

**IN THE MATTER OF THE COMPANIES ACT CAP 106 AND  
IN THE MATTER OF THE COMPANIES (POWERS OF THE REGISTRAR)  
REGULATIONS SI NO. 71 OF 2016  
AND  
IN THE MATTER OF LIGHT OF THE LORD GLOBAL  
MISSIONS UGANDA LIMITED  
AND  
IN THE MATTER OF TKADOECEN PRIMARY SCHOOL  
UGANDA LTD.  
COMPANY PETITION NO. 84695 OF 2026  
BRN.80010003384695**

**1. AHIMBISIBWE JOHN BAPTIST**  
**2. NUWAGA STEPHEN BAGAMBE..... PETITIONERS**  
**VERSUS**

1. ALLEYN PATIENCE KIWANA
2. JOYCE NAKIGUDDE
3. MUHANGUZI JOHN HUXLEY
4. CHANDALI PENELOPE
5. KEMIREMBE KELLEN KANYONTORE
6. LIGHT OF THE LORD GLOBAL MISSIONS UGANDA LIMITED
7. TKADOECEN PRIMARY SCHOOL UGANDA LTD ::::::::::::::::::::::: RESPONDENTS

## RULING

Before: Daniel Nasasira—Assistant Registrar of Companies

### A. Representation

1. *The Petitioners were represented by Counsel Chrispus Bikorwomwe and Ssengooba Edward from M/S Ngaruge & Ruhindi Co. Advocates, while Counsel Geofrey Turyamusiima and Kigongo David from Kratos Advocates represented the first, fourth, sixth and seventh Respondents.*

## B. Background

2. The Petitioners are founding subscribers and members of Light of The Lord

Global Missions Uganda Limited and were also formerly the proprietors of the business name Tkadoecen Primary School.

3. The names of the First to Fifth Respondents appear on various contested documents as signatories or as persons for whose benefit the contested documents were filed. The Petitioners contend that the First to Fifth Respondents were involved in various acts including the purported fabrication of the Petitioners' signatures, passing resolutions without the Petitioners' involvement among other acts which the Petitioners deemed oppressive to them.
4. Light of The Lord Global Missions Uganda Limited is a company limited by guarantee incorporated on 19<sup>th</sup> January 2010 under Registration number 80010003384695. It was incorporated to promote Christian education and the knowledge of Jesus Christ and shall hereinafter be referred to as the "*Company*".
5. Tkadoecen Primary School Uganda Limited is a company limited by shares duly incorporated in Uganda on 12<sup>th</sup> September 2025 under Registration number 80034153742786. The Petitioners challenged its incorporation and contended that its registration was predicated on the dissolution of Tkadoecen Primary School, a business name that they initially owned. The Petitioners contended that the dissolution of the business name and the subsequent incorporation of Tkadoecen Primary School Uganda Limited was done without their involvement.
6. The Respondents denied the Petitioners' contentions in total and contended that the various changes in the Company's membership, directorship and beneficial ownership were undertaken through corporate resolutions and statutory filings but not through fraudulent means. The Respondents also denied the Petitioners' contention that Tkadoecen Primary School was fraudulently and unlawfully

incorporated.

**C. Petitioners' case**

7. The Petitioners, through their respective statutory declarations, contended that they are subscribers and members of the Company, which was duly incorporated on 19<sup>th</sup> January 2010 as a company limited by guarantee. The Petitioners maintained that the Company had a membership of four members and that they were also directors of the Company. They further maintained that they registered the business name Tkadoecen Primary School on 10<sup>th</sup> June 2016, which subsequently culminated in the incorporation of Tkadoecen Primary School Uganda Limited, the Seventh Respondent.
8. The Petitioners averred that the First to Fifth Respondents are adult Ugandans who purport to claim themselves as members of the Sixth and Seventh Respondent companies and are presumed to be of sound mind. The Petitioners contended that they are aggrieved by the conduct of the First to Fifth Respondents, whom they allege are currently exercising unlawful control over the Sixth and Seventh Respondent companies and have through fraud, illegally taken over their management.
9. That on 4<sup>th</sup> August 2025, the First to Fifth Respondents purportedly passed a resolution in the absence of the Petitioners in which they allegedly forged and impersonated the Petitioners' signatures. The Petitioners contended that through the purported resolution, the First and Second Respondents were appointed as directors of the Company while the Second Respondent was also appointed as the secretary of the Company. The Petitioners characterised the alleged forgery and impersonation of their signatures as fraudulent and criminal in nature.
10. The Petitioners averred that no notice was issued to the Company members convening the purported meeting held on 4<sup>th</sup> August 2025. They maintained that the purported meeting and the resulting resolution were procured through fraud

and impersonation by the First to Fifth Respondents without the involvement or participation of the Petitioners, despite the resolution purporting to have been endorsed by the Petitioners.

11. The Petitioners also contended that the First to Fifth Respondents also purportedly passed another resolution dated 5<sup>th</sup> August 2025, which bore fabricated signatures of the Petitioners. The Petitioners further emphasized that the said resolution purported to remove Mr. Blake Shubert and Aba Julius Raymond as members of the Company and replaced them with the First and Third Respondents as members of the Company.
12. The Petitioners argued that it was odd for the First to Fifth Respondents to omit Aba Julius Raymond and Blake Shubert as members of the Company through the resolution dated 5<sup>th</sup> August 2025, yet the special resolution dated 9<sup>th</sup> September 2025 reflected them as members of the Company. The Petitioners alleged that this inconsistency demonstrated that the Respondents were acting with haste to take over the management and control of the Company by any means, which they contended was achieved through the fabrication of the Petitioners' signatures and without notice to or involvement of the Petitioners.
13. The Petitioners also alleged that on 9<sup>th</sup> September 2025, the First to Fifth Respondents purportedly passed a special resolution bearing forged signatures of the Petitioners. They contended that the said special resolution purported to remove the Petitioners as members of the Company and to admit the Fifth Respondent as a new member. The Petitioners further argued that the resolution was passed without notice being issued to them and was therefore fraudulent and illegal.
14. The Petitioners also contended that the First and Second Respondents had without any lawful mandate lodged a notification with the Registrar appointing themselves as directors and secretary of the Company. They emphasized that the

purported appointments were effected through a Company Form 20 dated 5<sup>th</sup> August 2025 and were unlawful.

15. The Petitioners alleged that in a bid to take control of the Company, the First to the Fifth Respondents also illegally changed the registered office and postal address of the Company from Mutungo Biina-Nakawa, Kampala to Central Kampala-Kawempe division, Kikaya, Kikulu A with the postal address changed from P.O. Box 1311 Kampala to P.O Box 193158 Kampala GPO. The Petitioners maintained that this was done without their involvement and was both unlawful and fraudulent.
16. With regards to the Seventh Respondent company, the Petitioners maintained that pursuant to a written request by Nowangye & Kentaro Advocates for a search in respect of the business name Tkadoecen Primary School, the Uganda Registration Services Bureau (URSB) by a letter dated 26<sup>th</sup> February 2026 confirmed that the said business name was registered on 10<sup>th</sup> June 2016 under Registration Number 80010009207026. The Petitioners further maintained that the letter indicated that the business name had filed a notice of dissolution on 31<sup>st</sup> July 2025.
17. The Petitioners contended that the said letter further stated that Tkadoecen Primary School Uganda Limited was incorporated as a company on 12<sup>th</sup> September 2025. They maintained that they were not aware of the dissolution of the business name or the subsequent incorporation of the Seventh Respondent. The Petitioners believed that the dissolution of the business name and the incorporation of the Seventh Respondent were undertaken by the First to Fifth Respondents without notice to or involvement of the Petitioners, despite the Petitioners' contention that they were the registered proprietors of the business name.
18. In attributing the incorporation of the Seventh Respondent to the First to Fifth Respondents, the Petitioners relied on a Company Form 20 filed with the Uganda

Registration Services Bureau on 2<sup>nd</sup> September 2025 notifying the Registrar of Companies of the appointment of directors and the secretary of the Seventh Respondent. The Petitioners contended that the directors and secretary indicated in the said Form 20 were the First and Fourth Respondents.

19. Furthermore, following a complaint lodged by Opio Godwill Smith with the Uganda Registration Services Bureau on 2<sup>nd</sup> December 2025 challenging the incorporation of the Seventh Respondent Company, the Bureau, by a letter dated 5<sup>th</sup> January 2026 invited Opio Godwill Smith to a meeting scheduled for 20<sup>th</sup> January 2026. The Petitioners contended that they were not aware of the said meeting and were neither notified nor afforded an opportunity to attend and present their position as the proprietors of the business name. The Petitioners maintained that the incorporation of the Seventh Respondent was illegal, as they were never consulted nor notified of the changes despite being the original proprietors of the business name from which the Seventh Respondent was derived.
20. The Petitioners contended that through the alleged unlawful actions, the First to Fifth Respondents had deprived the Petitioners and other members of their rights, privileges and participation in the management of the Sixth and Seventh Respondent Companies. The Petitioners further asserted that the First to Fifth Respondents had appointed themselves as directors and secretaries of both Companies with the intention of using the properties of the Companies for their own enrichment.
21. The Petitioners asserted that they had issued a notice of intention to sue to the Respondents in respect of the alleged unlawful actions, but the Respondents had not responded to the said notice. The Petitioners contended that they were dissatisfied and aggrieved by the alleged unlawful actions of the Respondents and the subsequent changes in the management of the Sixth and Seventh Respondent

Companies which they maintained were in violation of the Companies' Memorandum and Articles of Association, company law and the interests and rights of the Petitioners as members of the Sixth Respondent Company.

22. The Petitioners made the following prayers in their petition;

- a) A declaration that the resolution dated 4<sup>th</sup> August 2025 and registered on 5<sup>th</sup> August 2025 is illegal, null and void.*
- b) A declaration that the special resolution dated 5<sup>th</sup> August 2025 and registered on 9<sup>th</sup> September 2025 is illegal, null and void.*
- c) A declaration that a special resolution dated 9<sup>th</sup> September 2025 and registered on 10<sup>th</sup> September 2025 is illegal, null and void.*
- d) A declaration that the incorporation of the 7<sup>th</sup> Respondent was fraudulent and illegal.*
- e) A declaration that the dissolution of the registered business name of Tkadoecen Primary School and incorporating it as a company limited by guarantee was unlawful and illegal.*
- f) That the company form 20 registered on 5<sup>th</sup> August 2025 and 12<sup>th</sup> September 2025 appointing directors and secretaries be declared illegal, null and void.*
- g) A declaration that the Company form 18 changing the registered office and registered postal address is illegal, null and void.*
- h) An order striking off the register the special resolution, ordinary resolution Company form 20, company form 18 dated 4<sup>th</sup> August 2025 and registered on 15<sup>th</sup> August 2025 and reregistered on 12<sup>th</sup> September 2025.*
- i) An order that the 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> Respondents cease holding out as directors of the 6<sup>th</sup> and 7<sup>th</sup> Respondents respectively.*
- j) An order restoring the Petitioners as the original members and directors of the 6<sup>th</sup> and 7<sup>th</sup> Respondents.*
- k) Costs of the petition be awarded to the Petitioners.*

**D. Respondents' case**

23. The Respondents' case was presented by Chandali Penelope, the Fourth Respondent who under paragraphs 1, 2, 3, 4 and 5 of her statutory declaration in reply contended that she is a director in both the Sixth and Seventh Respondent Companies and was therefore conversant with the facts deposed to in her Statutory Declaration. She further stated that she swore the Statutory Declaration on her own behalf and on behalf of the First, Sixth and Seventh Respondents. She denied the Petitioners' assertions in their entirety, save for those matters which she expressly admitted or where she relied on records or information supplied by other Respondents. She also maintained that the statutory declaration was intended to place before the Registrar the true factual background underlying the corporate changes complained of by the Petitioners.
24. The Respondent contended under paragraphs 6, 7, 8, 9 and 10 that the Company was incorporated on 19<sup>th</sup> January 2010 as a company limited by guarantee and that the records maintained at the Companies registry showed that the initial members of the Company were Blake Shubert Edward, Aba Julius Raymond and the Petitioners. She maintained that after the incorporation, the Company continued operating through its members and was managed in accordance with its Memorandum and Articles of Association and the Companies Act. The Respondent asserted that from time to time, the affairs of the Company required changes in management, directorship, membership and beneficial ownership. She averred that such changes were undertaken through corporate resolutions and statutory filings relied upon by the Respondents and subsequently lodged with the Uganda Registration Services Bureau.
25. In regards to the ordinary resolution dated 4<sup>th</sup> August 2025, the Fourth Respondent asserted under paragraphs 11 to 13 of her statutory declaration that on the said date, an ordinary resolution was passed appointing the First Respondent as a



director and the Second Respondent as a Company secretary. She maintained that the necessary forms were subsequently prepared and filed with the Companies registry. She also intimated that the said resolution and statutory filings would be exhibited and relied upon during the hearing.

26. With regards to a special resolution passed on 5<sup>th</sup> August 2025, the Fourth Respondent maintained under paragraphs 14 to 16 that the resolution provided changes in the Company's membership as Blake Shubert Edward and Aba Julius Raymond ceasing to be members while the third Respondent was added as a member. She stated that the relevant documents were filed with the Companies registry.

27. Furthermore, regarding the special resolution dated 9<sup>th</sup> September 2025, the Fourth Respondent asserted under paragraphs 17 to 19 that the said resolution provided for further changes in membership which involved the removal of the Petitioners as members while the Fifth Respondent was added as a member. She maintained that the statutory filings were lodged with the Companies registry.

28. Concerning the ordinary resolution dated 13<sup>th</sup> March 2026, the Fourth Respondent deponed that the resolution was passed to make further changes to the Company membership, beneficial ownership and management. In the said resolution, Muhanguzi John Huxley and Kemirembe Kellen Kanyonyore ceased to be beneficial owners while Chandali Penelope, Gumisiriza Bernard, Olupot James Peter, Owen Winslow and Alleyn Patience Kiwana became beneficial owners. She asserted that the necessary statutory filings were subsequently filed with the Companies registry. The Fourth Respondent contended that a company form 2, form 20 and relevant search reports were to be presented as evidence.

29. In responding to the Petition, the Fourth Respondent emphasized that she had acquainted herself with its contents and denied that the affairs of the Sixth Respondent had been unlawfully taken over by the Respondents. She further

denied having participated in any conspiracy to unlawfully remove the Petitioners from the Company as alleged in the Petition. The Fourth Respondent also denied having prepared, signed or presented any forged company documents to the Companies Registry, and denied knowingly making or causing to be made any false statutory return.

30. The Fourth Respondent also vehemently denied the allegations of fraud, forgery, conspiracy and illegality made against her. She intimated that she was advised by her lawyers that allegations of fraud and forgery must be specifically pleaded and strictly proved and thus put the Petitioners to strict proof of every allegation contained in the petition.
31. Under paragraphs 34 and 35, the Fourth Respondent asserted that the changes reflected in the official records of the Companies Registry were based on corporate documents relied upon by the Respondents, which documents the Respondents could rely upon at the hearing with other evidence. She further denied the Petitioners' assertion that the Respondents had fraudulently seized control of the Company or unlawfully procured changes in its management. She maintained that the Petitioners' assertion did not accurately reflect the Respondents' position and was therefore denied.
32. Under paragraphs 36 and 37, the Fourth Respondent asserted that there was never any fraudulent, illegal or clandestine takeover of the management, assets or affairs of the sixth Respondent as alleged by the Petitioners. She contended that the changes in the management, membership, beneficial ownership and directorship of the Sixth Respondent were undertaken pursuant to corporate resolutions which the Respondents relied upon and filed with the Companies registry.
33. Under paragraphs 38 to 43, the Fourth Respondent denied the allegations that the Respondents had fabricated the Petitioners' signatures or those of any other person on any Company document. She further denied having prepared,

executed, presented or caused to be lodged any forged resolution, statutory form, beneficial ownership return or other Company document. The Fourth Respondent also denied participating in any conspiracy or common design intended to deprive the Petitioners of their interest in the Company. She asserted that the allegations of fraud, forgery, conspiracy and illegality made against her were false and unsupported by any evidence within her knowledge. She stated that the allegations were false and unsupported by the evidence. She further stated that she had been advised by her lawyers that allegations of fraud must be specifically pleaded and strictly proved by cogent evidence and accordingly put the Petitioners to strict proof thereof.

34. In relation to the contested resolutions dated 4<sup>th</sup> August 2025, 5<sup>th</sup> August 2025, 9<sup>th</sup> September 2025 and 13<sup>th</sup> March 2026, the Fourth Respondent under paragraphs 44 to 69 contended that the Petitioners were not removed from the Company through fraud. She denied the allegations that the Respondents had fabricated the Petitioners' signatures or that Blake Shubert Edward and Aba Julius Raymond were unlawfully removed from membership. Instead, she maintained that she was aware that consideration had been paid to the Petitioners in connection with the agreed restructuring of the Company's membership.
35. She further contended that the documents effecting the removal of the Petitioners were executed openly and in the presence of independent witnesses, including local leaders and public officials. The Fourth Respondent denied that the Petitioners were deceived into executing the said documents or that their signatures were procured through fraud, coercion or misrepresentation. She maintained that the requisite statutory filings and Company forms were duly and properly filed with the Companies Registry.
36. In response to the search reports presented by the Petitioners, the Fourth Respondent contended under paragraphs 70 to 73 that she had reviewed the said

search reports and that they reflected the entries standing on the register as at the dates on which they were issued. She however emphasized that the entries reflected therein did not result from any fabrication on her part.

37. In responding to the affairs of Tkadoecen Primary School (UG) Ltd, the Fourth Respondent denied that the incorporation of the Seventh Respondent Company was fraudulent or unlawful. She maintained that she was aware that the business name "*Tkadoecen Primary School*" had previously been dissolved, which subsequently led to the incorporation of the Seventh Respondent as a separate legal entity. She contended that the incorporation was duly processed through the Companies Registry and also denied that it was intended to defeat the rights of the Petitioners or that the Respondents had unlawfully appropriated the assets, goodwill or operations of the dissolved business name.

38. In addressing the Petitioners' contentions in their respective statutory declarations, the Fourth Respondent maintained under paragraphs 85 to 128 that she expressly denied each of the allegations therein, save for those which she expressly admitted. She denied that she had been fraudulently appointed as a director of the Company or that she had participated in any fraudulent scheme intended to deprive the Petitioners of their rights in the Company. The Fourth Respondent further denied any unlawful takeover of the Company's affairs, assets or management. She also denied forging the Petitioners' signatures or authorising any person to do so, and denied knowingly presenting any forged Company resolutions or forms to the Companies Registry.

39. The Fourth Respondent also denied the allegations of fraud, forgery and conspiracy made by the Petitioners. She contended that the Petitioners had not adduced any expert handwriting analysis, forensic report or other independent evidence demonstrating that their signatures had been fabricated.

40. She denied that the Seventh Respondent was incorporated with the intention of

defeating or prejudicing the rights of the Petitioners. She maintained that the business name "*Tkadoecen Primary School*" had ceased to exist prior to the incorporation of the Seventh Respondent Company.

41. In addressing the issue of the Petitioners' membership, the Fourth Respondent denied that the Petitioners were lawful members of the Company, having regard to the resolutions and forms filed with the Companies Registry. She maintained that she was aware that consideration had been paid in connection with the agreed restructuring of the Company's membership and that the relevant documents had been voluntarily executed by the persons concerned. She therefore denied that the Petitioners had been deceived, coerced or threatened into signing the Company documents. The Fourth Respondent contended that any dispute concerning the legal effect of the said documents was a matter for determination by the Registrar upon hearing the Petition. She maintained the same position in relation to the beneficial ownership forms and asserted that Company Form 2 had been lodged pursuant to the changes in the Company's beneficial ownership.

42. Furthermore, in addressing the remedies sought by the Petitioners, the Fourth Respondent contended that the Petitioners were not entitled to the reliefs sought as they had not established any legal basis for the cancellation of the statutory filings lodged with the Companies Registry. She further contended that the Petitioners had failed to establish a legal basis for the cancellation of the resolutions and Company forms contested in the Petition and had not adduced sufficient evidence to substantiate the allegations of fraud, forgery and illegality made against the Respondents. The Fourth Respondent maintained that the Petitioners had also omitted material facts concerning the restructuring of the Company, the resolutions passed by its members and the statutory filings made pursuant thereto.

43. The Fourth Respondent prayed that the Petition be dismissed with costs against

the Petitioners.

**E. Petitioners' rejoinder**

44. The Petitioners' rejoinder was presented by the First Petitioner who contended that with the assistance of Counsel, he had addressed the Fourth Respondent's answer to the Petition and the corresponding Statutory Declaration. He contended that no authority from the First, Sixth and Seventh Respondents had been attached to the Statutory Declaration despite the Fourth Respondent purporting to swear it on their behalf. The First Petitioner further contended that the events alleged to have occurred on 4<sup>th</sup> August 2025, 5<sup>th</sup> August 2025, 9<sup>th</sup> September 2025 and 13<sup>th</sup> March 2026 were unknown to him and the Second Petitioner, as neither of them participated in any meeting at which a resolution was passed to remove the Petitioners as members of the Company. He maintained that the events on the aforementioned dates resulted from collusion among the Second to Fifth Respondents, who allegedly forged and fabricated the Petitioners' signatures with the intention of enriching themselves and taking over the Respondent Companies without the Petitioners' knowledge or authority.

45. The First Petitioner contended under paragraphs 7, 8 and 9 of his Statutory Declaration that the Fourth Respondent had not attached any minutes of the meetings allegedly held on the aforementioned dates to demonstrate that the Petitioners had participated in or signed the contested resolutions. He further maintained that the Fourth Respondent had participated in a conspiracy to unlawfully remove the Petitioners as members of the Company and to exclude them from the affairs of the Seventh Respondent. The First Petitioner also contended that the changes effected by the Respondents, including the Fourth Respondent, were unlawful and were made without consulting or involving the Petitioners.

46. The First Petitioner argued that whereas the Fourth Respondent contended that

she was aware of discussions regarding the restructuring of the Company's membership, she had not attached any minutes of the purported discussions to substantiate the claim. He further contended that although the Fourth Respondent alleged that consideration had been paid to the Petitioners in connection with the restructuring of the Company's membership, she had not attached any receipts or other evidence to substantiate the alleged payments.

47. The First Petitioner averred that whereas the Fourth Respondent alleged that the contested documents were executed openly and in the presence of independent witnesses and local leaders, the Respondents had not attached any minutes or other evidence to substantiate the presence or participation of the alleged witnesses and local leaders or the involvement of the Petitioners. The First Petitioner further contended that the ordinary resolution passed on 13<sup>th</sup> March 2026 was unlawfully passed with the intention of defrauding the Petitioners of their interests in the Companies.

48. The First Petitioner also asserted that the incorporation of the Seventh Respondent Company was unlawfully effected as it was achieved without the involvement of the Petitioners who had previously registered the business name under which the business operated prior to its incorporation. He maintained that the Respondents had no capacity or authority to effect the dissolution of the business name as they had not been involved in its registration and had no interest in it.

49. The First Petitioner also contended that the Petitioners had never voluntarily executed any documents effecting changes in the Sixth and Seventh Respondent Companies. Rather, he maintained that the Respondents had forged the Petitioners' signatures and effected changes to the Sixth and Seventh Respondent Companies without the Petitioners' knowledge, consent or involvement.

**F. Directions to submit written submissions**

50. Having heard the matter and received evidence from both parties by way of

Statutory Declaration pursuant to Section 286 of the Companies Act Cap 106, I informed Counsel to file written submissions and issued schedules as outlined below;

- a) *Written submissions from the Petitioners were to be filed and served by 25<sup>th</sup> August 2026.*
- b) *Written submissions from the Respondents were to be filed and served by the 28<sup>th</sup> day of August 2026.*
- c) *Any submissions in rejoinder were to be filed and served by the 2<sup>nd</sup> day of September 2026.*

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

**G. Issues**

52. For purposes of resolving this dispute, I find that three issues are sufficient to determine the matter conclusively.

- a) *Whether any oppression was occasioned to the Petitioners within the meaning of Section 243 of the Companies Act, Cap 106?*
- b) *Whether the contested documents were legally obtained and filed at the Companies registry?*
- c) *What remedies are available to the parties?*

**H. Determination**

- a. *Whether any oppression was occasioned to the Petitioners within the meaning of section 243 of the Companies Act, Cap 106?*

53. The Petitioners contended that they had been oppressed in their capacity as members of the Company. They relied on the resolutions dated 4<sup>th</sup> August 2025, 5<sup>th</sup> August 2025, 9<sup>th</sup> September 2025 and 13<sup>th</sup> March 2026 which they alleged were passed by the First to Fifth Respondents without notice to or participation of the Petitioners. The Petitioners further contended that although the contested



resolutions bore their purported signatures, the signatures had been fabricated and the resolutions as they had never been notified of the purported meeting from which the contested resolutions were derived. The Petitioners asserted that the contested resolutions subsequently resulted in structural changes to the Company's membership such as the appointment of new directors and the removal of the Petitioners as members of the Company. They further contended that the Respondents caused the dissolution of the business name "*Tkadoecen Primary School*" which had initially been registered and owned by the Petitioners, thereby further excluding them from the business and interests associated with the said name by incorporating the Seventh Respondent Company. The Petitioners argued that the Respondents intended to benefit from the Company's assets to their detriment.

54. The Respondents argued that the contested resolutions and Company forms were lawfully executed and filed with the Companies Registry. They maintained that the Petitioners were lawfully removed as members of the Company through the requisite statutory filings, which they presented to the Registrar during the determination of this petition. The Respondents further maintained that the Petitioners personally signed the contested resolutions in the presence of local leaders and authorities and that the resulting structural changes to the Company's membership and management were lawfully effected with the knowledge, participation and consent of the Petitioners.
55. Oppression under Section 243 of the Companies Act Cap. 106 connotes actions towards a member of a company that are burdensome, harsh, or wrongful and which violate a member's reasonable expectations of how the company should be run. Such actions must be proved in evidence. *In Re Five Minutes Car Wash Services Ltd.*, Buckley J held that a member seeking relief for oppression must plead and prove that, at the time of filing the petition, the company's affairs were

being conducted in a manner oppressive to him in his capacity as a member. The petition must disclose facts capable of establishing such oppression, the failure of which could lead to a dismissal of the matter. In this particular case, the Petitioners contended that they were not notified of the meetings and contested various resolutions purportedly passed at the presumed meetings.

56. In *Cliff Masagazi v Afriland First Bank Uganda Ltd (Company Cause No. 08 of 2020)* court observed that *'Oppressive conduct... necessitates a course of conduct, not mere isolated acts...involving an invasion of legal rights, displaying lack of probity on the part of those conducting the company's affairs, and affecting the Petitioner in his capacity as a member.*

57. It is not in dispute that the Petitioners were members of the Company prior to their contested removal. Article 3 of the Company's Memorandum and Articles of Association addresses the membership of the Company and provides that, *'the original number shall consist of the subscribers to the Memorandum'*. A perusal of the Company's Memorandum of Association confirms that both Petitioners are named as subscribers and consequently, as members of the Company.

58. What remains for determination is whether the Petitioners were lawfully removed as members of the Company and whether the circumstances complained of by the Petitioners amount to oppression within the meaning of section 243 of the Companies Act, Cap. 106.

59. Articles 4 and 5 of the Company's Memorandum and Articles of Association addressed the termination of membership in the Company. Article 4 provides that, *'Any member who wishes to disaffiliate or retire from the company shall signify his wish in writing to the secretary and thereupon his name shall be removed from the list of members and shall be deemed to have retired.'*

60. Article 5 provided that, *' the board of directors may in writing terminate the membership of any person if;*

*(i) he ceases to uphold the vision and statement of the faith of the Company as herein referred to.*

*(ii) 'in spite of warnings from the senior Pastor and Executive council, he conducts himself in a manner likely to prejudice the working of the Company or the churches established.*

*(iii) 'an individual maintains a sinful and unethical lifestyle and fails to change.'*

*(iv) 'he conducts himself in such a manner that a strong interference of disaffiliation can be drawn. Provided that nothing in this section shall be read to preclude the Executive council from suspending the membership of any person or further, from referring to the advisory board the matter of discipline of any member.'*

61. In the premises, I have carefully perused the contested special resolution dated 10<sup>th</sup> September 2025, by which the Petitioners were purportedly ceased to be members of the Company. The stated reason for the cessation was *"to enable them to move on to focus on their personal pastoral projects."* On the face of it, the reason advanced appears to suggest that the Petitioners' cessation of membership was voluntary and arose from their decision to disengage from the affairs of the Company in order to pursue their personal pastoral projects. If that was indeed the intention, the appropriate mode of effecting such cessation would have been for the Petitioners to voluntarily resign from membership in accordance with Article 4 of the Company's Memorandum and Articles of Association, 2010, which provides for the procedure governing resignation from membership.

62. However, the purported cessation of membership cannot properly be characterised as a voluntary resignation merely by reference to the reason stated in the resolution. The legal effect of the transaction must be determined by reference to the procedure prescribed by the Company's governing instruments. In this regard, Article 5 of the Company's Memorandum and Articles of

Association, 2010 expressly provides for termination of membership by the directors in writing. Thus, where membership is sought to be terminated otherwise than by the member's own voluntary resignation, the prescribed procedure contemplates an act of the directors, formally expressed in writing.

63. I have, however, observed that the impugned resolution dated 10<sup>th</sup> September 2025 was endorsed and passed by members of the Company, rather than by the directors acting in their capacity as the governing organ authorised under Article 5 to terminate membership. There is, therefore, a material discrepancy between the procedure prescribed by the Articles and the procedure actually followed. The members' resolution, irrespective of the majority by which it may have been adopted, could not, without more, substitute for or dispense with the specific authority and procedure conferred upon the directors by Article 5.

64. Accordingly, unless it is demonstrated that the Petitioners had themselves voluntarily resigned in accordance with Article 4, or that the directors had separately and validly exercised the power conferred upon them by Article 5, the purported cessation of the Petitioners' membership through a resolution of the members appears, *prima facie*, to have been effected through a procedure not contemplated by the Company's Articles of Association. The stated reason for the cessation does not, in itself, cure that procedural defect or convert a purported termination by the members into a valid voluntary resignation by the Petitioners. The Articles vested the power to terminate membership in the Board of Directors, yet the evidence before the Registrar showed that the purported termination was effected through a resolution of members rather than an act of the Board. The purported termination therefore did not comply with the Company's own Articles of Association.

65. Furthermore, Article 15 of the Company's Memorandum and Articles of Association which concerns notice of general meetings provides that "*an Annual*

*General Meeting (AGM) and a meeting called for passing special resolutions shall be called by 21 days' notice in writing at the least...."* This provision connotes that the Petitioners ought to have been issued with at least 21 days' notice before a resolution for their removal as members was passed. However, the Respondents did not adduce any evidence to demonstrate that the Petitioners were issued with the requisite notice before they were purportedly removed as members or before the Respondents passed any resolutions concerning the affairs of the Company.

66. Whereas the Respondents' actions could be sought to be justified by Article 16, which provides that "*the accidental omission to give notice of a meeting, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting*", I observe that the Respondents' failure to issue notice to the Petitioners cannot properly be characterised as an "*accidental omission*". Rather, the circumstances demonstrate a consistent pattern of conduct that had the effect of sidelining the Petitioners from meetings and resolutions concerning the affairs of the Company. This conduct, particularly when considered alongside the purported removal of the Petitioners as members and the other contested changes in the Company's membership and management, cannot be regarded as a mere procedural irregularity considering the consistent patterns.

67. In *Matthew Rukikaire v Incafex (Civil Appeal No. 3 of 2015)*, the Supreme Court observed that the failure to issue notice to a member may, in appropriate circumstances amount to oppressive conduct. In emphasizing this position, Justice Lillian Tibatemwa Ekirikubinza observed that: '*A company meeting is an avenue through which members of the company exercise their rights and protect their interest in the company. It will therefore ordinarily be an act of oppression on the member if he is deprived of this privilege and right.*'

68. With the foregoing, I observe that the Respondents' failure to issue notice of the

meetings to the Petitioners amounted to oppression. As observed in *Cliff Masagazi (Supra)*, oppressive conduct necessitates a course of conduct and not merely isolated acts. In the present case, the failure by the Respondents to issue notice to the Petitioners in respect of the resolutions purportedly passed on 4<sup>th</sup> August 2025, 5<sup>th</sup> August 2025, 9<sup>th</sup> September 2025 and 13<sup>th</sup> March 2026 demonstrates a continuous and consistent pattern of conduct calculated to exclude the Petitioners from participating in the affairs of the Company and consequently, constituted oppression against the Petitioners.

69. Accordingly, I find that the Petitioners were oppressed in their capacity as members of Light of The Lord Global Missions Uganda Limited but not in respect of Tkadoecen Primary School Uganda Limited, the Seventh Respondent. This finding is premised on the absence of sufficient evidence establishing that the Petitioners were members of the Seventh Respondent Company or that they possessed any membership rights therein capable of being subjected to oppressive conduct.

**b) Whether the contested documents were legally obtained and filed at the Companies registry?**

70. The Petitioners challenged various Company resolutions and forms filed with Companies registry purporting to change the Company's address, appointing new directors and secretary, amending company forms, removing and appointing new members among others. The Petitioners contended that the contested filings were irregular as they were never notified of, did not participate in the said meetings and that their signatures of various contested documents were fabricated. The Petitioners specifically challenged the following documents:

- a) *A resolution dated 4<sup>th</sup> August 2025 and filed on 5<sup>th</sup> August 2025, which purported to change the Company's address, appoint the First and Second Respondents as*

*directors and appoint the Second Respondent as Company secretary. It also called for the filing of Company forms 20 and 18 with the Companies registry.*

*b) A special resolution dated 5<sup>th</sup> August 2025 and filed on 09<sup>th</sup> September 2025 purporting to remove Mr. Blake Shubert Edward and Mr. Aba Julius Raymond as members and to appoint the First and Third Respondents as members.*

*c) A Special resolution dated 9<sup>th</sup> September and filed on 10<sup>th</sup> September 2025 which purported to remove the Petitioners as members of the Company and the Fifth Respondent appointed as a member of the Company.*

71. The Fourth Respondent denied that the contested documents were irregularly filed with the Companies Registry, asserting that they were properly executed and filed together with the requisite Company forms. However, the question for determination is not merely whether the contested documents exist or were filed with the Companies Registry, but whether the resolutions and forms were in fact passed or executed by the persons with the requisite authority and whether they were duly endorsed.

72. In light of the Petitioners' denial that they received notice of or participated in any of the alleged meetings, coupled with their contention that their signatures appearing on the contested documents were fabricated, it became necessary to consider the evidence demonstrating that the alleged meetings were duly convened and held. Once the Petitioners expressly denied having attended or participated in the alleged meetings and disputed the authenticity of their signatures, the Respondents, who relied upon the resolutions as having been validly passed, were required to produce sufficient corporate records and other evidence demonstrating the convening and conduct of the meetings and the authority for the resulting resolutions.

73. Companies are expected to keep records concerning their affairs. Regulation 45 of the Companies regulations, 2023 provides that '*A company shall keep and*

*maintain proper records of all the affairs of the company including the register of members, accounting records, agreements, memoranda, minutes, resolutions, decisions or other documents relating to the company'*

74. In regards to the notice for the purported meetings, Article 15 of the Company's Memorandum and Articles of Association which concerns notice of general meetings, provides that "*an Annual General Meeting (AGM) and a meeting called for passing special resolutions shall be called by 21 days' notice in writing at the least...*". Article 15 of the Company's Memorandum and Articles of Association is consistent with section 136(1) of the Companies Act, Cap 106 which provides that; '*Any provision of a company's articles shall be void insofar as it provides for the calling of a meeting of the company other than an adjourned meeting by a shorter notice than twenty-one days.*'

75. In the premises, the Respondents have not adduced any notice issued to the Petitioners inviting them to any of the contested meetings, nor have they adduced any evidence to prove that the intended notice was waived by the Petitioners.

76. Furthermore, owing to the fact that the Petitioners contended that they never attended the contested meetings, the Respondents ought to have presented minutes to prove the Petitioners attendance. Section 148 of the Companies Act, Cap. 106, which provides:

- 1) *Every company shall cause minutes of all proceedings of general meetings and of all proceedings at meetings of its directors to be entered in books kept for that purpose.*
- 2) *Any minute referred to in subsection (1)....shall be evidence of the proceedings*
- 3) *Where minutes have been made in accordance with the proceedings at any general meeting of the company or meeting of directors then, until the contrary is proved, the meeting shall be taken to have been duly held and convened...*



77. The above provision requires companies to maintain accurate minutes of all proceedings at general meetings and directors' meetings, which constitute the official record of decisions and deliberations. Where minutes have been properly made and maintained in accordance with the statutory requirements, they constitute evidence of the proceedings and attract the statutory presumption that the meeting was duly held and convened, subject to the contrary being proved. This presumption safeguards the validity of the company's decisions and places the burden on any party challenging a resolution to produce credible evidence to rebut it.
78. That notwithstanding, the Respondents have not adduced any evidence in the form of minutes recorded in any of the meetings from which the contested documents were derived. It is significant that, despite the contested documents bearing the Petitioners' purported signatures, the Respondents did not adduce evidence establishing the Petitioners' attendance or participation. I am cognizant of the fact that the Fourth Respondent contended that some of the resolutions were signed before local authorities, however no evidence was adduced to support this averment.
79. From the foregoing, I find that the contested Company resolutions dated 4<sup>th</sup> August 2025, 5<sup>th</sup> August 2025 and 9<sup>th</sup> September 2025 and their corresponding company forms were illegally obtained and filed with the Companies registry and shall be expunged from the Companies register.
80. The Petitioners also challenged the incorporation of the Seventh Respondent Company and sought to expunge its Certificate of Incorporation on the ground that it was fraudulently obtained. They contended that the Seventh Respondent was derived from the business name "*Tkadoecen Primary School*", which they maintained was owned by them. The Respondents maintained that the Seventh Respondent Company was lawfully incorporated.

81. A perusal of the records at the Companies Registry reveals a notice of cessation of the business name purportedly signed by the Petitioners. However, the circumstances under which the purported notice of cessation was executed, the subsequent dissolution of the business name and the incorporation of the Seventh Respondent Company raise questions that in my view, require further investigation and determination beyond the evidentiary and investigative mandate of the Registrar in the present proceedings. In particular, the dispute as to whether the Petitioners personally executed and authorised the notice of cessation, and whether the subsequent incorporation of the Seventh Respondent was lawfully undertaken on the basis of that notice, involves contested questions of fact and authenticity that cannot conclusively be determined solely from the documents appearing on the Companies Registry record. I accordingly decline to determine the validity of the cessation of the business name and the circumstances surrounding the incorporation of the Seventh Respondent, without prejudice to the parties' right to pursue appropriate remedies before a court of competent jurisdiction.

82. The finding that the contested documents were wrongfully or illegally obtained is made for purposes of determining the Registrar's statutory jurisdiction over the Companies Register and does not constitute a criminal finding of forgery or fraud against any individual.

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

83. Pursuant to the Companies Act, Cap 106, the Registrar of Companies' statutory jurisdiction in matters of this nature encompasses two distinct powers. First, the Registrar may hear and determine a complaint by an oppressed member pursuant to Section 243 of the Companies Act, Cap. 106, as discussed under the preceding issue. Second, the Registrar has the statutory power to rectify the Companies

Register pursuant to Regulation 8(1) of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016.

84. The present matter entailed two interrelated issues, namely, whether the Petitioners were subjected to oppression in their capacity as members and whether the Companies Register ought to be rectified in respect of the contested corporate changes. I have found that the Petitioners were subjected to oppression in their capacity as members of the Sixth Respondent and that certain of the contested documents and filings are liable to be expunged from the Register

85. Regulation 8(2) further provides that the Registrar may expunge from the Register any information or document included in the Register which:

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

86. Having found that the contested resolutions and Company forms filed with the Companies Registry were illegally and wrongfully obtained, I find that they fall within the grounds contemplated under Regulation 8(2), particularly as documents that are misleading, inaccurate or wrongfully obtained. I find it sufficient to expunge the contested Company resolutions and any documents and forms predicated upon them from the Companies Register.

87. Accordingly, pursuant to sections 243 and 286 of the Companies Act, Cap. 106 and Regulations 8 and 32 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016, I make the following orders:

1. *The Petitioners were subjected to oppressive conduct by the Respondents in their capacity as members of Light of the Lord Global Missions Uganda Limited, the Sixth Respondent.*
2. *The resolution dated 4<sup>th</sup> August 2025 and filed on 5<sup>th</sup> August 2025, purporting to change the registered address of the Sixth Respondent and to appoint the First and Second Respondents as directors and the Second Respondent as Company Secretary, is hereby expunged from the Register for having been wrongfully obtained.*
3. *The special resolution dated 5<sup>th</sup> August 2025 and filed on 9<sup>th</sup> September 2025, purporting to remove Blake Shubert Edward and Aba Julius Raymond as members and to appoint the First and Third Respondents as members, is hereby expunged from the Register for having been wrongfully obtained.*
4. *Company Form 20 filed on 05<sup>th</sup> August 2025 pursuant to the resolution referred to in Order 2 above is hereby expunged from the Register.*
5. *Company Form 18 filed pursuant to the resolution referred to in Order 2 above is hereby expunged from the Register.*
6. *The special resolution dated 9<sup>th</sup> September 2025 and filed on 10<sup>th</sup> September 2025, purporting to remove the Petitioners as members and to appoint the Fifth Respondent as a member, is hereby expunged from the Register for having been wrongfully obtained.*
7. *The Board resolution dated 30<sup>th</sup> October 2025 and filed on 31<sup>st</sup> October 2025 authorising the opening of Uganda shilling and US dollar accounts with Diamond Trust Bank and appointing Alleyn Patience Kiwana as the sole signatory thereto is hereby expunged from the Register for having been wrongfully obtained.*
8. *The ordinary resolution dated 13<sup>th</sup> March 2026 providing for a change in directors and beneficial ownership particulars and all statutory filings made pursuant thereto are hereby expunged from the Register.*

9. *Company Form 20 filed on 14<sup>th</sup> May 2026 pursuant to the above resolution is hereby expunged from the Register.*
10. *The Register of the Sixth Respondent shall, insofar as affected by the impugned filings, be restored to the position obtaining immediately before the first impugned filing.*
11. *The prayers challenging the dissolution of the business name “Tkadoecen Primary School” and the incorporation of the Seventh Respondent are declined, without prejudice to the Petitioners’ right to pursue any appropriate remedy before a court of competent jurisdiction.*
12. *I make no order as to costs.*

*I so order.*

Given under my hand this 01<sup>st</sup> day of September 2026

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*Daniel Nasasira*  
*Assistant Registrar of Companies*