

PARLIAMENT OF UGANDA

**REPORT OF THE SECTORAL COMMITTEE ON LEGAL AND  
PARLIAMENTARY AFFAIRS ON THE PARTNERSHIPS  
(AMENDMENT) BILL, 2022**

**OFFICE OF THE CLERK TO PARLIAMENT  
PARLIAMENT BUILDING  
KAMPALA-UGANDA**

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**AUGUST, 2022**

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## 1.0. INTRODUCTION

The Partnerships (Amendment) Bill, 2022 was read for the first time on 23<sup>rd</sup> August, 2022 and pursuant to Rule 129 (1) of the Rules of Procedure of Parliament of Uganda and the same was referred to the Sectoral Committee on Legal and Parliamentary Affairs for scrutiny. In accordance with Rule 129 (2) of the Rules of Procedure of Parliament of Uganda, the Committee has examined the Bill and hereby presents its report with observations and recommendations.

## 2.0. BACKGROUND

Partnership is defined as a formal arrangement by two or more parties to manage and operate business and share its profits.

In Uganda, partnerships are governed under the Partnerships Act, 2010. This Act governs the formation and regulation of partnerships in Uganda and defines the rights, duties, liabilities, and powers of partners.

A partnership is defined under Section 2 of the Partnerships Act, 2010 as the relationship that exists among persons numbering between 2 and 20 who carry on a business together with the aim of making profits. A Partnership is different from a company because while a company is separate from its owners and can hold property and sue or be sued in its name, a partnership is not a legal entity of its own. Partnership property is held by the partners exclusively for purposes of the business. Also, when a partner dies, the partnership is dissolved (unless the Partners agreed otherwise) which is not the case with a company.

There are two major types of partnership; a general partnership and a limited liability partnership. A limited liability partnership is more like a Limited liability company where only one of the Partners is liable for the debts of the partnership. The rest of the partners are only liable to the extent of their capital contribution to the partnership. In a general partnership, however, all partners are fully liable for the partnership's debts.

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The Partnerships (Amendment) Bill, 2022 proposes to reform the law on partnerships for purposes of implementing recommendations 24 and 25 of the Financial Action Task Force (FATF).

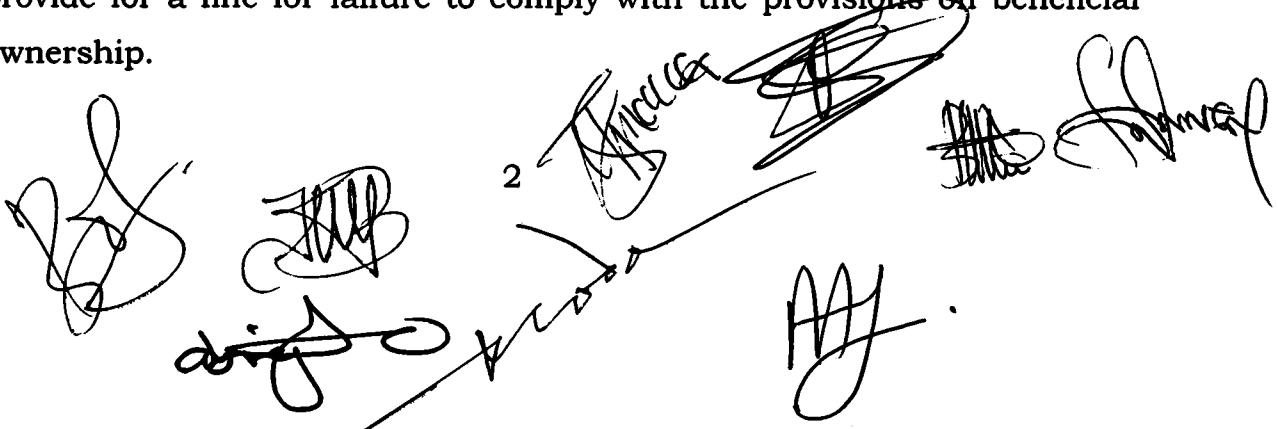
The FATF is an independent inter-governmental body that develops and promotes policies to protect the global financial system against money laundering, terrorist financing and the financing of proliferation of weapons of mass destruction. The FATF recommendations are recognised as the global Anti-Money Laundering (AML) and Counter-Terrorist Financing (CFT) standards.

The FATF recommendations require Uganda to enact provisions to strengthen and implement the system of sanctions for violations of beneficial ownership transparency obligations for legal arrangements. Further, Uganda is required to undertake robust legal reforms for Partnerships to address the deficiencies in the existing legal frame work on beneficial ownership information of legal persons and arrangements.

### **3.0. THE OBJECT OF THE BILL**

The object of the Partnerships (Amendment) Bill, 2022 is to:

- (a) amend the Partnerships Act, 2010 to provide for the definition of beneficial owner;
- (b) amend the Partnerships Act, 2010 to provide for a register of beneficial owners which shall contain particulars of beneficial owners and other related matters including, where the register is to be kept and giving notice to the registrar of the place where the register is to be kept.
- (c) empower the Minister to make regulations to prescribe additional reporting requirements to be complied with by a partnership with beneficial owners.
- (d) provide for a fine for failure to comply with the provisions on beneficial ownership.



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The Partnerships (Amendment) Bill, 2022 contains 2 clauses, wherein, it proposes to amend one Section out of sixty three Sections currently in the Partnership Act, 2010 and insert one additional Section in the Partnerships Act, 2010.

#### **4.0. METHODOLOGY**

In the process of analyzing the Bill, the Committee;

(a) met and held discussions with the following stakeholders;-

- (i) Attorney General;
- (ii) Ministry of Justice and Constitutional Affairs;
- (iii) Ministry of Defence and Veteran Affairs;
- (iv) Ministry of Internal Affairs ;
- (v) Ministry of Trade, Industry and Cooperatives;
- (vi) Ministry of Finance, Planning and Economic Development;
- (vii) Uganda Revenue Authority (URA);
- (viii) Bank of Uganda (BoU);
- (ix) Financial Intelligence Authority(FIA);
- (x) Uganda Registration Services Bureau (URSB);
- (xi) External Security Organisation (ESO);
- (xii) Internal Security Organisation (ISO);
- (xiii) Uganda Bankers' Association (UBA); and
- (xiv) Uganda Microfinance Regulatory Authority (UMRA).

(b) reviewed the following relevant documents:

- (i) The Constitution of the Republic of Uganda, 1995;
- (ii) The Partnerships Act, 2010;
- (iii) Written submission by Attorney General; and
- (iv) Written submission by Financial Intelligence Authority (FIA).

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## 5.0. ANALYSIS OF THE PARTNERSHIPS (AMENDMENT) BILL, 2022

This part of the report examines the proposed amendments contained in the Partnerships (Amendment) Bill, 2022, their legality, effect and effectiveness in light of the Constitution and other relevant laws.

### 1. Introduction of definition of beneficial owner

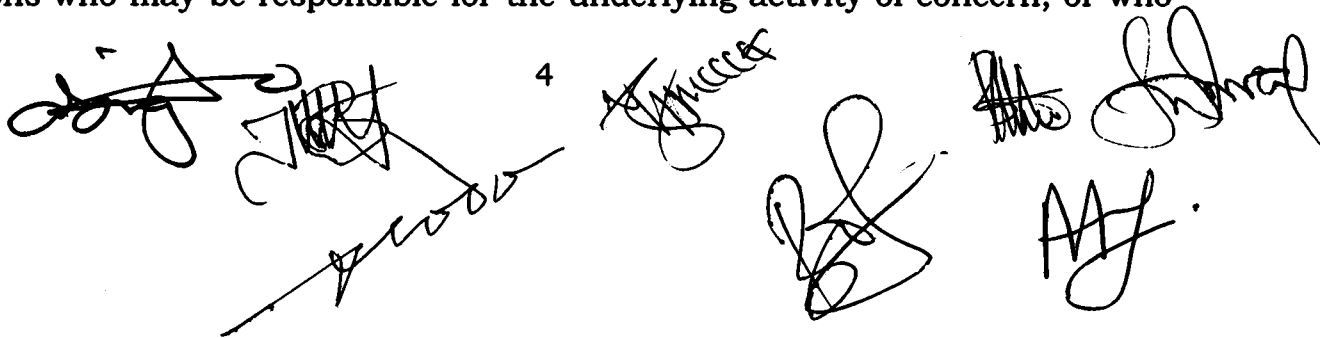
Clause 1 of the Bill proposes to amend Section 1 of the Partnerships Act, 2010 to introduce the definition of a beneficial owner. The Bill proposes that a "beneficial owner" means a natural person who ultimately owns or controls a partnership or the natural person on whose behalf a transaction is conducted in the partnership and includes a natural person who exercises ultimate control over a partnership.

The Committee has examined the proposal in the Bill and supports it since it will enhance transparency and make the identification of a beneficial owner in partnerships easy.

The Committee notes that partnerships, trusts, companies and other types of legal persons and arrangements are being used, in some cases for, illicit purposes, including money laundering (ML), bribery and corruption, insider dealings, tax fraud, terrorist financing (TF), and other illegal activities. These entities are used by criminals to circumvent anti-money laundering (AML) and counter-terrorist financing (CFT) measures by disguising and converting the proceeds of crime before introducing them into the financial system.

The Committee observes that the misuse of these entities could be significantly reduced if information regarding both the legal owner and the beneficial owner, the source of their assets and its activities were readily available to the authorities and public.

The Committee notes that legal and beneficial ownership information can assist law enforcement and other competent authorities by identifying those natural persons who may be responsible for the underlying activity of concern, or who



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may have relevant information to further an investigation. This allows the authorities to trace money in financial investigations involving suspect accounts/assets held by the entities. In particular, beneficial ownership information can also help trace a given person's assets within a jurisdiction and prevent criminality where a person is not in good standing with the law.

The Committee therefore recommends that the definition of a beneficial owner is included in the Partnerships Act, 2010 since it will enhance transparency in determining who the beneficial owner is.

**Recommendation**

***The Committee recommends that clause 1 be adopted.***

**2. Introduction of register of beneficial owners**

Clause 2 of the Partnerships (Amendment) Bill, 2022, seeks to insert a new Section 52A to provide for a register of beneficial owners which shall contain particulars of beneficial owners and other related matters including where the register is to be kept and giving notice to the registrar of the place where the register is to be kept.

The provision seeks to empower the Minister to make regulations to prescribe additional reporting requirements to be complied with by a partnership with beneficial owners and provides for a fine for failure to comply with the provisions on beneficial ownership.

The Committee has examined this provision and supports it since currently, such information is not held, making the determination of who the beneficial owner of a partnership impossible. The registry holding beneficial ownership information will be an effective mechanism in ensuring transparency and will allow the public to access such information from a single source, in a timely manner.

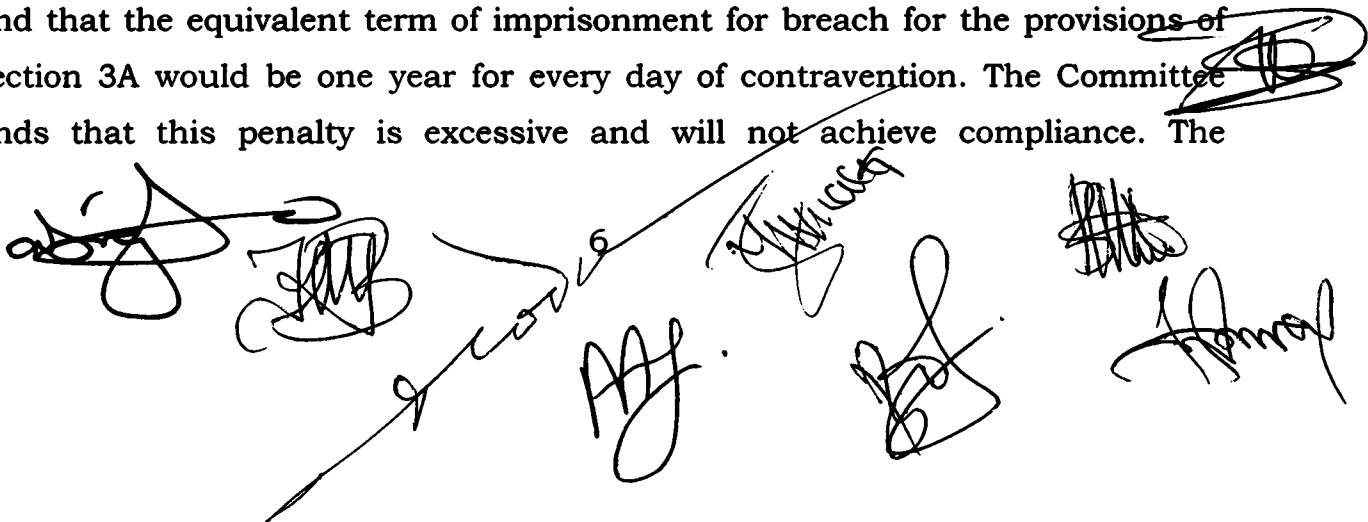
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However, whereas the Committee agrees with the principle for amending the provision, the Committee is of the considered opinion that there is need to further enhance transparency by requiring limited liability partnership to send a copy of their beneficial owners to the Minister. The Committee notes that the proposed Section 52A only obligates the partnership to keep a register of their beneficial owners at the registered office of the partnership.

The Committee observes that whereas this is good and should be supported, it is concerned that if a person is interested in getting information relating to the beneficial owners of a limited liability partnership, there is no central location such a person can acquire that information since information relating to beneficial owners is held at every limited liability partnership. This means that a person has to approach each limited liability partnership for information, making the process tedious and expensive. The Committee therefore recommends that an obligation be imposed on the limited liability partnership to send a copy of their beneficial owners to the registrar of companies under the Companies Act, 2012, thereby making the process of acquiring such information easy.

The Committee has also considered the penalty proposed for infringing the provisions of the proposed section 52A and it finds that the proposed daily fine of 25 currency points, equivalent to Five Hundred Shillings (UGX 500,000) is excessive compared to the gravity of the offences committed. The Committee notes that the penalty is excessive and needs to be revised downwards to avert a possible miscarriage of justice.

The Committee notes that if the proposed daily penalty for breach is converted into a term of imprisonment using the formula in section 3 of the Law Revision (Fines and Other Financial Amounts in Criminal Matters) Act, 2008, one would find that the equivalent term of imprisonment for breach for the provisions of section 3A would be one year for every day of contravention. The Committee finds that this penalty is excessive and will not achieve compliance. The

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Committee therefore recommends that the penalty be reduced from a daily default fine of 25 Currency points (equivalent to five hundred thousand shillings) to 5 currency points which is equivalent to One Hundred Thousand Shillings (UGX 100,000).

**Recommendation**

***The Committee recommends that clause 2 be adopted with amendment to require a limited liability partnership to send copies of their beneficial owners to the registrar of companies and to reduce the daily default fine from 25 currency points to 5 currency points.***

**6.0. CONCLUSION**

Rt. Hon. Speaker and Honourable Members, the Committee has examined the Partnerships (Amendment) Bill, 2022 and recommends that it is passed into law, subject to the proposed amendments.

The Committee observes that this Bill, when passed into law will go a long way in complying with recommendations 24 and 25 of the Financial Action Task Force (FATF) which requires Uganda to enact provisions to strengthen and implement the system of sanctions for violations of beneficial ownership transparency obligations.

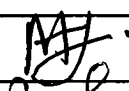
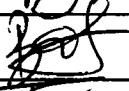


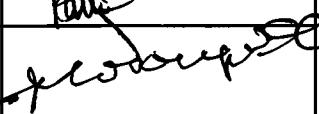
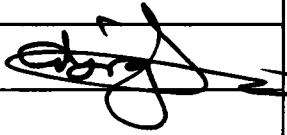

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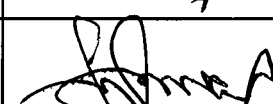


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**SIGNATURES OF MEMBERS ENDORSING THE REPORT OF THE COMMITTEE ON LEGAL AND PARLIAMENTARY AFFAIRS ON THE PARTNERSHIPS (AMENDMENT) BILL, 2022**

1	Hon. Rwakoojo Robina Gureme	Gomba West County	NRM	
2	Hon. Mutembuli Yusuf	Bunyole East	NRM	
3	Hon. Okiror Bosco	Usuk County	NRM	
4	Hon. Nkwasiibwe Zinkuratire Henry	Ruhaama County	NRM	
5	Hon. Odoi Benard	Youth Eastern	NRM	
6	Hon. Odoi Oywelowo Fox	West Budma North East	NRM	
7	Hon. Oseku Richard Oriebo	Kibale County	NRM	
8	Hon. Baka Stephen Mugabi	Bukooli County North	NRM	
9	Hon. Cherukut Emma Rose	DWR Kween	NRM	
10	Hon. Kajwengye Twinomugisha Wilson	Nyabushozi County	NRM	
11	Hon. Okia Joanne Aniku	DWR Madi Okollo	NRM	
12	Hon. Obigah Rose	DWR Terego	NRM	
13	Hon. Achayo Lodou	Ngora County	NRM	
14	Hon. Kasaija Stephen	Burahya County	NRM	
15	Hon. Teira John	Bugabula North County	NRM	
16	Hon. Silwany Solomon	Bukhooli Central	NRM	
17	Hon. Kwizera Paul	Kisoro Municipality	NRM	
18	Hon. Werikhe Christopher	Bubulo West	NRM	

19	Hon. Malende Shamim	DWR Kampala	NUP	
20	Hon. Lubega Medard Ssegona	Busiro East	NUP	
21	Hon Ssekitoleko Robert	Bamunanika County	NUP	
22	Hon. Ssemujju Ibrahim	Kira Municipality	FDC	
23	Hon. Adeke Ann Ebaju	DWR Soroti	FDC	
24	Hon. Lt. Gen. James Mugira	UPDF		
25	Hon. Asuman Basalirwa	Bugiri Municipality	JEEMA	
26	Hon. Alum Santa Sandra Ogwang	DWR Oyam	UPC	
27	Hon. Shartsi Musherure Nayebare Kutesa	Mawogola North County	INDEP.	
28	Hon. Abdu Katuntu	Bugweri county	INDEP.	
29	Hon. Acrobert Kiiza Moses	Bughendera County	INDEP.	
30	Hon. Niwagaba Wilfred	Ndorwa County	INDEP.	

**PROPOSED AMENDMENTS TO THE PARTNERSHIPS (AMENDMENT) BILL,  
2022**

**CLAUSE 2: INSERTION OF NEW SECTION 52A IN PRINCIPAL ACT**

Clause 2 is amended in the proposed Section 52A-

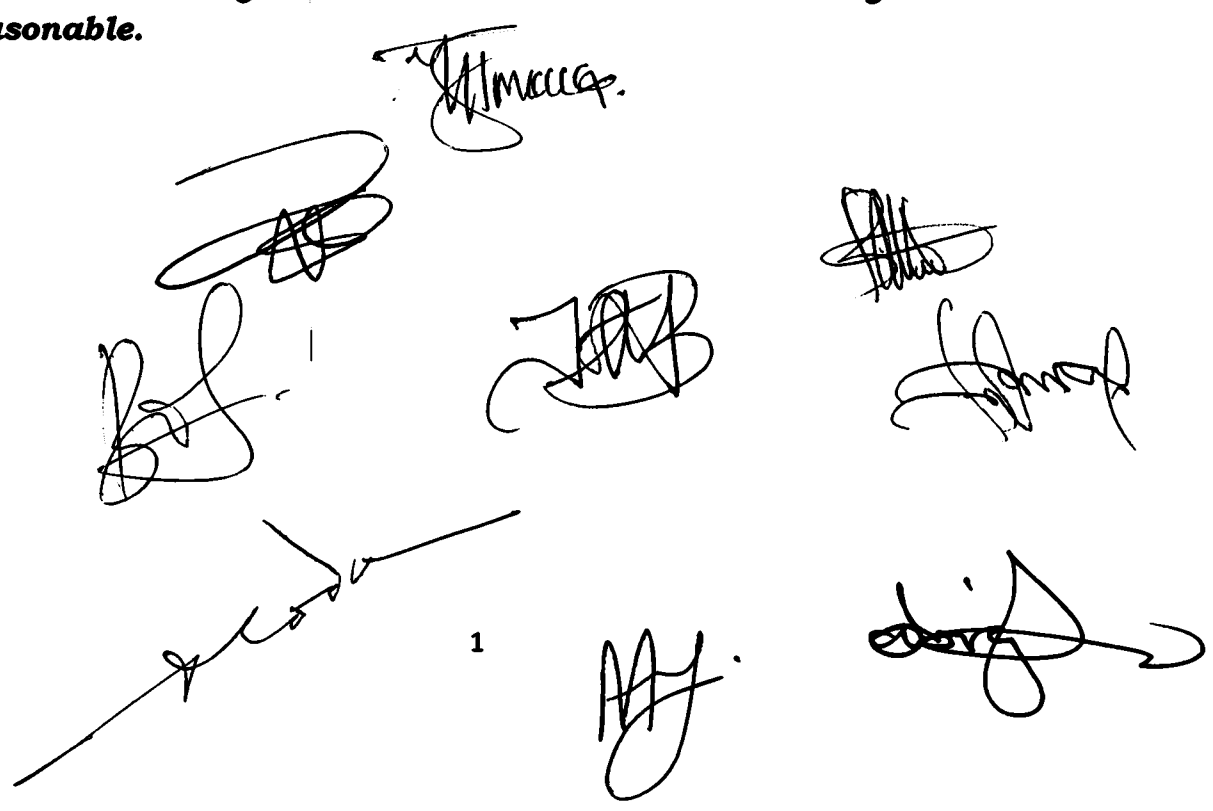
(a) by inserting immediately after the proposed subsection (3), the following new subsection—

“Notwithstanding subsection (2), a limited liability partnership shall, within fourteen days after creating the register of beneficial owners, transmit a copy of the register to the registrar.”; and

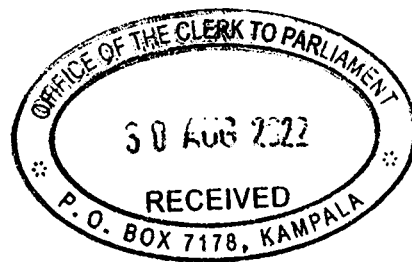
(b) subsection (5), by substituting for the words “twenty five”, the word, “five”.

**Justification**

- ***To require the limited liability partnership with beneficial owners to submit a copy of the register of beneficial owners to the registrar of companies for ease of accessibility of the register by the public.***
- ***To reduce the prescribed daily default fine from five hundred thousand shillings to one hundred thousand shillings to make it reasonable.***



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**PARLIAMENT OF UGANDA**

**MINORITY REPORT ON THE REPORTS OF THE  
SECTORAL COMMITTEE ON LEGAL AND  
PARLIAMENTARY AFFAIRS ON THE PARTNERSHIPS  
(AMENDMENT) BILL, 2022, INSOLVENCY (AMENDMENT)  
BILL, 2022 AND TRUSTEES INCORPORATION  
(AMENDMENT) BILL, 2022**

**OFFICE OF THE CLERK TO PARLIAMENT  
PARLIAMENT BUILDING  
KAMPALA-UGANDA**

**AUGUST, 2022**

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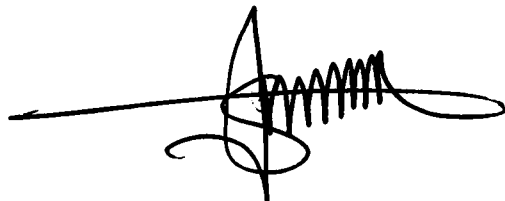
## **1.0. INTRODUCTION**

The Partnerships (Amendment) Bill, 2022, the Insolvency (Amendment) Bill, 2022 and the Trustees Incorporation (Amendment) Bill, 2022 were read for the first time just last week on 23<sup>rd</sup> August, 2022 and pursuant to Rule 129 (1) of the Rules of Procedure of Parliament of Uganda and the same were referred to the Sectoral Committee on Legal and Parliamentary Affairs for scrutiny.

In accordance with Rule 129 (2) of the Rules of Procedure of Parliament of Uganda, the Committee was supposed to examine the Bills in detail and make all such inquiries in relation to them as the Committee considers necessary and report back to the House within stipulated period of 45 (forty five) days from the date the Bills were referred to the Committee.

Following the referral of the Partnerships (Amendment) Bill, 2022, the Insolvency (Amendment) Bill, 2022 and the Trustees Incorporation (Amendment) Bill, 2022, the Committee on legal and parliamentary affairs was not given or accorded an opportunity of meeting and receiving memoranda from relevant stakeholders for purposes of soliciting or getting sufficient views on the Bills.

The Committee on Legal and Parliamentary Affairs together with three other Committees namely; Finance, Planning and Economic Development, Trade, Industries and Tourism and Defense and Internal Affairs were summoned on a very short notice to what looked like a seminar to consider the Bills.

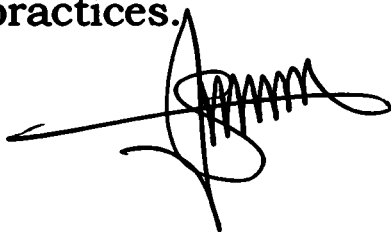
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The seminar in the Conference Hall at Parliament was convened by Deputy Speaker where the Attorney General (AG), Uganda Registration Services Bureau (URSB) and Financial Intelligence Authority (FIA) made brief presentations.

This alien method and instructions to report on the Bills almost immediately after the seminar, didn't afford us enough time to understand the fundamental nature of these Bills and to ask pertinent questions. It was quite unusual to "herd" four committees in one room to consider Bills separately referred to them.

Some of the critical stakeholders namely Uganda Law Reform Commission (ULRC) and Uganda Law Society (ULS) who in the past have made valuable contributions during consideration of Bills were not invited.

The procedure adopted in processing these Bills was foreign to the Rules of Procedure and did not afford the Committee time and opportunity to adequately consult on the Bills. In fact we were asked to Pirouette parliamentary values and practices.

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## **TIRED OR SLEEPING GOVERNMENT**

Uganda is a member of the Eastern and Southern Africa Anti Laundering Group (ESAAMLG). ESAAMLG is an associate member of the *Financial Action Task Force (FATF)* which was established with the objectives of developing international standards and promoting policies through implementation of legal, regulatory and operational measures to protect the integrity of the of the global financial system against Money Laundering (ML); Terrorist Financing (TF); and Proliferation Financing (PF).<sup>1</sup>

The FATF developed the 40 FATF Recommendations sometimes referred to as the “standards” which all members are obligated to implement in order to ensure that their financial systems are protected against Money Laundering, Terrorist Financing, and Proliferation Financing.<sup>2</sup>

ESAAMLG is required to ensure that all its member countries subscribe to the FATF global ALM/CFT standards, which is done by conducting mutual evaluation exercises for each of its members to assess the extent to which the 40 FATF standards are being implemented.<sup>3</sup>

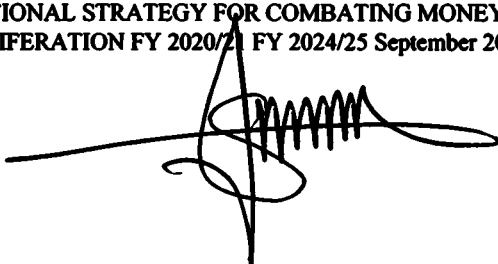
The mutual evaluations are conducting a methodology that was developed by FATF and the results presented in a mutual evaluation report (MER).

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<sup>1</sup> NATIONAL STRATEGY FOR COMBATING MONEY LAUNDERING AND THE FINANCING OF TERRORISM AND PROLIFERATION FY 2020/21 FY 2024/25 September 2020, Page 13

<sup>2</sup> Ibid

<sup>3</sup> Ibid

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In June 2016, ESAAMLG conducted a mutual evaluation assessment to evaluate Uganda's AML/CFT regime, and the MER containing the results was adopted by the ESAAMLG Plenary meeting in April 2016. The report identified Uganda's strategic AML/CFT deficiencies, and based on the FATF methodology found the "Effectiveness" of Uganda's AML/CFT to be "Low". Uganda's effectiveness in achieving the "Immediate Outcomes (IOs)" of the FATF was low for all eleven (11) outcomes. The Uganda MER 2016 provided recommendations for Uganda to address the deficient areas in her AML/CFT regime.<sup>4</sup>

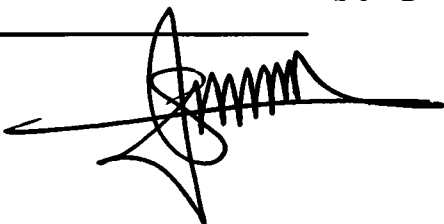
In December 2019, the FATF conducted a Post Observation Period assessment and assessed that Uganda had not made tangible progress in addressing her deficiencies and determined that Uganda be placed on the FATF observation grey list.<sup>5</sup>

Now, after a period of 6 (Six) years of inaction, the Government is hastily pursuing the Partnerships (Amendment) Bill, 2022, the Insolvency (Amendment) Bill, 2022 and the Trustees Incorporation (Amendment) Bill, 2022 in total contravention of the Rules. Parliament must reject this stampede.

This Parliament facilitates the President as an individual with almost a trillion shilling every year to manage the state. If he is tired, Parliament must find a solution. If his appointees are the reason, we must crack the whip. Uganda is a poor country that cannot afford a sleepy government.

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<sup>4</sup> Ibid  
<sup>5</sup> Ibid

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## **2.0. POINTS OF DISSENT**

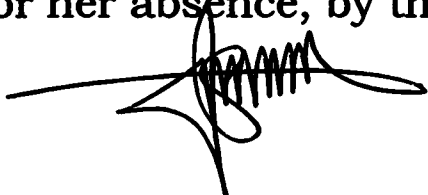
My disagreements are in the following areas.

- (1) The majority have produced reports on the above mentioned Bills without complying with the Constitutional requirements on consultation as required in Article 1 and 8A of the Constitution.
- (2) The process and procedure adopted in processing these reports offends the Rules of procedure of Parliament.
- (3) Did we even have the quorum to transact business as a Committee?

## **2.1. Contravention of the Rules of Procedure**

The procedure adopted by the Committee in processing these Bills was in contravention of the Rules of Procedure of Parliament, particularly rules relating to the manner of calling of meetings.

Rule 203 of the Rules of Procedure of Parliament guides on meetings of Committee and requires that a Committee shall commence sittings as soon as possible after it has been assigned to consider a Bill or other matter referred to it by the House. Sub Rule (2) of the same Rule requires that meeting of the Committee shall be held at such a time and place as may be determined by the Chairperson of the Committee or in his or her absence, by the Deputy Chairperson.



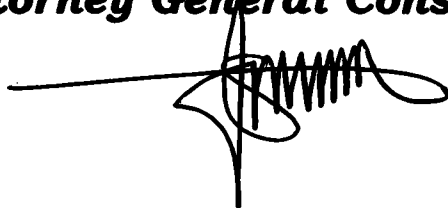
Sub Rule 3 of the same Rule further provides that unless the House is sitting, not less than forty eight hours' notice shall be given to Members of the Committee when calling any meeting.

The above Rules of Procedure were violated during consideration of the Partnerships (Amendment) Bill, 2022, the Insolvency (Amendment) Bill, 2022 and the Trustees Incorporation (Amendment) Bill, 2022 since the meeting of the Committee on Legal and Parliamentary Affairs was not called by the Chairperson as required in Rule 203 and neither was the statutory period for calling such a meeting adhered to.

The failure to abide by Rule 203 meant that the Members of the Committee did not have adequate notice of the meeting to consider the Partnerships (Amendment) Bill, 2022, the Insolvency (Amendment) Bill, 2022 and the Trustees Incorporation (Amendment) Bill, 2022.

This meant that Members of the Committee who did not participate in the processes leading to the consideration of the report were allowed to participate in report writing of the three Bills.

This means that the members who participated in report writing yet they did not attend the initial meeting of the Bill did so irregularly, as was found by Court in ***Male Mabirizi & Ors v Attorney General Constitutional Petitions Nos. 49***

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