

**STATUTORY INSTRUMENTS SUPPLEMENT**

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**2016 No. 71.**

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# S T A T U T O R Y I N S T R U M E N T S

## 2016 No. 71.

### **The Companies (Powers of the Registrar) Regulations, 2016**

*(Under section 262(3) of the Companies Act, 2012, Act No.1 of 2012)*

IN EXERCISE of the powers conferred upon the Minister responsible for justice by section 262(3) of the Companies Act, 2012, these Regulations are made this 19th day of September, 2016.

#### PART I—PRELIMINARY

##### **1. Title.**

These Regulations may be cited as the Companies (Powers of the Registrar) Regulations, 2016.

##### **2. Interpretation.**

In these Regulations, unless the context otherwise requires—

“Act” means the Companies Act, 2012;

“promoter” means a person who undertakes the formation of a company, but does not include a person acting in an independent professional capacity;

“registrar” means the registrar of companies or an assistant registrar or other officer performing the duty of registration of companies under the Act.

#### PART II—REGISTRAR OF COMPANIES

##### **3. Powers of the registrar.**

In the exercise of the functions under the Act or any Regulations made under the Act, the registrar—

- (a) shall direct a company or any other person to do any act required or authorised by the Act;

- (b) shall require compliance with the Act;
- (c) shall issue notices in accordance with the Act;
- (d) shall, in exercise of the quasi judicial powers of the registrar under the Act, issue summons in respect of any matter before the registrar or over which the registrar has jurisdiction under the Act;
- (e) may strike a company off the register in accordance with the Act;
- (f) may decline to register any new document or recall any registered document;
- (g) may impose and collect fines under the Act;
- (h) may call for information from the company or seize the records of a company;
- (i) may correct or amend the register;
- (j) may appoint inspectors to conduct inspections and investigations into company affairs in accordance with the Act;
- (k) may certify copies or extracts of documents from the register;
- (l) may extend or reduce the time for anything required to be done under the Act, or prescribe the time, where the time for doing of the act is not specified by the Act;
- (m) may award costs in accordance with rules made by the Chief Justice under section 289 of the Act;
- (n) shall exercise such other powers under the Act.

#### **4. Registrar not to hear matters before court.**

(1) The registrar shall not hear any matter or application pending before court which has been brought to his or her notice.

(2) For the purposes of this regulation, in determining whether a matter is pending before court, the following shall apply—

- (a) criminal proceedings shall be deemed to be before court when a charge has been made or summons have been issued by a court;
- (b) civil proceedings shall be deemed to be before court when arrangements for hearing, such as setting down matters for hearing have been made, until the proceedings are ended by judgment, settlement or withdrawal;
- (c) appellate proceedings, whether criminal or civil shall be deemed to be before court from the time when they are commenced by application for leave to appeal or by notice of appeal until the proceedings are ended by judgment or are withdrawn.

## **5. Cooperation with other agencies.**

(1) In the performance of his or her functions, the registrar shall cooperate with other ministries, departments or agencies of Government.

(2) For the purposes of implementing the Act, the registrar may enter into an arrangement with a ministry, department or agency of Government relating to—

- (a) the exchange of information between the registrar and the ministry, department or agency;
- (b) the enforcement of the Companies Act; or
- (c) the conduct of investigations relating to a company.

## **PART III—REGISTER OF COMPANIES**

### **6. Form of register.**

The register required to be kept by the registrar under section 3 of the Act, may be maintained in electronic form or in any other form that permits the information recorded or stored in the register to be readily inspected or reproduced in usable form.

## **7. Contents of register.**

The register shall contain all the information required to be registered under the Act.

## **8. Rectification of register.**

(1) The registrar may rectify and update the register to ensure that the register is accurate.

(2) For the purposes of this regulation, 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; or
- (g) which a court has ordered the registrar to expunge from the register.

(3) The registrar shall, within seven days after expunging any information from the register, notify the company, to which the information relates, stating the reasons for the removal of the information and directing the company or any person to surrender to the registrar any copies of the information or document in the possession of the company or that person.

## **9. Removal of documents from register.**

(1) The registrar may remove or expunge from the register—

- (a) any unnecessary document or document declared invalid by a court; or
- (b) any document derived from a document that has been replaced.

(2) Except for purposes of regulation 8, the registrar shall not remove from the register, any document relating to formation, registration, re-registration, change of name, change of status, reduction or increase of capital, change of registered office, registration of a charge or dissolution of a company.

## **10. Inspection of register.**

(1) Subject to regulation 12, on payment of the prescribed fee, a person may apply to the registrar to inspect the register or any document in the register.

(2) The registrar may prescribe the time and other conditions relating to inspection of the register.

(3) A person may, upon payment of the prescribed fee apply to the registrar for a copy of, or an extract from a document or particulars of a document in the register.

(4) A ministry, department or agency of Government shall not be required to pay any fee, for a copy of any document in the register which is required by that ministry, department or agency of Government in the performance of its functions.

## **11. Evidence of certified copies.**

(1) In accordance with section 264(3) of the Act, a copy or an extract from the register certified to be a true copy or extract by the registrar is admissible in evidence in legal proceedings to the same extent as the original document.

(2) An extract or copy of the register certified by the registrar as a true copy of an entry in the register is, in the absence of proof to the contrary, conclusive evidence of the entry.

## **12. Lost documents.**

(1) Subject to sub-regulation (3), where any document relating to a company that is required to be filed is lost or destroyed the company may, with the approval of the registrar, submit a copy of the document to registrar.

(2) Where the registrar authorises a company to submit a copy of a lost or destroyed document, the registrar may direct that notice to that effect is given to any person determined by the registrar in the manner by the registrar directed.

(3) The registrar shall approve or authorise the delivering of a copy of a lost or destroyed document if the registrar is satisfied—

- (a) that the original document is lost or destroyed;
- (b) about the date of the filing of the original document in the register; and
- (c) that the copy of the document submitted for registration under this regulation is a true copy of the original document.

(4) Where a copy of a lost or destroyed document is submitted in accordance with this regulation, the copy shall have the same force and effect as the lost or destroyed document.

### **13. Power of registrar to reconstitute file.**

(1) Where a file containing documents relating to a company registered by the registrar is lost or destroyed, the registrar may require the company to submit registered copies of the company documents to reconstitute the file.

(2) A copy of a document submitted under sub regulation (1) shall, on being registered by the registrar, have the same force and effect as the original document.

### **14. Removal of records of dissolved company from register.**

(1) Where the registrar is satisfied that two years have elapsed since—

- (a) a company was dissolved; or
- (b) a foreign company ceased to have a place of business in Uganda, the registrar may remove the records relating to the company from the register.



(2) The records removed from the register under this regulation shall be stored, archived or disposed of in accordance with the policies of the office of the registrar or under the law relating to disposal of records.

#### PART IV—REGISTRATION OF DOCUMENTS RELATING TO COMPANIES

### **15. Receipt of documents by registrar.**

The registrar shall, upon receipt of a document submitted for registration under the Act—

- (a) acknowledge receipt of the document by issuing an acknowledgment note;
- (b) verify that the document meets the requirements of the Act or any Regulations made under the Act relating to the document;
- (c) require further information if any relating to the document before registering the document; and
- (d) immediately register the document or decline to register the document.

### **16. Resubmission of documents for registration.**

(1) The registrar may, before registering a document submitted for registration, require the applicant—

- (a) to amend or complete the document and re-submit the document for registration;
- (b) to submit another document in the place of the document previously submitted; or
- (c) to produce any further information, within a time specified by the registrar.

(2) A document re-submitted under sub-regulation (1) shall, for purposes of registration, be deemed to be filed on the date of re-submission of the document.

## **17. Refusal to register documents.**

(1) The registrar may refuse to register a document submitted for registration where the document—

- (a) is not in the prescribed form;
- (b) does not comply with the Act or any Regulations applicable to the document;
- (c) is not in a form that enables particulars to be entered into the register;
- (d) is incomplete, inaccurate or erroneous; or
- (e) contains matters that are contrary to law or public policy.

(2) Where the registrar refuses to register a document under sub-regulation (1), the registrar shall, within five working days, notify the applicant about the refusal, stating the reasons for the refusal.

## **18. Registration of company documents.**

For the purposes of the Act, a document shall be registered when—

- (a) the document is filed and endorsed by the registrar; or
- (b) the particulars of the document are entered in the register, as may be applicable.

## **19. Effect of registration or non-registration of documents.**

The registration of a document or the refusal of registration of a document by the registrar shall not—

- (a) affect the validity of the document as between the parties to the document; or
- (b) create a presumption as to the correctness of the information contained in the document.

**20. Persons who may make applications to registrar.**

An application to the registrar may be made by—

- (a) a promoter of a company;
- (b) a member of a company;
- (c) a personal representative of a deceased member of the company;
- (d) a person authorised by law to act on behalf of an incapacitated member of a company;
- (e) a director or secretary of a company;
- (f) any interested party;
- (g) a regulatory body, ministry, department or agency of government in exercise of its official functions; or
- (h) an advocate acting on behalf of any of the parties referred to in paragraphs (a) to (f).

**21. Form of applications to registrar.**

Unless otherwise specified, every application to the registrar shall be in writing.

**22. Applications requiring approval of registrar.**

Where the approval of the registrar is required before making an application under the Act, the approval shall be sought and given by the registrar in writing.

**23. Determining matters on application to the registrar.**

Where an application is made to the registrar under the Act or these Regulations, the registrar may—

- (a) dismiss the application, where the registrar is satisfied that the application is frivolous, vexatious or based on a matter previously determined by the registrar or a matter which is before court; or
- (b) consider the matter, taking into account the evidence submitted or any other information in possession of the registrar;
- (c) summon any party mentioned in the application to appear before the registrar; or
- (d) request any person to produce any document, information or other thing in their possession; or
- (e) issue any order or directive as the registrar thinks fit.

## PART VI—INVESTIGATION OF COMPANIES

### **24. Appointment of inspectors.**

(1) Subject to section 181 of the Act, the registrar may appoint one or more competent inspectors to investigate the affairs of a company.

(2) The appointment of an inspector shall be in Form 1 set out in the Schedule.

### **25. Investigation of companies by the registrar.**

(1) For the purposes of section 174 (b) (iv) of the Act, the registrar may investigate or appoint a person to investigate any matter relating to a company or persons involved in a company where it appears to the registrar that—

- (a) the company is not complying with the Act; or
- (b) any of the documents submitted by the company does not disclose a full and fair statement of the matters to which it purports to relate.

(2) The investigation under this regulation may extend to a subsidiary or holding company of the company or a subsidiary of its holding company or a holding company of its subsidiary.

(3) The registrar shall give a copy of the report to the company to which the investigation relates and to any member of the company implicated or affected by the investigation.

(4) The registrar shall not take any action on the report without giving the company and any person implicated in the report an opportunity to be heard on the matters stated in the report.

#### PART VII—PETITION TO THE REGISTRAR

### **26. Form of petition to the registrar.**

(1) A petition to the registrar under section 247 of the Act shall be in Form 2 set out in the Schedule and shall be accompanied by evidence supporting the petition.

(2) The registrar shall maintain a record of all petitions received by the registrar under this regulation.

#### PART VIII—PROCEDURE AND PRACTICE IN MATTERS BEFORE THE REGISTRAR

### **27. Service of applications and petitions.**

(1) Every application or petition submitted to the registrar shall be served in accordance with section 274 of the Act.

(2) Subject to sub-regulation (1), where the registrar is satisfied that for any reason the application or petition cannot be served in the ordinary way, the registrar shall order the application or petition to be served by affixing a copy of the application in a conspicuous place at the registry and in a conspicuous part of the house, if any, in which the other party or a person named in the application or petition is known to have last resided or carried on business or personally worked for gain, or in such other manner as the registrar thinks fit.

(3) Substituted service under an order of the registrar shall be as effectual as if it had been made on the other party or a person named in the application or petition personally.

## **28. Summons.**

(1) Upon receiving an application or a petition, the registrar shall summon all the persons named in the application or petition to appear before the registrar on a date and venue specified in the summons.

(2) The applicant or petitioner shall serve summons together with the petition or application issued under sub-regulation (1) on all parties mentioned in the application or petition within fourteen days from the date of issuance and file with the Registrar proof of service within seven days after service of summons.

## **29. Hearings before registrar.**

The parties to a matter before the registrar shall, on the day and time of the hearing—

- (a) appear in person or, by an advocate or any other person authorized by the party, with all the relevant documents and exhibits;
- (b) ensure that any witness or witnesses are present; and
- (c) present to registrar, proof that the application or petition and summons were served on all relevant parties.

## **30. Witness summons.**

The registrar may serve summons on any person requiring his or her attendance before registrar or requiring the person to bring, for the purpose of evidence, all documents, writings or things in his or her possession.

## **31. Record of proceedings.**

The registrar shall keep a record of the proceedings in any matter before him or her and every record shall contain the following particulars and documents—

- (a) the serial number of the matter;
- (b) the statement of claim;
- (c) the date of hearing of the matter;
- (d) the name and address of the petitioner and of his or her witnesses;
- (e) the name and address of the respondent and of his or her witnesses;
- (f) a brief description of the matter;
- (g) the documentary exhibits, if any;
- (h) the order(s) of the registrar; and
- (i) any consequential matters.

### **32. Orders and remedies**

(1) The registrar may make any orders in respect of matters before the registrar or arising from an inspection or investigation report as he or she considers appropriate, taking into account the evidence and gravity of the matter.

(2) An order or decision of the registrar in any petition under the Act shall be in writing and signed by the registrar.

## **PART IX—REFERENCES TO COURT**

### **33. References to the High Court.**

(1) The registrar may refer any matter arising in the exercise of his or her power to the High Court for determination and decision.

(2) Where, under any of the provisions of the Act, a person has an option to make an application to the court or to the registrar and the application is made to the registrar, the registrar may, at any stage of the proceedings, refer the application to the court, or may, after hearing the parties, determine the question between them, subject to the right of appeal to the court.

**34. Alternative dispute resolution.**

(1) The registrar shall, in any appropriate case, refer the parties to mediation or any other form of alternative dispute resolution.

(2) Where the parties reach an agreement under sub-regulation (1), the registrar shall record and register the agreement.

(3) Where the parties do not reach an agreement, the registrar may—

- (a) consider the matter in the ordinary manner and issue appropriate orders or directives; or
- (b) refer the matter to the court.

**35. Extension of time.**

Where any act or thing is required to be done within a time which is not specified by the Act or regulations made under the Act, the registrar may extend the time for doing the act or thing, with or without any further orders, including any orders as to costs.

**36. Notices.**

Where any notice is required to be issued under the Act before the taking of any decision or step under the Act, the notice shall be issued by the registrar in the Gazette and in a newspaper of wide circulation.

**37. Prosecution of offences under the Act.**

(1) Prosecution of offences under the Act shall be undertaken by the Director of Public Prosecutions in accordance with the applicable law.

(2) Subject to sub-regulation (1), where any person has committed an offence under the Act, the registrar shall forward a report of the investigation to the Attorney General and to the Director of Public Prosecutions.

**38. Nothing to limit the powers of the registrar under the Act.**

Nothing in these Regulations shall be taken to limit or in any way affect the powers of the registrar as generally provided for under the Act.



SCHEDULE

Form 1

Regulation 24(2).

**THE REPUBLIC OF UGANDA  
THE COMPANIES ACT, 2012**

**APPOINTMENT OF AN INSPECTOR.**

**TAKE NOTICE THAT,** Mr/Mrs/Ms/Dr .....(*insert the full names*) of.....(*insert the physical postal address, electronic mail address and telephone number*) is appointed an inspector in respect of .....(*insert the name of the company investigated/ inspected*).

The appointment is subject to the following terms and conditions—

.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....

Dated at Kampala this ..... day of ....., 20 .....

.....  
*Registrar.*

**THE REPUBLIC OF UGANDA  
THE COMPANIES ACT, 2012  
PETITION AGAINST OPPRESSION**

**PETITION CAUSE NO. .... 20.....**

**AND**

**IN THE MATTER**

**OF.....**

*(Name and Registration number of the company)*

**XX :: PETITIONER(S)**

**VERSUS**

**YY :: RESPONDENT(S)**

**PETITION**

*(Under section 247 of the Act and regulation 26.)*

The humble petition of ..... *(Insert name, address and capacity\* of the petitioner)* and for purposes of this petition the address of service shall be ..... *(insert the full address to be used for this petition)* states as follows—

That the ..... Company Limited (hereafter called the company) was incorporated in ..... *(Details of Incorporation and dates)*

The registered office of the company is located at ..... and all correspondences relating to this petition may be delivered at the address of service for purposes of this petition. *(give details of the address of the company)*

The petitioner(s) ..... *(insert the name of the petitioner)* allege(s) that —

.....  
.....  
.....  
.....  
.....

*(here set out the facts of the case in numbered paragraphs)*

The petitioner (s) intends to rely on the documents or copies thereof as specified below in support of the petition-

.....  
.....  
.....

*(Outline any documents intend to be relied on)*

Therefore, your petitioner(s) prays (pray) that the registrar may make a declaration or order that-

.....  
.....  
.....

*(Specify the nature of the order/relief sought)*

DATED at ..... this .....day of ....., 20 .....

.....  
Signature or seal of the petitioner.

This petition shall be served on

.....  
.....  
.....  
.....

*(Specify the concerned parties/ respondent(s) to be served with the petition)*

*\*Capacity refers to the petitioner’s status in relation to the company.*

**Verification of petition.**

I, ..... *(insert full name)* of ..... *(insert full address)* being the petitioner above-named, do hereby verify that what is stated herein is true and correct to the best of my knowledge and belief and I make this solemn verification conscientiously believing it to be true and correct in accordance with the Statutory Declarations Act Cap 22.

Declared at ..... this ..... day of ..... 20 .....

by the said ..... .....

**DEPONENT**

**BEFORE ME:**

**COMMISSIONER FOR OATHS/ MAGISTRATE.**

KAHINDA OTAFIIRE MAJ. GEN (RTD),,  
*Minister of Justice and Constitutional Affairs.*

