infringed mark was duly registered and recognized. The trial Magistrate found that the testimonies of PW2 and PW3 corroborated that of PW1. Bundles of empty sacks bearing the infringed trademark were recovered from a truck at Ovino Mall, and on this basis, the accused was found responsible for falsely applying a registered trademark. On the issue of whether the accused applied the infringed mark for purposes of exportation, the Magistrate observed that, according to PW2, the truck was being loaded for a route to Ntoroko, not the DRC. As such, there was no evidence that the goods were intended for export.

Determination:

The trial Magistrate found that the symbol in question was a fully registered and recognized trademark in Uganda, as established by the evidence presented by PW1. The Accused was accordingly convicted on Count 1 for falsely applying the registered trademark. However, with respect to Count 2, which concerned the exportation of goods bearing the false mark, the trial Magistrate found no evidence that any goods were being exported. The Accused was therefore acquitted on that count.

The Complainant and the Accused opted for settlement and reconciliation pursuant to ***Section 160*** of the Magistrates Courts Act, ***Cap. 19***, which empowers the Court to promote reconciliation in appropriate cases, provided the offence is not a felony. The parties agreed that the accused would pay UGX 1,274,000 to the Uganda Registration Services Bureau to facilitate the destruction of the counterfeit goods. The Court adopted the reconciliation agreement in its entirety. Accordingly, the matter was settled, the accused was released, and an order for the destruction of the counterfeit goods was issued on 26th February 2025.

6.2 Uganda *V.* Mukyala Christine (Criminal reference No. 0295 of 2023)

***Before**: His Worship Akena Geoffrey*

Intellectual Property – trademark infringement – falsely applying registered trademarks - S.75 of the *Trademarks Act, Cap. 225*.

Intellectual Property – trademark infringement – manufacture and possession for use in the commission of an offence – S.76 of the *Trademarks Act, Cap. 225*.

Intellectual Property – trademark infringement – selling goods with false marks – S.77 of the *Trademarks Act, Cap. 225*.

Brief facts:

Mukyala Christine on the 17th day of November 2022, at the Original Shauriyako Building, at shop No. D121 in the Kampala District was found in possession of “TOTAL” and “SHELL” lubricants for sale with false marks applied to them. She was also in possession of stickers, appliances, and instruments for use in the manufacture of TOTAL and SHELL lubricants without the permission of the registered trademark owners. The accused was charged with two counts of falsely applying registered trademarks of ‘TOTAL’ and ‘SHELL’ respectively contrary to s.75 of the ***Trademarks Act***, ***Cap. 225***; two counts of selling goods with false marks of ‘TOTAL’ and ‘SHELL’ respectively contrary to s.77 of the ***Trademarks Act***, ***Cap. 225***; and two counts of manufacture and possession of dye for 'TOTAL' and 'SHELL respectively for use in the commission of an offence contrary to s.76 of the ***Trademarks Act***, ***Cap. 225***. The accused pleaded not guilty to all the charges.

Issues:

The following issues were raised for Court's determination;

1. Whether 'TOTAL' and 'SHELL' are registered trademarks?
2. Whether the accused person sold lubricants with false marks of 'TOTAL' and 'SHELL'?
3. Whether the accused person falsely applied the registered trademarks of 'TOTAL' and 'SHELL' on the lubricants?
4. Whether the accused person had in her possession stickers, appliances, and instruments for use in the manufacture of lubricants for 'TOTAL' and 'SHELL', respectively?

Arguments:

The accused persons denied all charges and denied ownership of the said items. According to the prosecution witness (PW) No.2, the mark 'Shell' was registered first in 1975, comprising the red and yellow colours as evidenced by the certified copy of the certificate and renewal of registration for the trademark.

On 17/11/2022, during his impromptu inspection on Total Lubricants and Vivo Energy, PW1, who is a licensed investigator with Brand Guard Limited, met the accused in her shop at Shauriyako Building D121. The company investigated for Total and Vivo energies to protect the brands against counterfeits. In the presence of the accused, a search was conducted in the shop, and counterfeit materials were recovered, including empty jerrycans with seals of Total and Shell, some jerry cans containing oil with labels of Total and Shell, forged seals and a sealing machine.

The primary features of the Shell products were red and yellow in colour. According to PW3, the genuine Total products had an anti-counterfeit sticker with a code. When a code would be sent to *236#, one would know if it was genuine or not. The genuine products were tendered in as evidence. According to the expert from 'TOTAL', the recovered items that were on sale were not genuine products of the registered trademark owner, proving that the sale of goods with false marks. The crime scene report, dated 19/11/2022, tendered as a prosecution exhibit, showed an assortment of stickers of Total and Shell in the shop.

Determination:

The trial Magistrate found that the prosecution proved the charges against the accused person beyond a reasonable doubt and found the accused guilty, the accused was convicted and sentenced accordingly.

6.3 Uganda *V.* Wavamuno Brian (Criminal Case 247 of 2023) Chief Magistrates Court of Standards Utilities and Wild Life at Makindye

Before: H/W Akena Geoffrey)

Intellectual property–Trademark counterfeits - falsely applying a registered trademark – selling goods with marks substantially similar to the complainant's registered trademark without authorization - *Sections 16, 75 Trademarks Act Cap 225*

Brief Facts:

The accused person was found in possession for sale, lubricants bearing registered trademarks "SHELL" and "TOTAL" without the authorization of the registered owners. The accused person was also found in possession of stickers of SHELL. The accused was charged with two counts of selling goods with false marks contrary to ***Section 77***(c) of the ***Trademarks Act Cap 225***, two counts of falsely applying a registered trademark contrary to ***Section 75*** (a) and (b) of the ***Trademarks Act Cap 225***, and two counts of manufacture and possession of Dye for use in commission of an offence contrary to ***Section 76*** (3) (a) and (c) and (4) of the ***Trademarks Act Cap 225***. The accused pleaded not guilty to all the counts and in his defence, contended that he does not sell oil but spare parts of motorcycles and he was not the owner of the shop where the stickers of SHELL and TOTAL were found.

Issues:

1. Whether the Accused person falsely applied the trademark

Arguments:

The prosecution alleged that the accused was on 07/11/2022 at shop No. 032 Shauriyako Building, found together with another person, packaging oil of Total and Shell in jerrycans. That the accused also had tamper proof seals and labels of Total and Vivo which were suspected to be forged.

The accused on his part stated that on the fateful day he had gone to eat at Shauriyako when he was arrested, and that he did not sell oil but spare parts for motor vehicles.

Determination:

The Court relied on various evidence like the search that was carried out by the URSB Enforcement team at Shop No.032, and photographs showing the accused and another were packagaing oil of Total and Shell in jerrycans with false stickers .

The Learned Magistrate concluded that this evidence indicated that goods had a false trademark contrary to ***Section 77***(c) of the ***Trademarks Act Cap 225***, and that the Prosecution had proved ingredients of the charges beyond a reasonable doubt. The accused was convicted.

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