

IN THE SUPERIOR COURT OF JUDICATURE

IN THE COURT OF APPEAL

(CIVIL DIVISION)

ACCRA-2020

Consolidated

Appeal No.H1/64/2019

H1/192/2019

Date: 30th November 2020

CORAM:

TANKO AMADU JSC (PRESIDING)

MARGARET WELBOURNE (JA)

OBENG-MANU JNR. (JA)

1. LIVING FAITH WORLD OUTREACH CENTRE } PLAINTIFFS/APPELLANTS
2. WORLD MISSION AGENCY
3. HUGH SAVAGE

VS.

- | | |
|----------------------------|---------------------------------------|
| 1. THE REGISTRAR GENERAL | 1 ST DEFENDANT/RESPONDENT |
| 2. GEORGE ADJEMAN | 2 ND DEFENDANT/RESPONDENT |
| 3. DR. YAW GYAMFI | 3 RD DEFENDANT/RESPONDENT |
| 4. WINNERS CHAPEL GHANA | 4 TH DEFENDANT/RESPONDENT |
| 5. PASTOR EMMANUEL CHAMAH | 5 TH DEFENDANT/RESPONDENT |
| 6. MR. SOLOMAN BONNEY | 6 TH DEFENDANT/RESPONDENT |
| 7. DR. DENIS ANSAH DONKKOR | 7 TH DEFENDANT/RESPONDENT |
| 8. DR. VICTOR ATTROR | 8 TH DEFENDANT/RESPONDENT |
| 9. MR. SAMUEL BEKOE | 9 TH DEFENDANT/APPELLANT |
| 10. DORA ASANTEWAA ACQUAYE | 10 TH DEFENDANT/RESPONDENT |

11. ROSINA TABI	11 TH
DEFENDANT/RESPONDENT	
12. ELIZABETH AAFO-ADJEI	12 TH DEFENDANT/RESPONDENT
13. FLORENCE DAAKU	13 TH DEFENDANT/RESPONDENT
14. CEPHAS KWASHIVIE AGBELIE	14 TH DEFENDANT/RESPONDENT
15. GEROPHINE TACKIE	15 TH DEFENDANT/RESPONDENT

JUDGMENT

TANKO AMADU JSC

(1) This appeal is from the judgment of the High Court, dated 28/7/2017 the record of appeal reveals that the judgment appealed from was delivered in two (2) consolidated suits. At the Trial Court, the suits are Numbered BMISC 877/2004 and AHR 9/2005 respectively. **Suit Number BMISC 877/2004** is entitled **LIVING FAITH WORLD OUTREACH CENTRE & 7 OTHERS VS. GEORGE AGYEMAN & 9 OTHERS** while **Suit Number AHR 9/2005** is entitled **LIVING FAITH OUTREACH CENTRE & 2 OTHERS VS. THE REGISTRAR GENERAL & 14 OTHERS**. The Trial Court delivered one judgment in respect of the two suits. I shall deal with the issues arising from the consolidation of the two suits subsequently. At this point, however, it is necessary to put the consolidated appeal into perspective.

(2) **PARTIES TO THE APPEAL**

The 1st and 2nd Appellants in the appeals before this Court are two companies. The two companies referred are known as; **LIVING FAITH OUTREACH CENTRE AND WORLD MISSION AGENCY**. They are also the 1st and 2nd Plaintiffs in the two suits consolidated in the Trial Court. The other Appellants are a number of individuals. The individuals who joined these companies as Plaintiffs in the two

suits are members of a church established by the 1st Plaintiff/ Appellant. This church is known as '*Winners Chapel*'. These individuals used to worship with the individual Defendants mentioned in the two suits in the same church called Winners Chapel until they parted ways.

- (3) At the inception of the suit, all the Defendants including 5th, 8th and 9th Defendants in Suit Number BMISC 877/2004 were represented by Lynnes Quarshie Idun & Co. Subsequently, however, 5th, 8th and 9th Defendants who initially were not served with the Writ of Summons changed their lawyers and appointed Messrs Otoo Kotey & Associates as their lawyers. The 5th and 9th Defendants subsequently filed a separate defence to the two suits. These Defendants have also appealed against the judgment of the Trial Court. From the record, the 8th Defendant did not participate in the proceedings through he was duly served with all the processes. Thus at the hearing of the appeal, the two appeals were consolidated for this court to deliver one judgment in respect of the two appeals from one record.
- (4) The other Defendants are the Respondents to the appeal before the Court. In terms of the parties, I note from the record that the tenth Defendant in **Suit Number BMISC 877/2004** (*Life Assembly Church*) appears in the second suit as 4th Defendant with a new name (*i.e. Winners' Chapel Ghana*). An examination of the record, the reason for this change is not farfetched. Pastor George Adjeman around whom the two suits revolved decided that the Winners Chapel Church which had strong connection with a similar church established in the Federal Republic of Nigeria, had severed relations with the church in Nigeria. The Plaintiffs did not accept this decision. Those who supported Pastor Adjeman's decision are the Defendants. At the time Pastor Adjeman declared that the relationship between the two churches

had been severed, he initially renamed the Winners Chapel Church as *"The Life Assembly Church"*. Subsequently, however, he reverted to the name Winners Chapel and then proceeded to register it as a company limited by guarantee under the Companies Act, 1963 (Act 179).

- (5) The facts just narrated regarding the Life Assembly Church and its relationship with the Winners Chapel Church is confirmed by the Monday, June 28, 2004, publication of the Daily Graphic. The publication was made under the heading: **COUP AT WINNERS CHAPEL**. The opening sentence of the publication read; *"members of the Winners Chapel in Ghana have, by a resolution, formed a new church called Life Assembly, also known as Champions"*. Copies of the said publication can be found at pages 21 and 22 of Volume 1 of the record.
- (6) The Appellants have conveniently put the parties to this appeal into four (4) groups. Attending to the record, this grouping was conveniently done and puts into context the parties to the appeal. The first group of parties are the corporate Plaintiffs (*1st and 2nd Plaintiffs in the two suits*) and their loyalists, the natural persons who include 3rd to 8th Plaintiffs in Suit Number BMISC 877/2004 as well as Pastor Hugh Savage in Suit No. AHR 9/2005 on the one hand; while the second group of parties are those Defendants led by Pastor Adjeman. These include 1st to 4th and 6th to 8th Defendants in Suit No. BMISC 877 as well as 2nd to 4th, 6th, 7th and 10th to 15th Defendants in Suit Number AHR 9/2005 on the other hand.
- (7) Then there are the Defendants who initially accepted Pastor Adjeman's leadership but subsequently parted ways with Pastor Adjeman and appointed their own lawyers. These are the 5th and 9th Defendants in Suit No. Number BMISC 877/2004

and also 5th, 8th and 9th Defendants in Suit Number AHR9/2005. The last category is made up of just the Registrar General who was sued in Suit Number AHR 9/2005 for having exercised his statutory function of registering Pastor Adjeman's initially declared Life Assembly Church as Winners Chapel Ghana and also for facilitating the change in membership of 1st and 2nd Plaintiffs in both suits. For a better appreciation of the parties in this appeal, I shall be referring to the parties in the manner in which they were described and endorsed at the Trial Court i.e. '*Plaintiff's/Appellants*', '*Defendants/Appellants*' and '*Defendants/Respondents*' as the context so applied.

(8) **BACKGROUND TO THE DISPUTE**

As already pointed out, until the matters that gave rise to the suits, in the Trial Court, all the individual natural persons who were named in the two suits were members of a church known as Winners Chapel. This church was founded in Ghana by the 1st Plaintiff which is an entity registered as a company limited by guarantee for religious and charity purposes. This fact is not in dispute. The record also reflects that 1st and 2nd Plaintiffs are sister companies of corporate entities with the same names in the Federal Republic of Nigeria. This fact is also not in dispute and evidence can be found in the certificates of registration of these companies in Nigeria which were attached to the Plaintiffs' affidavit in support of a motion for interlocutory injunction filed on 20/8/2004 in Suit Number BMISC 877/2004. (*See pages 24 and 25 of Volume 1 of the record of appeal*).

(9) It is also not disputed that the human individuals who are the directing minds of the two companies in Nigeria which founded the Winners Chapel in the Federal Republic of Nigeria are also the same individuals who are the brains behind and promoted the 1st and 2nd Plaintiffs in Ghana leading to the establishment of the

Winners' Chapel Church in Ghana. Again, the record undisputedly supports this fact.

- (10) The said Pastor Adjeman around whom the two suits revolve, was first employed in Nigeria as Pastor in the Winners Chapel of Nigeria. He was posted from Nigeria to Ghana in 1998 as pastor in the Winners Chapel of Ghana. He returned to Nigeria in 1999 and was reposted to Ghana in 2002. In 2004 however, he was required to return to Nigeria again. This time, he resisted his transfer back to Nigeria. These facts are also not disputed by any of the parties.
- (11) Having refused transfer to Nigeria, Pastor Adjeman took control of the 1st and 2nd Plaintiffs in Ghana and also the church, Winners Chapel established by the 1st Plaintiff. Pastor Adjeman's actions therefore broke up the relationship that existed between 1st and 2nd Plaintiffs and also the church, Winners Chapel established in Ghana with that of their counterparts in the Federal Republic of Nigeria.
- (12) Pastor Adjeman then masterminded a change in the membership of the 1st and 2nd Plaintiffs at the registry of companies. Pastor Adjeman did this by removing the initial members of the 1st and 2nd Plaintiffs who were mainly Nigerians and substituted them with others, comprising mainly 2nd to 15th Defendants in Suit Number AHR9/2005.
- (13) The Plaintiffs instituted Suit Number BMISC 877/2004 against Pastor Adjeman after he and his followers declared what may be loosely described as the independence of the Ghanaian entities from in Nigeria. While Suit Number BMISC 877/2004 was pending in the Trial Court, Pastor Agyeman and his breakaway group registered the Winners Chapel Ghana which hitherto was an association of membership which assembled under the auspices of the 1st Plaintiff to worship as a church. It is this registration which provoked Suit Number AHR 9/2005. These

facts constitute the background to the actions in the Trial Court. These facts are undisputed and are overwhelmingly confirmed by the evidence on record.

(14) **CONSOLIDATION OF THE SUITS AT THE TRIAL COURT**

To facilitate the trial, the Trial Court by order dated the 25th day of July 2005, consolidated the two suits. Though the suits were consolidated, the Trial Court delivered only one judgment instead of two separate judgments to reflect the issues and reliefs claimed in each of the suits. However, we have noticed that the Trial Court in its judgment clearly and distinctly dealt with the issues raised in each suit and the said approach is consistent with procedure and judicial precedent.

- (15) In his written submissions, counsel for the Plaintiffs has referred us to the decision of this Court in the case of **AGBOADO AND OTHERS VS. FIANKOR AND ANOTHER [1995-96] 1 GLR 278-289**. In that case, this Court allowed an appeal on the ground that the Trial Court failed to deliver separate judgments in a consolidated suit. Counsel however does not appear to press any specific point regarding the single judgment delivered by the Trial Court in the instant case. I shall however examine the significance of the *Agboado* case in so far as the failure of the Trial Court to deliver separate judgments in the two suits is concerned. In the *Agboado* case cited by the Plaintiffs, this Court allowed the appeal and ordered a retrial mainly because after consolidating as many as five (5) suits, the Trial Circuit Court proceeded as though there was only one Plaintiff against one Defendant with the same reliefs and the same defences and delivered only one judgment. This Court found that injustice had resulted arising from the peculiar facts and circumstances of the case because the rights of a substantial number of the parties were not considered and determined by the Trial Court.

- (16) In the instant case, however, the Plaintiffs do not appear to be pressing any case against the single judgment of the Trial Court. All the Plaintiffs do is to just draw the court's attention to the *Agboada* decision. Indeed the Plaintiffs themselves say that they are not taking any point on this ground. If they had contested the decision of the Trial Court on the ground that the court failed to deliver two judgments, it would have been necessary to demonstrate the injustice suffered by them as a result of the delivery by the Trial Court of one judgment in the consolidated suit. They actually concede that there is no basis for attacking the judgment of the Trial Court on the ground that it delivered one, instead of two judgments to reflect the two suits as consolidated. Defendants, in their written submissions, agreed with Plaintiffs in this regard.
- (17) The principle in the *Agboado* case makes it acceptable to say that it is trite knowledge that cases in which the same facts pattern are alleged and which are similar in terms of issues for determination, may be consolidated by way of putting them together and heard in one and the same proceedings. The rules of the Trial Court permit it. (*See order 39 of C.I. 47*). Consolidation is a procedure resorted to for efficiency and it is not novel. As a case Management mechanism, it makes evidence gathering and witness testimony easier. Indeed, it is recorded that the Supreme Court has in the past consolidated a number of cases that are similar and raised the same federal question. Having consolidated them, the consolidated cases retained the title of one of the individual cases, and the Justices in that case delivered a single decision which applied to all of them. This happened in the famous case of **BROWN VS. BOARD OF EDUCATION, [1954]**, (*Kansas*) which was consolidated with other public school segregation cases from three other States namely: **i. BROWN VS. BOARD OF EDUCATION, 347 US 483 (1954)**

(Kansas), ii. **BRIGGS VS. ELLIOT (South Carolina)**, iii. **DAVIS VS. COUNTY BOARD OF EDUCATION OF PRINCE EDWARD COUNTY (Virginia)**, iv. **GEBHART VS. BELTON (Delaware)**. Thus in the instant situation, the Trial Court consolidated the two suits for efficiency, as it is procedurally permissible.

(18) In the same vein, this Court by an order dated the 21st day of January 2020 consolidated all the appeals before the Court. In the *Agboado* case, this Court held that although an important incidence of consolidating cases was to enable the hearing to be facilitated and expedited, another equally important incidence of consolidation was that, a separate judgment had to be delivered in each suit. Upon due consideration of the prevailing circumstances just as the Trial Court this court has decided to deliver one judgment in this consolidated appeal but will ensure that all the issues arising in the two appeals before the Court are considered and appropriately determined.

(19) **THE APPEAL**

Four notices of appeal were filed by the Appellants against the judgment of the Trial Court. The Plaintiffs filed two notices of appeal, each of them relating to each of the suits before the Trial Court which are Suit Numbers BMISC 877/2004 and No. AHR 9/2005. These appeals can be found at pages 83-99 and 90-95 of Volume 3 of the record. Like the Plaintiffs, the 5th and 9th Defendants who broke away from Pastor Adjeman also filed an appeal against the judgment in respect of the first suit (*See page 96 of Volume 3 of the record*). Only the 9th Defendant appealed against the, judgment in respect of the second suit.

(20) An examination of the reliefs sought in the two suits will give an indication as to the reliefs also prayed for in this Court. The reliefs definitely inform that issues

raised in the appeals before the Court. A discussion of the reliefs in each of the suits will be followed by a discussion of the case of the parties in each of the suits.

(21) **RELIEFS CLAIMED IN SUIT NO BMISC 877/2004.**

In Suit Number BMISC 877/2004, the Plaintiff companies (*1st and 2nd Plaintiffs in the two suits*) and the other Plaintiffs in the said suit claim against Pastor Adjeman and his followers' declaration of title to three landed properties. These are;

(i) *Property known as H/No.5 situate at Arko Adjei Street
Adjacent Miklin Hotel in East Legon.*

(ii) *The place of worship of Winners Chapel known as
No.16 Otublohum Road, Industrial Area and the
parcel of land adjoining thereto.*

(iii) *A parcel of land described as 390 ft. more or less on the
South-West and bounded by the assignor's land, 890 ft. on the
South-East and bounded by the assignor's land, 970 ft. on the
North-West and bounded by the assignor's land and 1,400ft on
the North-East and bounded by the assignor's land together
with title documents of the said land.*

(22) The Plaintiffs also prayed the Trial Court for accounts in respect of Pastor Adjeman's stewardship of the 1st and 2nd Plaintiffs and the Winners Chapel Church and payment of whatever amount is due the 1st and 2nd Plaintiffs upon taking such an account together with interest accruing on such amount with effect from 16/01/2004 when Pastor Adjeman started managing the affairs of the Winners Chapel Church independently.

(23) Finally, the Plaintiffs prayed the Trial Court for an order of perpetual injunction, restraining Pastor Adjeman and his followers from interfering with Plaintiffs' quiet enjoyment of its places of worship and other properties. The key issue raised by this suit, therefore, is the ownership of the properties belonging to the 1st and 2nd Plaintiffs after Pastor Adjeman took over the administration of the two institutions and the church established by the 1st Plaintiff.

(24) The issues which arose from Suit Number BMISC 877/2004 are not new. Our courts have dealt with similar situations in a number of cases some of which have been cited by the Appellants. The court refers, for example to the case of **OBENG & OTHERS VS. ASSEMBLIES OF GOD CHURCH, GHANA [2010] SCGLR 300**. In the words of Dotse JSC, the facts of the case concerned: *"a reputable House of God and others also reputed to be very outstanding and charismatic men of God"* which came *"to the litigation altar of the civil Courts"* for determination.

(25) **RELIEFS CLAIMED IN SUIT NO. AHR 9/2005.**

In Suit Number AHR 9/2009 the reliefs claimed by the Plaintiffs are as follows;

" i. A declaration that the registration by the 1st Defendant of the 4th

Defendant with the name "Winners Chapel" notwithstanding, that the said name gained so much force and/or publicity both locally and internationally as associated with Plaintiff is an improper exercise of 1st Defendant's discretion and indeed wrongful.

ii. An order directed at 1st Defendant to cause to be cancelled and/or removed from the register of companies, the name of the 4th Defendant in the register of companies to avoid misleading the general public as to the identity and/or relationships between Plaintiffs on the one hand, and the 2nd to 15th Defendants on the other hand.

- iii. *An order directed at Defendants to cause to be published in the gazette and the media, the fact of cancellation and/or removal of 4th Defendant's name from the register of companies or cause the change of 4th Defendant's name to be published accordingly, pursuant to relief (i) above.*
- iv. *An order of perpetual injunction restraining second to 15th Defendants whether by themselves, their servants or agents or otherwise, howsoever, from doing and/or persisting in acts which tend to and/or are calculated to deceive and mislead the general public into believing that 2nd, 3rd and 4th Defendants are the same as and/or share some affinity with Plaintiffs.*
- v. *An order of rectification of the register of companies by deleting the names of 2nd, 3rd, as well as 5th to 15th Defendants as directors and/or subscribers to the Regulations of first and second Plaintiffs".*

(26) I have already stated that this suit resulted from the decision by Pastor Adjeman and his group to register Winners Chapel as their church. What then was the case of the respective parties at the Trial Court?

(27) **PLAINTIFFS' CASE IN SUIT NO. BMISC 877/2004**

The Plaintiffs' case in this suit is that the 1st and 2nd Plaintiffs were registered by a team of missionaries from the Federal Republic of Nigeria who came into Ghana to spread their religious beliefs. Before they arrived in Ghana, these missionaries were carrying on their missionary activities through two (2) corporate entities in the Federal Republic of Nigeria. The entities, like the 1st and 2nd Plaintiffs in the suit on appeal to this court, are also known as Living Faith World Outreach Centre and World Mission Agency.

(28) When the Nigerian missionaries arrived in Ghana, they decided to replicate in Ghana the blueprint on the basis of which they carried on their missionary

activities in the Federal Republic of Nigeria. It is for this reason that 1st and 2nd Plaintiffs were registered with the same names as the Nigerian entities. As it happened in Nigeria, the 1st Plaintiff, like the Living Faith World Outreach Centre of Nigeria, established a church in Ghana known as Winners Chapel.

- (29) The 1st Defendant in this suit, Pastor Adjeman, was employed by the Living Faith World Outreach Centre of Nigeria official as a pastor in its church in Nigeria also known as Winners Chapel. He was subsequently appointed as a pastor of the Winners Chapel in Nigeria and later ordained a bishop of the church in Nigeria on the 11th day of December 1999.
- (30) It has already been noted that in 2002, Pastor Adjeman was seconded to the World Mission Agency in Ghana for purposes of foreign missionary activities. He was therefore posted to Ghana to work for the 2nd Plaintiff in Ghana. The 2nd Plaintiff also seconded him to the 1st Plaintiff to officiate as pastor in its Winners Chapel church in Ghana. It has also been noted that before his posting to Ghana in 2002, Pastor Adjeman had earlier been posted to Ghana from Nigeria but subsequently recalled to Nigeria. It is his second coming to Ghana, however, which is relevant to the instant suit.
- (31) The Plaintiffs contend that it was the foreign missionary activities of the 1st and 2nd Plaintiffs' sister companies in Nigeria, that brought George Adjeman to Ghana to pastor in a church already established in Ghana by the 1st Plaintiff. As the record reveals, Pastor Adjeman, therefore, did not come to start a new church in Ghana.
- (32) The Plaintiffs' case is that Pastor Adjeman took advantage of his leadership position in the church and incited a rebellion in the church when he was informed,

as it happened after his 1st posting to Ghana, that he had been recalled to Nigeria. Pastor Adjeman acting together with some of the Defendants and others, resisted the transfer back to Nigeria and declared administrative independence of the Ghana church from Nigeria.

(33) It is the Plaintiffs' case that Pastor Adjeman's refusal to be transferred back to Nigeria is wrongful to the extent that he imposes himself on the Plaintiffs. They also contend that having refused posting to Nigeria, Pastor Adjeman cannot retain his position in the Winners Chapel church in Ghana or remain a member of the 1st and 2nd Plaintiffs whose membership Pastor Adjeman changed after he refused to be transferred to Nigeria.

(34) Plaintiffs also make a case of embezzlement against Pastor Adjeman. They contend that whilst he was entrusted with leadership of the Winners Chapel Church, funds meant for church projects and programmes came into his hands which he has failed to account for or pay into the accounts of the Plaintiffs. It was for this reason that Plaintiffs sought for an order of accounts.

(35) **THE PLAINTIFFS' CASE IN SUIT NO. AHR 9/2005.**

As pointed out already, this suit was initiated whilst Suit Number BMISC 877/2004 was pending. It became necessary to commence this suit against Pastor Adjeman and his followers because, Pastor Adjeman had registered the church Winners Chapel which already existed as an unregistered association of individuals under the auspices of the 1st Plaintiff.

(36) The Plaintiffs' case in this court is that, the name *Winners Chapel* is exclusively associated with the church established in Ghana by the 1st Plaintiff. The Church, '*Winners Chapel*' is known globally to be the church established by the Living

Faith World Outreach Centre in any country where the Nigerian missionaries have extended their work.

- (37) The Plaintiffs contend that Pastor Adjeman registered the Winners Chapel Church in bad faith. The reason is that the church pre-dated its registration and Pastor Adjeman knew that the church was never intended to be registered to exist separately from the legal entity which run its business which is the 1st Plaintiff. Pastor Adjeman therefore, only prepared documentation to cover an association which operated as part of the 1st Plaintiff's business and then falsely represented it as if it was different from the church established by the 1st Plaintiff.
- (38) The Plaintiffs support their case in the action by pointing out that prior to and subsequent to the registration of Winners Chapel which is the 4th Defendant herein, Pastor Adjeman and his followers worshipped and used the same facilities provided by the 1st Plaintiff for use by the membership of the Winners Chapel Church.
- (39) In the instant suit, the Plaintiffs also fault the Registrar of Companies for registering the Church Winners Chapel at the instance of Pastor Adjeman and his followers. The Plaintiffs argue that at the time of the registration, the Registrar of Companies knew or must have known that there was a feud in the church with the imminent possibility that some members will try to overreach other members.
- (40) The dispute in the church was widely published in Newspapers (*see pages 59-62, 211-213 of Volume 1 and pages 251-252 of Volume 3 of the record*). Moreover, there is undisputed evidence on record that 1st Plaintiff's name was submitted to the Registrar General for registration in 1997 was **LIVING FAITH OUTREACH CENTRE (a.k.a. WINNERS CHAPEL)**.

(41) AT THE TRIAL COURT

PW1 testified on this fact at pages 458-459 of Volume 1 of the record as follows:
“Building on the initial registration that was done by Hugh Savage as one of the directors, myself, my wife, pastor Steve Abraham and his wife became the directors of the Living Faith Outreach Centre a.k.a. Winners Chapel. At the point of registration, we inquired about the requirements of registration which information was given to us. We were given all the forms which we filed and submitted. We were told to go ahead and commence work. Living Faith Outreach Center is a church and the church’s letterhead bears the same identity. The church we started was also registered as Living Faith Outreach Center a.k.a. Winners Chapel. At the point of registration, Living Faith Outreach Center a.k.a. Winners Chapel did not appear because the names were too long but all our documents for official transactions carry our identity, Living Faith Outreach Center a.k.a. Winners Chapel” (emphasis added).

(42) This fact is supported by Daily Graphic publications found at pages 21-23 of the record (Vol.1) in which the name **MWA/LIVING FAITH OUTREACH CENTRE (a.k.a. WINNERS CHAPEL)** has been captured. Indeed, at the time the fourth Defendant was registered, therefore, the Registrar General had actual notice that the name *“Winners Chapel”* was associated with first Plaintiff.

The Case of the Pastor Adjeman led Defendants in Suit Number BMISC 877/2004.

(43) In discussing the case of these Defendants which is quite straightforward, I shall point out the areas of agreement between their case and that of the Plaintiffs. The Defendants, first of all, actually admit almost in totality, the factual basis of the Plaintiffs’ case. For instance, they do not dispute the fact that the church Winners Chapel is linked to 1st Plaintiff. Reference is made for instance to paragraph 4(i) of their defence where it is pleaded that: *‘The first Plaintiff came to be known as*

'Winners Chapel'. They then go on to say in paragraph 6 of their defence that: *"the Defendants state that the churches of the first Plaintiff's company are popularly known as 'Winners Chapel' because all members are classified as winners in all aspects of their lives"*.

- (44) Further, they admitted the Plaintiffs' case that the 1st and 2nd Plaintiffs have Nigerian antecedence. For instance, they admit that the 1st and 2nd Plaintiffs were established by missionaries from the Federal Republic of Nigeria with the 3rd Plaintiff in Suit Number AHR9/2005 being the only Ghanaian. Furthermore, they admit that indeed, the 1st Defendant was an employee of the Winners Chapel established in Nigeria before his posting to Ghana where he became the Pastor of Winners Chapel church in Ghana. Having made these unambiguous admissions, the Defendants then do a volte face. They deny any linkage or relationship between the 1st and 2nd Plaintiffs and the Living Faith Church Worldwide, World Mission Agency and the Winners Chapel of Nigeria.
- (45) The Defendants' defence with regard to the relationship of the corporate entities established in Ghana and Nigeria is only a technical one. It is their case that although as a matter of fact the entities concerned in the two countries are related in terms of how they came into existence and how they related, subsequently, there is no reference made in the regulations of the 1st and 2nd Plaintiffs to any external company or church.
- (46) The Defendants then justified their change of the membership of the 1st and 2nd Plaintiffs by arguing that sometime in the year 2004, the Registrar of Companies required all companies to update their records. The Defendants took advantage of

the opportunity given the 1st and 2nd Plaintiffs to update their records by appointing Pastor Adjeman and Richard Appiah to the membership of the Executive Councils of the 1st and 2nd Plaintiffs.

(47) The Defendants say that the appointment of Pastor Adjeman and Richard Appiah to the membership of the Executive Councils of the 1st and 2nd Plaintiffs was achieved by an appointment allegedly made by the 3rd Plaintiff in suit AHR 9/2005 namely, Huge Savage. The record will reflect, however, that the Plaintiffs challenged this fact and on many occasions, demanded proof that Hugh Savage actually made any such appointment.

(48) Interestingly, however, the record is also clear that after Hugh Savage allegedly appointed Pastor Adjeman and Richard Appiah to the Executive Councils of the 1st and 2nd Plaintiffs, he (Hugh Savage) ended up being left out of the membership completely. There is no evidence that he resigned his membership of the two companies. In any event, the Defendants contend that after the appointment of the 1st Defendant in this suit and Richard Appiah, they in turn appointed other members to the Executive Councils of 1st and 2nd Plaintiffs. In doing this, they removed the initial members of 1st and 2nd Plaintiffs and also Hugh Savage from the membership of the 1st and 2nd (*largest*) Plaintiffs. The Defendants justify the change in the membership of the 1st and 2nd Plaintiffs by arguing that the changes were made in accordance with the regulations of the 1st and 2nd Plaintiffs.

(49) **THE CASE OF THE ADJEMAN LED DEFENDANTS IN SUIT NUMBER AHR9/2005.**

Their defence to the action was even simpler. They contend that as the church, Winners Chapel was not registered, there was no legal obstacle to registering it as

a separate and distinct entity from the 1st Plaintiff which established it as an association of persons with the same religious beliefs who congregate for purposes of worship. This essentially encapsulates their defence to the Plaintiffs' case in this case.

(50) **CASE OF THE 5TH AND 9TH DEFENDANTS IN BOTH SUIT NUMBERS
BMISC 877/2004 AND AHR 9/2005.**

The defence of this category of Defendants in the two suits will be dealt with at the same time because these sets of Defendants virtually align their case with the Plaintiffs. They also admitted in their defence the Plaintiffs' case. They explained that their signatures as well as that of other members of Winners Chapel Church who signed to be subscribers and members of the Executive Councils of the 1st and 2nd Plaintiffs were procured by George Agyeman by deceit to further his purposes of taking over the 1st and 2nd Plaintiffs, as well as for registering the 4th Defendant in Suit Number AHR 9/2005, the Winners Chapel Church. (*See their defence at pages 283-284 of Volume 1 of the record*). Their case was that Pastor Adjeman had explained to the congregation that the decision to cease affiliation with Nigeria was necessary to ensure transparency and accountability in the affairs of the 1st and 2nd Plaintiffs. (*See paragraph 5 of their defence at page 283 of Volume 1 of the record*).

(51) The 5th and 9th Defendants contended that they only realized sometime in the year 2005 that they had been deceived into supporting Pastor Adjeman's agenda and therefore resigned their membership to the Executive Councils of the 1st and 2nd Plaintiffs. They also disassociated themselves from the congregation now led by Pastor Adjeman. (*See paragraph 6 of their defence at pages 284 of Volume 1 of the record*).

(52) They also contended that the 1st and 2nd Plaintiffs were founded in fulfilment of the divine commission of Pastor David Oyedepo of Nigeria, which was to preach

the word of faith to liberate the world and that the very companies which Bishop David Oyedepo formed in Nigeria and which hatched the church Winners Chapel, was what was replicated in Ghana by the incorporation of the 1st and 2nd Plaintiffs and the founding of the Winners Chapel Church in Ghana sometime in 1996/97.

(53) **CASE OF THE REGISTRAR GENERAL IN SUIT NUMBER AHR 9/2005.**

The defence of the Registrar General to the suit is also quite simple. The Registrar argued that before registering the company, Pastor Adjeman and his followers caused a search to be conducted in the registry of companies to ascertain whether the name Winners Chapel Ghana had been registered. The search confirmed a negative result. The name Winners Chapel not having been previously registered, the registry had no option but to register it as requested by Pastor Adjeman which it did on 16/7/04. In any event, the witness for the Registrar General (Enoch Quaye) testified that the 1st and 2nd Plaintiffs were properly registered in 1996/97.

(54) **THE JUDGMENT OF THE TRIAL COURT**

In its judgment, the Trial Court dealt with the preliminary question of capacity raised by the Defendants. The Defendants had taken the point in Suit Number BMISC 877/2004, that since none of the natural persons who sued as Plaintiffs were members of the Executive Councils of the 1st and 2nd Plaintiffs (*because they had been removed*), the suit was bad.

(55) The Trial Court held that the Plaintiffs were vested with the legal capacity to sue, especially that the question for determination related to whether or not the removal of the natural persons who were members of the Executive Councils of the 1st and 2nd Plaintiffs, was proper.

(56) More importantly, the Trial Court found that the initial registration of the 1st and 2nd Plaintiffs was proper. The court also found that the allegations by the

Defendants that the Nigerian subscribers to the regulations of the 1st and 2nd Plaintiffs who were also their directors gave false information to the Registrar General in order to get the companies registered was unsubstantiated.

(57) The Trial Court further found, and rightly so, that Pastor Adjeman and his followers forcibly took over properties of 1st and 2nd Plaintiffs which included documents of the Plaintiffs. At page 66-77 of Volume 3 of the record, the Trial Court found that the originals of the documents of registration of the 1st and 2nd Plaintiffs were with the 2nd Defendant. The Trial Court found as follows; *“Although Mr. Hugh Savage testified that the originals of the documents were with the Defendants unlike Exhibit ‘A’ which appeared to be a copy of the original, Exhibit ‘B’ also appeared to be a copy of the original but issued on the 9th day of July 2004. These findings are very well supported from the evidence on record”*.

(58) The Trial Court, however, made some findings with regard to the certificates to commence business of the 1st and 2nd Plaintiffs. The Trial Court found that the 1st and 2nd Plaintiffs never obtained certificates to commence business. It is true that during the trial, the Plaintiffs did not tender the certificates of incorporation of the first and second Plaintiffs issued in 1996/7. However, as mentioned earlier, they attached the certificates in support of the application for interlocutory injunction. *(See pages 26 and 35 of Volume 1 of the record)*.

(59) What must be borne in mind, also, is the fact that the Trial Court had itself found that, documents belonging to the 1st and 2nd Plaintiffs were in the custody of Pastor Adjeman and his followers who are the Defendants and who are the proponents of the argument that the Registrar General did not issue certificates to commence business to the 1st and 2nd Plaintiffs. It is interesting that the Registrar General who

testified in this matter gave no adverse testimony on this matter especially that the failure to obtain a certificate to commence business carried with it penal consequences which were never exacted by the Registrar General. In this situation, it is a fair inference from the record to reach the conclusion that, the fact that the Plaintiffs failed to tender certificates to commence business were issued to the 1st and 2nd Plaintiffs at the time of incorporation, does not lead to the conclusion that none was issued. On the balance of probabilities these certificates could have been among the documents kept by the Pastor Adjeman led Defendants who, the Plaintiffs maintained kept all the documentation belonging to the 1st and 2nd Plaintiffs. This conclusion in my view seems more probable as it is logically inferable.

(60) The Trial Court also found that the 1st Plaintiff never came into existence. The Trial Court reached this conclusion based on a copy of the 2004 certificate reissued by the Registrar General to the 1st Plaintiff. On this, the Trial Court held at page 69 of Volume 3 of the record as follows: *“Section 14(d) also provides that from the date of registration mentioned in the certificate of incorporation, the company shall be a body corporate by the name contained in the regulations and subject as provided in Sections 27 and 28 of the code be capable forthwith of exercising all the functions of an incorporated company. I understand from Section 14(b), (c) and (d) above that until the Registrar issues his certificate under Section 14(c), the company remains unincorporated. From the foregoing, I conclude that the Living Faith Outreach Centre was not duly incorporated in 1997 or anytime thereafter by the subscribers to Exhibit ‘B1’.”*

(61) The Trial Court went on to hold that because 1st and 2nd Plaintiffs did not have certificates to commence business after their incorporation in 1996, they were therefore not entitled to do business or own properties including the name,

Winners Chapel. The Plaintiffs' suit was therefore dismissed and the Trial Court ordered that the properties, the subject matter of the first suit be valued and shared among all members of the Winners Chapel as at July 2004. The Trial Court also ordered that 2nd Defendant and his followers buy out the Plaintiffs and their followers.

- (62) The effect of the conclusion and orders of the Trial Court was that Pastor Adjeman and his followers are allowed to carry on their church activities in the premises of the 1st and 2nd Plaintiffs using the very name of the 1st Plaintiff's church and its properties. Pastor Adjeman and his followers will definitely pass off their new church as the 1st Plaintiff's church.
- (63) A reading of the record will reveal, however, that the 2004 new certificates were actually reissued to the 1st and 2nd Plaintiffs after Pastor Adjeman and his followers took steps to take over the companies from their promoters and directors. The 1st and 2nd Plaintiffs were registered earlier than the year 2004. Significantly the Defendants themselves testified that the 1st and 2nd Plaintiffs were re-registered. They never contended that the 1st and 2nd Plaintiffs were registered for the first time in 2004.
- (64) A reading of the record will therefore confirm that, the 1st Plaintiff was duly registered in the year 1997. The pleadings of the parties already settled this matter and the Trial Court itself even held that 1st Plaintiff had the legal capacity to institute the action. The 1997 certificate of incorporation of the 1st Plaintiff and its regulations are found at pages 25 and 26-34 of the record (Vol.1) respectively.
- (65) **ISSUES FOR DETERMINATION.**

The facts, rival contentions, and the judgment of the Trial Court so far analyzed as well as a distillation of the grounds of appeal set out in the respective notices of appeal give rise to the following issues for determination by the court;

- i. Were the 1st and 2nd Plaintiffs duly registered in 1996 and 1997?*
- ii. What are the legal consequences of doing business without a certificate to commence business, granted that the 1st and 2nd Plaintiffs were not issued with certificates to commence business at the time of incorporation?*
- iii. Did the Pastor Adjeman led Defendants validly change the subscribers to the regulations of the 1st and 2nd Defendants and for that matter, their directorship?*
- iv. What are the legal consequences of the decision by Pastor Adjeman to refuse to transfer back to Nigeria?*
- v. What are the legal consequences of the decision by Pastor Adjeman and his supporters to take over the leadership of the Winners' Chapel church in Ghana?*
- vi. Whether or not the registration of the Winners' Chapel church by Pastor Adjeman was proper?*

In my view, a resolution of these issues will dispose of the issues raised in the appeals in the two suits. These issues will be discussed in the course of dealing with the grounds of appeal.

(66) **THE APPEALS.**

The notice of appeal filed by the Plaintiffs, sets out the compass of their appeal. Although I have noted that the 5th and 9th Defendants are also Appellants in these proceedings, much reference will be made to the case of the Plaintiffs because, these other Defendants/Appellants' case is identical to that of the Plaintiffs as they

essentially make the same case as the Plaintiffs and seek the same reliefs from this Court.

- (67) In the Plaintiffs' notice of appeal, the Plaintiffs have specified those aspects of the judgment of the Trial Court which justified their decision to invoke the jurisdiction of this Court against the judgment of the Trial Court. The notice of appeal sets out four (4) grounds of appeal the first of which is the omnibus ground of appeal under which invariably almost every Appellant seeks succour when invoking the jurisdiction of the Court and which ground invites this court to analyze the entire evidence on record in order to determine *inter alia* whether or not; (i) the findings of the Trial Court are perverse and cannot be reasonably supported by the mass of evidence on record; (ii) that the findings could be inferences from established facts and therefore the Appellate Court is in a vantage position just as the Trial Court to arrive at the more probable conclusions than those arrived at by the Trial Court and (iii) that the Trial Court applied the wrong principles of law to the evidence adduced.
- (68) In making a determination, this court will examine the following from the entire record; (a) the evidence before the Trial Court which was relied upon in making the findings and orders in favour of the Respondents; (b) whether the Trial Court accepted or rejected any evidence upon the correct perception; (c) whether the Trial Court approached the assessment of the evidence before it properly, and had placed the correct probative value on the evidence; (d) whether the Trial Court properly weighed the evidence of either side having regard to the burden of proof and of persuasion particularly on the Respondent and (e) whether the Trial Court appreciated on the preponderance of the evidence which side had discharged the statutory burden.

- (69) In this exercise of re-evaluation of the evidence on record, this court will consider the admissibility of the evidence, its authenticity and credibility as well as the conclusiveness in relation to the key issues for trial and not matters which may be extraneous and unsolicited. This court further examine the probability by which the weight and probative value of the evidence on both sides was determined by the Trial Court.
- (70) The rules of this Court permit the Appellant to simply allege that the judgment appealed against does not sit well with the evidence adduced at the trial. This is stated in rule 8(6) of the rules of this Court which forbids vague or general terms in which the grounds of appeal are couched: *“except the general ground that the judgment is against the weight of the evidence.”* The principles for considering appeals anchored on this general ground of appeal is very well settled. It is repeated in almost every judgment of the superior courts whose appellate jurisdiction is invoked against the judgment of a Trial Court on the ground that, the judgment appealed against is against the weight of the evidence adduced in the Trial Court. The Court is constrained to repeat in further detail the same oft stated principles only because this judgment is delivered pursuant to an appeal which assails the judgment of the Trial Court on the ground that it is against the weight of the evidence.
- (71) It is however important to refer to the case of **OWUSU-DOMENA VS. AMOAH [2015-2016] 1 SCGLR 790**. In that case, Benin JSC noted at page 799 of the report that the sole ground of appeal in the case, was that the judgment was against the weight of evidence the situation throws up the case for a fresh consideration of all the facts and law by the Appellate court. Having so noted, the Learned Justice went on to observe that although the decision of the Supreme Court in the case of **TUAKWA VS. BOSOM [2001-2002] SCGLR 61** laid the principle on what the

court is expected to do when the ground of appeal that the judgment is against the weight of evidence is relied on in an appeal, the decision in **TUAKWA VS. BOSOM** in the said case, has erroneously been cited as laying down the law that, when an appeal is based on the ground that the judgment is against the weight of evidence, then, only matters of fact may be addressed upon.

(72) The Supreme Court pointed out that sometimes a decision on facts depends on what the law is on the point or issue. For this reason, even the process of finding out whether a party has discharged the burden of persuasion or producing evidence is a matter of law. Thus when the appeal is based solely on the omnibus ground that the judgment is against the weight of evidence, both factual and legal arguments could be made where the legal arguments would help advance or facilitate a determination of the factual matters. It is against this backdrop that I shall evaluate the grounds of appeal canvassed by Appellants in the appeals before the Court.

(73) I have observed however that a consideration of the other grounds of appeal stated in the notice of appeal will effectively resolve the omnibus ground of appeal. The reason is that discussing these distinct grounds of appeal will most definitely leave nothing or very little for discussion in terms of the omnibus ground.

(74) This court will however consider the omnibus ground of appeal first, as this ground requires us to examine the whole record. This is consistent with our duty in the hearing of appeals in this Court. The rules of the court say that in hearing appeals to this Court, the Court exercises the function of rehearing the suit already heard by the Trial Court.

(75) **JUDGMENT IS AGAINST THE WEIGHT OF THE EVIDENCE.**

Although this ground of appeal is the Plaintiffs' first ground, it is clear from a reading of the Plaintiffs' written submission particularly in Suit Number BMISC 877/2004, that the Plaintiffs have paid little attention to this ground of appeal compared to the other grounds. On this ground of appeal, the Plaintiffs mainly discussed the findings of the Trial Court relating to the registration of the 1st and 2nd Plaintiffs. The reason for this attitude may be attributable to the observation made by this Court that the remaining grounds of appeal appear to be the splinter points, a discussion of which renders redundant, the omnibus ground of appeal. It was in Suit Number AHR 9/2005 that Plaintiff extensively discussed the omnibus ground and evaluated the record accordingly.

- (76) To avoid the situation where our consideration of this ground of appeal will effectively result in a discussion of the other grounds of the appeal, the Court's examination of the record will concentrate more on the key facts around the controversy that the court is required to resolve. The Court will therefore keep its examination of the record in terms of this ground of appeal within narrow limits so as to avoid resolving all the other issues in its consideration of this ground of appeal.
- (77) On this ground of appeal, the Court's examination of the record leads us to one main conclusion. This conclusion is that, the resolution of two main issues of fact between the parties will effectively throw clear light on the other issues, both factual and legal, between the parties and put them in proper perspective. A resolution of these two issues will therefore render our consideration of the other issues quite easy. Before considering these two issues of fact, I must point out that the Trial Court actually made specific findings on these two issues.

- (78) The first issue that the Court will consider on this ground of the appeal is the establishment of the 1st and 2nd Plaintiffs. This is the crux of the first issue set out above which raised the question as to when the 1st and 2nd Plaintiffs were duly registered. The second issue here will relate to the fifth issue earlier set out in this delivery which raises the question as to whether or not Pastor Adjeman and his supporters took over the leadership of the Winners' Chapel Church in Ghana and in so doing whether or not they are still members of the same Winners Chapel Church established by the 1st Plaintiff.
- (79) This first issue will be discussed in relation to the main disagreement between the parties which is whether or not the 1st and 2nd Plaintiffs were established by the vision of Bishop Oyedepo of Nigeria and the extent to which he controls their activities. In Suit Number BMISC 877/2004, the Plaintiffs contend that the 1st and 2nd Plaintiffs were incorporated in 1996/97 in Ghana as a result of the vision of Bishop Oyedepo of Nigeria. The Respondents dispute it. Examining the pleadings and evidence however, it appears to the Court that the Defendants' disagreement with the Plaintiffs' contention on this point is more technical rather than on substance. Defendants' main contention is that no reference whatsoever was made in the regulations of 1st and 2nd Plaintiffs to any external company.
- (80) On the establishment of the 1st and 2nd Plaintiffs, the evidence both documentary and uncontested oral testimony is that, the two entities (*the 1st and the 2nd Plaintiffs*) were established by incorporation sometime in the year 1996. There is abundant documentary evidence on this. (*See the certificates of incorporation of first and second Plaintiffs on pages 26 and 35 of Volume 1 of the record respectively*). The Defendants concede the fact the 1st and 2nd Plaintiffs were registered sometime in 1996/97. The Defendants contend in addition, however that sometime after the incorporation of

the 1st and 2nd Plaintiffs, the Registrar of Companies issued notices to all registered companies to regularize their respective registrations and that the 1st and 2nd Plaintiffs having been in default with regard to specific matters relating to their registration, they had to be re-registered as demanded by the Registrar of Companies.

- (81) Whatever the case, the evidence is established beyond doubt that the 1st and 2nd Plaintiffs were registered in the year 1996/7. The question as to the circumstances of registration of these two entities is also beyond any dispute whatsoever. The 1st and 2nd Plaintiffs were incorporated in Ghana by missionaries from Nigeria. The Defendants submit in their written submission that with the exception of one person, all members of the Executive Councils of the 1st and 2nd Plaintiffs were Nigerians and that, this fact is not only confirmed by their names but corroborated by the other parties to this appeal. The Trial Court actually found on this point, as follows: *“The record shows that apart from Mr. Hugh Savage, all the subscribers of Exhibits ‘A1’ and ‘B1’ that is, the Regulations of the Plaintiff companies were Nigerians.....”* (See page 67 of Volume 3 of the record).
- (82) This fact is corroborated by Pastor Adjeman who testified on behalf of the others he represented. Pastor Adjeman confirmed that the initial members of the executive councils of the 1st and 2nd Plaintiffs, who registered the 1st and 2nd Plaintiffs were all Nigerians. This is documentarily confirmed by the regulations of the two entities. (See pages 101-107 and 109-115 of Volume 3 of the record respectively). In the case of 1st Plaintiff, the first directors were Rev. Dele Bamgboye, Rev. Steve Abraham, Rev. (Mrs.) Bamidele Edna Bamgboye, Deaconess Maria Esele Abraham and Brother Johnny Hugh Savage. For the 2nd Plaintiff, there are

Brother Johnny Hugh Savage, Rev.(Dr.) Olumuyiwa Adedoyin Olulana and Rev. Steve Abraham.

(83) The pleadings filed by the parties and the evidence relied upon by the parties confirm that the church Winners' Chapel was established by the 1st Plaintiff after its incorporation in Ghana by Nigerian missionaries. It can therefore not be honestly disputed that there was a company set up by these Nigerians even if it was with the help of Ghanaians. It must be added in this regard that the contention by Pastor Adjeman and his followers that the church was administered literally from Nigeria must also be honestly, admitted to be true. The evidence before the Trial Court was established beyond doubt that the Pastor Adjeman and the Plaintiff's 2nd witness (Pastor Delle) were sent to Ghana from Nigeria for pastoral duties in the Winners Chapel Church established in Ghana. Their postings were initiated from Nigeria.

(84) I have taken note of Exhibit 'N' which was tendered in evidence by the Plaintiffs. This Exhibit is a 'CD' recording. It can be found at (*pages 174 to 198 of Volume 3 of the record*). A reading of the record will confirm that Exhibit 'P' is a transcription of the contents of the CD. Exhibits 'N' and 'P' record an interaction between the Pastor Adjeman and Bishop Oyedepo. In a meeting with Bishop Oyedepo, Pastor Adjeman expressed remorse and apologized to Bishop Oyedepo for the commotion in the Winners Chapel Church in Ghana which provoked the suit now on appeal to this Court. All this would not have been necessary if the parties did not agree that the Winners Chapel Church in Ghana took its roots from Nigeria even if by analogy to the human being, the Winners Chapel of Ghana is now a full grown adult capable of and responsible for managing its own affairs.

- (85) The next issue to be discussed is the question of whether or not having regard to the factual circumstances of this case, the Pastor Adjeman and his followers are still members of the Winners Chapel Church established by the 1st Plaintiff. The established evidence on record is that the natural parties to the appeal all worshipped in the Winners Chapel Church. The Plaintiffs argue in this case that since Pastor Adjeman and his followers decided that they did not subscribe to the initial principles of the church, they are no longer members of the church and must leave the church and its properties to the Plaintiffs who remain loyal to the principles of the church. The Court will not assume the tedium of digging through the volumes of the record in this appeal to find out what happened to the parties who initially worshipped together in the same church.
- (86) Page 81 of Volume 3 of the record sets out part of the judgment of the Trial Court where the Trial Court found as follows; *“The evidence on record shows clearly that before the events of 2004, the members were worshipping together and acquired some properties. The reality is that the members split into two factions, which I shall refer to as that led by Bishop Adjeman and that led by 3rd to 8th Plaintiffs.”* Before the finding quoted above was made, the Trial Court found as confirmed at page 58 of Volume 3 that; *“In or about June 2005, the said Defendants left the congregation of Winners Chapel under the leadership of Bishop George Adjeman the 1st Defendant in the first suit and the 2nd Defendant in the second suit.....”*
- (87) These findings made by the Trial Court are justified not only by the overwhelming oral testimonies by both parties on the point, but also uncontested documentary evidence. The findings are supported by Exhibits ‘E5’, ‘E6’ and ‘E4’ tendered in evidence by the plaintiffs. These exhibits can be found at (pages 121, 122 and 131 of

Volume 3 of the record). They are letters written by the Plaintiffs to various banks informing the banks of the division within the church and cautioning them to avoid dealing with the Pastor Adjeman faction of the church with regard to the accounts of the church.

(88) There is also an Exhibit 'H'. This Exhibit is a report written by the Ghana Pentecostal Council when the dispute arose among the parties to the appeal. The Council attempted a resolution of the matter. In this report, there is a clear statement that the reason for the Council's efforts is the division within the church. The Exhibit can be found from (*pages 123 of Volume 3 of the record*). The fact that the Respondents broke away from the Winners' Chapel Church established by the 1st Plaintiff is beyond any dispute whatsoever.

(89) The findings of the Trial Court on the incorporation of the 1st and 2nd Plaintiffs and the factual question as to whether or not the Respondents had broken away from the church established by the 1st Plaintiff cannot be impeached at all. In the case of **OXYAIR LTD. & DARKO VS. WOOD & OTHERS [2005-2006] SCGLR 1057**, the Supreme Court cautioned that Appellate courts should be slow in interfering with the findings of Trial Courts and must only do so where justifiable reasons exist to warrant it. The Supreme Court therefore held that although as an appellate court, this Court is entitled to make up its own mind on the facts and to draw inferences from them to the same extent as the Trial Court could, the appellate court ought not to interfere with findings of fact except where they are clearly shown to be wrong, or where those facts were wrong inferences drawn from admitted facts or from the facts found by the Trial Court.

(90) On the authority of the *Oxyair* case just referred to, I do not find any reason to disturb the findings of the Trial Court on the two main issues of fact just discussed. I shall therefore now discuss the particularized grounds of appeal.

(91) **PARTICULARIZED GROUNDS OF APPEAL**

(i) *In Suit Number 877/2004, one of the grounds of appeal relied on by the Plaintiffs is that the Trial Court erred in law when it ordered that the properties acquired in the name of 1st Plaintiff be valued and shared between the membership of the church at the time Pastor Adjeman and his followers decided to leave the church known as Winners' Chapel.*

(ii) *As required by the rules of the court, the Plaintiffs particularized the error alleged on this ground by setting out three (3) matters. First, they contend that the order of the Trial Court flies in the face of established authority on the legal effect of a decision by a section of the membership of a church to break away from the church to which they originally belonged.*

(iii) *Secondly, the Plaintiffs contend that the decision is per incuriam binding case law decisions on the subject. Finally, they contend on this ground also that the order that the properties acquired in the name of the 1st Plaintiff be valued and shared between the membership of the church at the time 1st Defendant and his followers decided to leave the church known as Winners' Chapel, has no basis in any established rule of law regardless of the finding by the Trial Court that the 1st Plaintiff was not duly incorporated.*

(92) Reading the written submission of counsel for the Plaintiffs, it is clear that the Plaintiffs agree with the position taken by the Trial Court in its judgment when the Trial Court noted that ***"at the bottom of this contest is the issue of the properties, the subject matter of the first suit."*** (See page 81 of Volume 3 of the record).

It is the solution provided by the Trial Court to this contest that the plaintiffs disagree with. The Trial Court ordered: ***".....that the properties acquired between***

1996/97 and 2004 when the parties went their separate ways be valued as at July 2004."

The Trial Court then specifically ordered that the Respondents buy out the 3rd to 8th Plaintiffs.

(93) The Trial Court reached the conclusion that the properties which, from the evidence belongs to the 1st Plaintiff, should be shared among the members of a church established by the 1st Plaintiff. The Trial Court reached this conclusion after holding that the 1st Plaintiff was not properly incorporated and that both 1st and 2nd Plaintiffs did not obtain certificates to commence business. On this point, the Trial Court held at page 81 of the record that; "*.....the 1st Plaintiff was not duly incorporated in 1996/97. The 2nd Plaintiff, though incorporated had no certificate to commence business and could therefore not purport to do business in its name.*" (*Ibid at page 81*). It is on the basis of this conclusion reached by the Trial Court that it ordered that, the properties should be shared among the members of the church established by the 1st Plaintiff.

(94) The question that the order of the Trial Court flies in the face of established authority on the legal effect of the decision by a section of the membership of a church to break away from the church, to which they originally belonged raises is simple. The interrogatory is this: What is the position of the authorities where as in this case, a section or part of the membership of a church decide to break away from the church? In the specific context of the dispute that this Court is required to resolve, the question boils down to what happens to the properties of the church when such breakaway occurs?

(95) The question above raised then ties into the legal issues inherent in the 4th and 5th issues above raised which require a resolution of the legal consequences of the

decision by Pastor Adjeman to refuse transfer to go back to Nigeria and also the legal consequences of the decision by Pastor Adjeman and his supporters to take over the leadership of the Winners' Chapel Church in Ghana. In my view, the immediate reaction of this Court to the conclusion reached by the Trial Court is expressed in the following questions;

- i. Where it is found that an entity is not properly incorporated, does this finding lead to the inevitable conclusion that the entity loses the property it undoubtedly acquired?*
- ii. Is a duly incorporated entity barred from doing any business such as acquiring property before it obtains a certificate to commence business?*
- iii. Assuming then that the answers to the questions just raised are in the affirmative, the question to ask then must be; what happens to the properties acquired by an entity in the circumstances stated in (i) and (ii) above.*

(96) As already pointed out, the Trial Court had a simple answer to all of the three circumstances presented by the questions posed. The Trial Court held that because the church was established and operated by corporate entities, the church properties were acquired by and belonged to those corporate entities for use by the church. For this reason, the properties should be shared by members of the church. At this moment, I will not address this conclusion by reference to the corporate rules on the subject because they appear to form part of the additional errors alleged by the Plaintiffs against the judgment from which this appeal emanates. I shall therefore, deal with the order of the Trial Court that the properties be shared between the members of the church.

- (97) In arguing this ground of the appeal, counsel for the Plaintiffs took this Court into an excursus on the approach adopted in other common law jurisdictions on such matters. Counsel refers to the rule stated in the case of **BANNATYNE VS. OVERTOUN [1904] AC 515 (ALSO CALLED GENERAL ASSEMBLY OF THE FREE CHURCH OF SCOTLAND VS. LORD OVERTOUN; MACALISTER VS. YOUNG) (1904) 7 F (HL) 1** which also dealt with the question that now confronts this court, which is the question; which faction of church members are entitled to the church property upon division within the church?
- (98) The answer to this question in Counsel's view appear to have been summarized in the more recent case of **THE REV. DONALD SMITH AS MODERATOR OF THE GENERAL ASSEMBLY OF THE FREE CHURCH OF SCOTLAND AND OTHERS VS. THE REV. JOHN MORISON AND OTHERS [2011] CSIH 52** Judgment delivered on the 12th day of August, 2011. Counsel quoted the judgment of Lord Osborn who expressed himself on the matter as follows; *"Looking at the matter from the viewpoint of the law of trusts, if there was a trust for religious purposes, in the event of a split of the beneficiaries, the destination of the property was not determined by whether a majority or a minority of the original group remained after the split. Nor was the matter determined by the continuity of a name or a constitutional structure. The destination of the property would be determined by which group adhered to the fundamental principles of the original organization."*
- (99) The effect of this persuasive authority therefore is that, property held by a church should be viewed from the perspective of a trust. This principle obviously takes into account the very nature of religious entities. It is legitimate to assume that church property is acquired for religious purposes. In the event of a split therefore,

it must follow that the property must remain for the original religious purpose for which the property is acquired. This will not, as Lord Osborn pointed out, depend on whether a majority or a minority of the original group remained after the split. It does not matter also, whether there was continuity (*after the split*) of the name or the constitutional structure of the split church.

(100) I prefer and endorse Lord Osborn's prescription that, in the event of a split, the destination of the property must be determined by which group adhered to the fundamental principles of the original organization. The first reason for which we endorse the view taken by Lord Osborn is because his position accords with the view taken by our apex court on such matters. I shall discuss this point later. Suffice it to say also that I endorse the view because it is persuasive and relevant. The dissenting voice of Atuguba JSC in the case of **AMOS A (NO.1) VS. KORBOE (NO.1) [2015-2016] 2 SCGLR 1516** is only here re-echoed for purposes of explaining why I am persuaded by a decision from another common law jurisdiction.

(101) In that case Atuguba JSC referred to the judgment of Sowah JSC (*as he then was*) delivered in the case of **GWIRA VS. STATE INSURANCE CORPORATION [1984-86] 1 GLR 132 at 137**. Where he held that though Ghanaian courts are not bound to follow English decisions in principle, decisions of English Courts have great persuasive influence in shaping our own decision unless; "*they are considered wrong or inappropriate to our circumstances.*"

(102) If I leave the analysis at this point, the property then ought to belong to the Plaintiffs because it is them who still subscribe to the fundamental principles of the original church organization established by the 1st Plaintiff. As I have already

pointed out, given that our apex Court has resolved such matters before, I do not think that Counsel for the Plaintiffs needed to burden this Court with references to the various theories propounded by the courts in other common law jurisdiction on the question as to what happens to the properties of the church when a breakaway occurs.

(103) The ratios of a number of local cases appear to support the position taken by Lord Osborn. Interestingly, counsel for the Plaintiffs discussed them but spent little time in analyzing and applying them to the specific facts of this case. Even more interesting, is the fact that I have observed from the law reports that even though counsel for the Plaintiffs conducted at least two of these cases. Counsel appeared more enamoured by the cases across the Atlantic. The decision in the case of **OBENG & OTHERS VS. ASSEMBLIES OF GOD CHURCH, GHANA [2010] SCGLR 300** is relevant in this analysis. There, the Plaintiff was the Assemblies of God Church. It brought an action against the Defendants to claim properties used by the membership of a church known as the Calvary Charismatic Centre (CCC) for their worship. What was not disputed in the Assemblies of God case is that the 1st Defendant in that case was credited with the establishment of the CCC. The 1st Defendant in the said case trained as a Pastor at the Southern Ghana Assemblies of God Bible Institute at Saltpond. After the successful completion of his pastoral course, the 1st Defendant in the case under discussion, was appointed an Associate Pastor of one of the local churches of the Assemblies of God Church. He subsequently resigned and established the CCC. The CCC nevertheless carried on its church activities like the Assemblies of God Church and used insignia and materials and also related to the Assemblies of God Church in the way other local churches of the Assemblies of God Church did.

- (104) The 1st Defendant in that case described the CCC's relationship with the Assemblies of God Church as that of an affiliation. With this view, the CCC in the course of time wrote to the Assemblies of God Church and notified the latter church of its decision to cease affiliation with the Assemblies of God. It is the CCC's decision to cease affiliation with the Assemblies of God Church which resulted in the suit. In the suit, the Assemblies of God church contended that the CCC was its local church whilst the Defendants contended otherwise.
- (105) The High Court, the Court of Appeal, the Supreme Court and even the Assemblies of God church itself acknowledged that the CCC church was established through the singular effort of the 1st Defendant. All the courts however, especially the Court of Appeal and the Supreme Court took the view that considering the antecedence of the CCC, the CCC was a local church of the Assemblies of God church. For this reason, all properties acquired by the CCC prior to the date when the CCC ceased affiliation with the Assemblies of God church remained the property of the Assemblies of God church. The evidence in the Trial Court confirmed without a shadow of doubt that the CCC members who supported the break in affiliation with Assemblies of God church were in the vast majority. This fact however did not sway the Court of Appeal and the Supreme Court.
- (106) The Supreme Court especially examined the constitution of the Assemblies of God church and reached the conclusion that the properties belonged to the Assemblies of God church. Among the orders made by the Court of Appeal and which were affirmed by the Supreme Court, the Court of Appeal declared ownership of all properties acquired by the CCC in favour of the Assemblies of God church and

restrained the Defendants from dealing with or in any way interfering with the CCC, its building, offices or any other property of the CCC.

- (107) After reviewing the evidence, the Supreme Court found as follows; “.....*at all times material to this action, the first Defendant remained an ordained Minister of the Assemblies of God Church. It follows therefore that, it was in that capacity that he was pastoring the Calvary Charismatic Centre Assemblies of God Church*”.
- (108) The extracts from the record of appeal just referred to also show that the initial base and membership of the Calvary Charismatic Centre was the Campus Ministry of the Assemblies of God which the 1st Defendant in his position initiated as an ordained Minister of the Assemblies of God Church. Indeed the 1st Defendant confirmed during his cross-examination that he was until 1992 renewing his ordination certificate as a Minister of religion within the Assemblies of God.
- (109) The effect of the evidence captured above in so far as this case is concerned is obvious. In the Assemblies of God case, the evidence confirmed that the 1st Defendant had single handedly established the CCC church. The Court of Appeal however took the view that the 1st Defendant’s efforts were irrelevant for purposes of determining the ownership in the event of a split in any church. The Court of Appeal was definite in its position that to the extent that he retained the credentials of the Assemblies of God church in the course of building the CCC church, the CCC church remained a local church of the Assemblies of God church. The 1st Defendant and his followers who formed the majority of the CCC church were ordered by the Court of Appeal to refrain from dealing with the properties of the CCC church. These orders were affirmed by the Supreme Court.

- (110) The Supreme Court also referred to the evidence and found as follows; “.....*it is clear that the Defendants, especially the 1stDefendant held themselves out as officers and agents of the Plaintiff’s and they must be considered as such*”. In such a situation, all the properties acquired by the Calvary Charismatic Centre during the period [1985-1992] when the Defendants purportedly seceded from the Plaintiff’s church all belong to their mother church, the Assemblies of God when they decided on their own volition to cease affiliation or secede from it. The decision of the Court therefore is that the Calvary Charismatic Centre was a local church of the Assemblies of God Church upon its establishment in 1985 and became an affiliate when it acquired the “*set in order*” status.”
- (111) Reading the findings made by the Supreme Court quoted above, this Court takes the view that although the Supreme Court did not expressly adopt the trust principle in resolving the question as to the ownership property in the event of a split within the church, the decision can be understood in that context. The findings quoted above confirm that the Supreme Court noted that the 1st Defendant in the Assemblies of God church had retained his Assemblies of God identity. The effect of this is that, whatever he did, it was for the benefit of the Assemblies of God church. The extent of his labour and the reason for which his membership expanded and the CCC church was successful was irrelevant. All progress made, was for the benefit of the Assemblies of God church which he retained association with however tenuous.
- (112) In this case, the 2nd Defendant (*Pastor Adjeman*) played no part in the establishment of the Winners Chapel church in Ghana. Indeed, at no point in time did Pastor Adjeman ever claim that he travelled to build the Winners Chapel church in Ghana. Pastor Adjeman admitted before Bishop Oyedepo that he did not establish

any church. He was not even a founding member of the Winners Chapel church in Ghana. Pastor Adjeman admitted several times in his evidence that the Winners Chapel church was established in Ghana before he was sent to Ghana to pastor in it. He returned to Nigeria after his initial term of service in the church in Ghana was over and he was replaced by a certain Pastor Delle who testified in the Trial Court. Several other pastors were posted to Ghana to pastor in the first Plaintiff's Winners Chapel church before Pastor Adjeman was sent to Ghana the second time to pastor in the same church. He refused to return to Nigeria after his second term of service expired. This created the problem that resulted in the suit on appeal to this Court.

(113) From the decision of the Supreme Court in the Assemblies of God case, it is clear that in the factual circumstances of this case, Pastor Adjeman and all who followed or supported him are not entitled to the church property. It is not lost on this Court that in this suit, it is not the church or any of its members who claimed the properties. It is the entity which established the church (*the 1st Plaintiff*) which claims the properties. It is the court which decided that the members of the church should share the properties based on the questions raised by the court below on the incorporation status of the 1st and 2nd Plaintiffs and their capacity to do business.

(114) Before the decision of the Supreme Court in the Assemblies of God case, this Court had in a unanimous decision taken the same position in the case of **THE REGISTERED TRUSTEES OF THE SAVIOUR CHURCH VS. KOFI ELIAS ASANTE & OTHERS. CIVIL APPEAL NO H1/30/2004 DATED THE 26TH DAY OF MARCH 2004**. In that case, Ansah J.A (*as he then was*) held as follows; *"There could be little or no doubt that the articles of worship claimed were stamped with*

the character of church property. In all fairness to the parties, they should remain as such. It would be unfair, to say the least, for church properties to be taken away when they left the church for one reason or the other. The right thing to do was to leave every church property behind when they were leaving the church."

- (115) We need not multiply authorities on this point. Interestingly the Plaintiffs' counsel was involved in these two cases but thought it necessary to rely mainly on foreign authorities to make his point. Suffice it to say that the review of the authorities just discussed vindicates the Plaintiff's case that the decision of the Trial Court did not take into account established authority on the legal effect of a decision by a section of the membership of a church to break away from the church to which they originally belonged. It is in this context that the Court understands the Plaintiffs' further allegation against the Trial Court that its decision was given per incuriam as the decision of the Trial Court did not refer to or even consider the decisions of the Supreme Court and the Court of Appeal just discussed.
- (116) The third error particularized by the Plaintiffs as already noted relates to the order that the properties acquired in the name of the 1st Plaintiff be valued and shared between the membership of the church at the time first Defendant and his followers decided to leave the church known as Winners' Chapel. Reading the written submission of counsel for the Plaintiffs, it is clear that the Plaintiffs agree with the position taken by the Trial Court in its judgment when the court noted that *"at the bottom of this contest is the issue of the properties the subject matter of the first suit."* (See page 81 of Volume 3 of the record). It is the solution provided by the Court below to this contest that the Plaintiffs disagree with. The Trial Court ordered in this regard as follows; *"It is accordingly ordered that the properties acquired between 1996/97 and 2004 when the parties went their separate ways be*

valued as at July 2004. Now, since the Defendants on the evidence have been in possession of the properties since 2004, they should buy out 3rd to 8th Plaintiffs."

(117) In their written submission, the Plaintiffs argue that the premises upon which the Trial Court made the order is not supported by the evidence. To put their argument in context, we shall refer to the parts of the judgment which, the Plaintiffs contend, is not supported by the evidence. The Trial Court found, with regard to the incorporation of the first and the second Plaintiffs as follows; *"I now return to Exhibit 'B', the Certificate of Incorporation of the first Plaintiff. In his examination in chief, the 3rd Plaintiff said he was an Executive member of the two companies. He said he had photocopies of their certificates of incorporation and regulations. He tendered the Certificate of Incorporation and the Regulations as Exhibits A and A1 for the World Mission Agency. Those for Living Faith World Outreach Centre were tendered in evidence without objection as Exhibits 'B' and 'B1' respectively. The bottom right of the first page was stamped "Certified True Copy" with the signature of the Registrar of Companies and dated 22/1/1997. Exhibit B, which was purported to have been issued pursuant to the filing of Exhibit 'B1' was "given under the hand and official seal of the Registrar of Companies on 9th July 2004". Clearly Exhibit 'B' cannot be a photocopy of a certificate of incorporation issued in 1996 or 1997. No explanation having been given for the issue of a certificate of incorporation of a company in July 2004 when in fact the regulations were filed with the Registrar of Companies in January 1997, I conclude Exhibit 'B' is of no probative value and is rejected."* (See page 68 of Volume 3 of the record).

(118) On the basis of this premises, the Trial Court then held as follows; *"From the conclusions reached in this case, the Plaintiff companies could not lawfully hold any properties between 1996 and 2004. They however had individual members*

whose tithes, offerings and pledges among others were applied in the acquisition of the properties referred to in the first suit by the members. In the premises, I am of the view that the said properties be valued and shared between the members of the two groups." I bid at page 81.

(119) The Plaintiffs argue that the finding by the Trial Court that there was no explanation for the issue of a certificate of incorporation of a company in July 2004 when in fact the regulations were filed with the Registrar of Companies in January 1997" is not supported by the evidence. This court must agree with the Plaintiffs' argument on this point. The reason is that the evidence on record clearly does not support the conclusion reached by the Trial Court that there was no explanation for the issue of the certificate of incorporation in July 2004 when in fact the regulations were filed with the Registrar of Companies in January 1997. In our discussion of the omnibus ground which alleges that the judgment is against the weight of the evidence adduced at the trial, this Court examined the evidence as to the dates of registration of the 1st and 2nd Plaintiffs. I shall however briefly discuss it if only for the sake of emphasis.

(120) It is worthy of note that the Defendants themselves admit that at all times material to the proceedings, the 1st and 2nd Plaintiffs were registered before the year 2004. Pastor Adjeman admitted in his testimony that there was a call for a re-registration of the 1st and 2nd Plaintiffs sometime in the year 2004. This was necessary after the Registrar of Companies issued a notice directing that all entities regularize their registration with the company's registry.

(121) As the Plaintiffs argue, there would have been no need to re-register the 1st and 2nd Plaintiffs in the year 2004 if they were not already registered. The Court below itself affirmed this fact in its findings. The Trial Court found on this as follows; *“The evidence indicates that the Registrar General’s Department requested companies that had registered with it to update their records. It was in the light of the exercise that Bishop George Adjeman and others used the opportunity to properly register the companies.”*(es) The Plaintiffs, Pastor Adjeman and his followers, the other Defendants and even the Registrar General were all consistent in their evidence that the 1st and the 2nd Plaintiffs were initially registered in 1996 and 1997.

(122) The Plaintiffs bolstered their arguments explaining the error alleged on this ground of their appeal by referring to the documents relating to the registration of the 1st and 2nd Plaintiffs (*see pages 26 and 35 of Volume 1 of the record*).

The Plaintiffs referred the date January 21 1997 which appears on Exhibit ‘B’ with regard to the 1st Plaintiff’s certificate of incorporation and explained that this date is the date of the 1st Plaintiff’s first registration. Its regulations say clearly on top left corner that it was registered on the 21st day of January, 1997. Exhibit ‘B1’ which is the 1st Plaintiff’s regulations therefore confirms that the regulations were issued on the 21st day of January, 1997. Exhibits ‘B’ and ‘B1’ can be found at page 108 of Volume 3 of the record. The date 9th July 2004 which appears in the body of Exhibit ‘B’ therefore is the date of re-registration of the 1st Plaintiff. The evidence on this cannot be controverted in anyway. The preponderance of the evidence on this ground is the reason for which I uphold this ground of appeal.

(123) **GROUND THREE OF SUIT NUMBER BMISC 877/2004.**

The Plaintiffs also fault the Trial Court on its findings that by reason of the discrepancy appearing on the 1st Plaintiff's certificate of incorporation on the one hand and its regulations on the other hand, the 1st Plaintiff was not duly incorporated. A reading of the particulars of this ground of appeal will reveal that the Court's discussion of the second ground of appeal in this suit amply covers this ground too. This ground therefore, appears to be a duplication of the second ground of appeal in this suit. The observation above made is borne out when one examines the first particulars of error set out by the Plaintiffs. It is stated as an error of fact. It says that the Trial Court completely ignored evidence on the record which confirmed that the subsequent date of July 2004 appearing on the Certificate of Incorporation was the date when 1st Plaintiff/ Appellant was re-registered, and not the original date of registration, to wit; 22/01/97. This matter was very well discussed on the second ground of appeal already examined. It was therefore established that the 1st and 2nd Plaintiffs were registered in 1996/97.

(124) The next particularized error is stated as an error of law. It says that the question as to the validity or otherwise of the 1st Plaintiff's registration was neither raised in the pleadings nor during the trial and that it was actually conceded by 1st to 3rd and also the 6th Defendants who contended in their defence that, they were the proper and duly appointed officials of the first Plaintiff. There is also no need to discuss this point. It has already been pointed out that the Court's discussion of the ground of appeal preceding this one agrees with the Plaintiffs that the 1st and 2nd Plaintiffs were actually registered in 1996/97.

(125) From the Court's discussion of the earlier ground of appeal, there will be no need to waste the time of the court on this ground of appeal because the Trial Court itself had actually found that the 1st and 2nd Plaintiffs were duly incorporated, and

that what the two companies failed to do was obtain certificates to commence business. Indeed the Trial Court had in its judgment disposed of the issue of capacity. This Court also notes the provisions of Section 29(4) of Act 179 which provides that where there is an error or omission in a return or declaration delivered to the Registrar under Section 27 or Section 28, then the company and every signatory of the return or declaration is liable to a fine not exceeding one hundred and fifty penalty units. In the light of this provision even if it were established that any discrepancies existed in the regulations of the 1st and 2nd Plaintiffs, it will be no reason to deprive them of their properties.

(126) GROUND FOUR OF THE APPEAL IN SUIT NO BMISC 877/2004.

In the notice of appeal in Suit Number BMISC 877/2004, the Plaintiffs set out a fourth ground of appeal. This ground of appeal contends that the Trial Court erred when it held that because the 1st Plaintiff had no certificate to commence business it could not carry on business. The Plaintiffs particularized two (2) main errors in so far as this ground is concerned. The first error, the Plaintiffs say, lies in their contention that the statutory consequences of failure to obtain a certificate to commence as clearly stated in the applicable statute do not prescribe nullification of all business transactions as flowing from the failure to obtain a certificate to commence business before proceeding to do business.

(127) Secondly, the Plaintiffs also say that there are authoritative decisions on the point that not all statutory infractions result in nullification of steps or actions taken pursuant to the breached statute. The first point to note on this ground of appeal is that the Plaintiffs appear clearly, not to contest the fact that the 1st Plaintiff did not have a certificate to commence business as found by the Trial Court. What the Plaintiffs are complaining about is the conclusion reached by the Trial Court that

in the absence of this certificate to commence business, all transactions engaged in by the 1st Plaintiff are nullified. The crux of the Plaintiff's case is that there is no legal basis for this conclusion, assuming that 1st and 2nd Plaintiffs did not even obtain certificates to commence business at their first registration

(128) The first question that this Court will address is the question whether there is any specific statutory provision which mentions the certificate to commence business as a document which must be obtained by a body corporate as a precondition for commencing business transactions and without which all transactions entered into by such a body are nullified by operation of law? The Court notes that the law that regulates companies in the Republic of Ghana is now the Companies Act, 2019 (Act 992). The dispute, however, arose and was settled by the Trial Court in accordance with the provisions of the Companies Act 1963 (now repealed) Act 179 because that was the governing legislation at the time. This Court shall therefore determine the effect of failure to obtain the certificate to commence business as found by the court below also by reference to the applicable provisions of Act 179.

(129) It is noted first of all that, under Act 179, there is no express requirement that a company obtains a document known as a certificate to commence business as a precondition for commencing business transactions. All that the law said is that the company was only permitted to commence the transaction of business after filing some particulars with the registrar. Section 27(1) of Act 179 clearly provided that a *“company registered after the commencement of this Act shall not transact a business, exercise a borrowing power, or incur an indebtedness, except that which is incidental to its incorporation or to obtaining subscriptions to or payment for its shares, until it has delivered to the Registrar a return in duplicate*

in the prescribed form giving particulars, as at the date of the return, of the matters specified in the section which range from the company's name among others". Act 179 therefore does not specifically mention a certificate to commence business as a precondition for commencing business under the said Act. The certificate to commence business is what is known in England as the "Trading Certificate". On this, the learned editors of Halsbury's Laws of England say that as a body corporate from the date of its incorporation, that; "body is then capable forthwith of exercising all the functions of an incorporated company...except that if the company is incorporated as a public company, it must not do business or exercise any borrowing power unless the registrar has issued it with a further certificate (a trading certificate)....." (See paragraph 120 of the Fifth Edition of Halsbury's Laws of England, Volume 14).

(130) Before the reference just made, the learned editors say in paragraph 74, under the topic Minimum share capital requirement for public companies that; *"A trading certificate has effect from the date on which it is issued and is conclusive evidence that the company is entitled to do business and exercise any borrowing powers....."*

(131) It is clear therefore that, whereas the English rules require a trading certificate as a precondition for a body corporate to do business or exercise any borrowing power, our rules simply require the filing of specific information with the registrar. It may well be that the registrar in our jurisdiction also issues a further certificate, described as a *"Certificate to Commence Business"* but that is a totally different thing from saying that failure to produce the document commonly known as the *"Certificate to Commence Business"* completely invalidates transactions entered

into by the company which has failed to show evidence that it has the said certificate.

(132) In these proceedings, I have taken notice that the parties did not raise issues as to whether or not the 1st and 2nd Plaintiffs failed to provide the particulars required by Section 27 of Act 179. Although the Defendants have suggested that the 1st and 2nd Plaintiffs had failed to comply with some regulatory matters such as the appointment of an auditor. There is no doubt that there was documentation on the 1st and 2nd Plaintiffs before the court such as the certificate of incorporation and their regulations which no doubt set out their names, authorized business, the names and addresses of their directors among others which is also the information required to be provided under Section 27 of Act 179. In any case, the Trial Court found as a fact that the documents of 1st and 2nd Plaintiffs were in the custody of George Adjeman led Defendants.

(133) The Court refers once again to Halsbury's Laws of England, Fifth Edition, Volume 14. In paragraph 120, the learned editors write on the effect of incorporation as follows:- *"As from the date of incorporation, the subscribers of the memorandum of association, together with such other persons as may from time to time become members of the company, are a body corporate by the name stated in the certificate of incorporation. That body is then capable forthwith of exercising all the functions of an incorporated company....."*

(134) The clarification provided by the learned editors of Halsbury's of England actually stated the statutory position under the erstwhile Companies Act, 1963 (Act 179) which provided for the effect of incorporation in Section 14(5) thereof that: *"(5) From the date of registration mentioned in the certificate of incorporation, the company is a body corporate by the name contained in the Regulations and,*

subject as provided in Sections 27 and 28 is capable of exercising the functions of an incorporated company.”

(135) There is no doubt whatsoever that the provisions of Section 14(5) of Act 179, on which the Trial Court relied are made expressly subject to Sections 27 and 28 of the same Act. The Trial Court referred to these provisions and reached the conclusion that to the extent that the 1st and 2nd Plaintiffs had no certificate to commence business, then they could not validly acquire the properties sued for. It is this conclusion that the Plaintiffs attack as erroneous because no part of Section 27 or 28 of Act 179 says that in the absence of a certificate to commence business (*which is not specified in the two sections just referred to*), all business transactions engaged in by a company are null and void.

(136) The Court notes in particular that Act 179 itself provides for the consequences of breaching Sections 27 and 28 of Act 179. This is provided for in Section 29 of the same Act. The section is actually headed; Penalties for breach of Section 27 or 28. It then provides:

*“(1) In the event of default in complying with Section 27 or
Section 28,*

*(a) the company and every officer of the company who is in default
is liable to a fine not exceeding (twenty-five penalty units) for
each day during which the default continues, and*

(b) the rights of the company concerned under or arising out of a

contract made during the time that the default continues, except the contracts that are incidental to obtaining subscriptions to or payments for its shares, shall not be enforceable by action or other legal proceedings."

(137) The first and fundamental rule of interpretation is that words are primarily to be construed in their ordinary meaning. In the case of **REPUBLIC VS. HIGH COURT, ACCRA (COMMERCIAL DIVISION); EX-PARTE HESSE (INVESTCOM CONSORTIUM HOLDINGS SA & SCANCOM LTD. - INTERESTED PARTIES)** [2007-2008] 2 SC GLR 1230 Wood CJ referred to her judgment in the case of **REPUBLIC VS. HIGH COURT, ACCRA; EX-PARTE YALLEY (GYANA & ATTOR INTERESTED PARTIES)** [2007–2008] SC GLR 512 and held as follows; "*.....on the construction of statutes, the literalist, the ordinary, plain, or grammatical meaning should be adhered to if it clearly advances the legislative purpose or intent and does not lead to any outrageous consequences.*"

(138) A celebrated English Jurist, Lord Simon states the consequences of rejecting this principle in search of the esoteric in **BLACK-CLAWSON INTERNATIONAL LTD. VS. PAPIERWERKE WALDOF-ASCHAFFENBURG AG** [1975] 1 ALL ER 810 at 847 as follows: "*It is refusing to follow what is perhaps the most important clue to meaning. It is perversely neglecting the reality, while chasing shadows. As Aneurin Bevin said: 'Why gaze in the crystal ball when you can read the book? Here the book is already open; it is merely a matter of reading on.*"

(139) The statutory provisions just quoted are plain. It says that in the event of default in complying with Section 27 or Section 28, the company and every officer of the company who is in default is liable to a fine not exceeding (*twenty-five penalty units*) for each day during which the default continues. There is nothing in the first part

of this provision which says that all contracts entered into by the company which has not obtained the certificate to commence business are nullified. The second part of it says that a company which has not obtained a certificate to commence business is not entitled to enforce its rights under or arising out of a contract made during the time that the default continues, except the contracts that are incidental to obtaining subscriptions to or payments for its shares, shall not be enforceable by action or other legal proceedings.

(140) In this case however, the first and second Plaintiffs are not seeking to enforce any rights under or arising out of a contract made during the time that the default continued. There is no contract between the 1st and 2nd Plaintiffs and the Defendants regarding the properties that have been taken over by the Defendants. The second part of the penalty therefore, also does not arise in this case. It cannot therefore be relied upon to deprive the 1st and 2nd Plaintiffs of their property.

(141) Even where the company seeks to enforce its rights under or arising out of a contract made during the time of default, subsection (2) of Section 29 of the Act says that the Court may duly grant relief. A reading of the whole of Section 29 has left this Court in no doubt whatsoever that the legal consequences for failure to comply with the provisions of Sections 27 and 28 of Act 179 (*as distinguished from not holding a document described as "certificate to commence business"*) does not invalidate contracts entered into by the company.

(142) It is the analysis above made which leads this Court to agree once again with the Plaintiffs that the statutory consequences for failure to obtain a certificate to commence as clearly stated in the applicable statute do not prescribe nullification of all business transactions as flowing from the failure to obtain a certificate to

commence business before proceeding to do business. This ground of appeal is also hereby upheld.

(143) The Court has so far dealt with the grounds of appeal contained in the notice of appeal filed in respect of Suit Number BMISC 877/2005. I shall now deal with the grounds of appeal contained in Suit Number AHR9/2005.

(144) **GROUND OF APPEAL IN SUIT NO AHR 5/2005.**

As it happened in Suit Number AHR9/2005, the Plaintiffs' first ground of appeal in this suit is that the judgment is against the weight of the evidence. A reading of the other grounds of appeal which have been particularized in detail will reveal that a discussion of these other grounds of appeal will effectively deal with the omnibus ground of appeal that the judgment is against the weight of the evidence.

(145) **SECOND GROUND OF APPEAL IN SUIT NUMBER AHR 9/2005.**

In their second ground of appeal in this suit, the Plaintiffs contend that the Trial Court erred in fact and in law when it held that the registration of Winners' Chapel was done in good faith. The particulars of this ground of appeal allege both errors of fact and of law. It is alleged as a matter of fact that the Trial Court erred because the evidence confirmed without a shred of doubt that at all times material to the suit, the 1st Defendant knew that the 1st Plaintiff operated under the name and style of Winners Chapel. As a matter of fact, the evidence on this is not disputed by the Defendants. The Court's discussion of some of the grounds of appeal in Suit Number BMISC 877/2004 confirmed that the parties to this appeal very well knew that the Church Winners' Chapel was never incorporated as an entity separate and distinct from the first Plaintiff who founded it.

(146) The parties knew that as a matter of practice, the church was established by the 1st Plaintiff which is the incorporated entity. The church therefore by itself existed as

a voluntary association of persons who subscribe to the business objectives of the 1st Plaintiff.

The Court has already pointed out that the evidence confirms that, at the time of registration, the 1st Plaintiff sought to register, as its full name, the name: **LIVING FAITH OUTREACH CENTRE A.K.A. WINNERS CHAPEL**. The name was however, shortened by the Registrar General on grounds that it was too long to appear on the certificate.

(147) There is no doubt whatsoever, in so far as the evidence is concerned that the name Winners' Chapel was synonymous with the 1st Plaintiff. The Defendants concede this point but trivialize it by arguing that at all times material to the proceedings, the registry of companies did not record the name, Winners' Chapel as the name of any corporate entity. For this reason, they were at liberty to register it as an entity separate and distinct from the 1st Plaintiff.

(148) The Defendants contend that their registration of the name Winners Chapel as a corporate entity distinct from the 1st Plaintiff is justified even by subsequent events. The Defendants argue that the Plaintiffs having objected to the decision by Pastor Adjeman to depart from the original ideals and vision of the church, and revolted against its leadership, refused to worship with the Defendants in the now distinctly incorporated Winners Chapel Ghana and have decided to congregate and worship at the Trade Fair Centre under the new name Winners Chapel International thereby distinguishing the 1st Plaintiff's Winners' Chapel from the now incorporated Winners Chapel Ghana.

(149) The defence of the Registrar of Companies to the registration of the 4th Defendant complained about in this appeal, mirrored that of the Defendants led by Pastor

Adjeman. The Registrar of Companies contended that prior to registration of the entity Winners' Chapel Ghana, the Pastor Adjeman led Defendants conducted a search in the registry of companies to ascertain whether the name; Winners Chapel Ghana had previously been registered by any person. The result of this search was negative. There was no justifiable reason therefore to refuse registration to the Defendants who sought to register the name Winners' Chapel Ghana.

(150) The issues raised by this ground of appeal raise far more complicated issues than the arguments between the parties. The crux of the Plaintiffs' case in this suit is not grounded in just the registration of the name Winners' Chapel. It has to do with the registration of the name by the specific individuals; in this case Pastor Adjeman and his followers as well as the circumstances of registration and the purpose for so doing.

(151) The Plaintiffs' case, properly examined is that, Pastor Adjeman and his followers decided to register the church Winners' Chapel in order to outwit the 1st Plaintiff and the other Plaintiffs who subscribed to the original vision of the church. The searches therefore conducted by Pastor Adjeman to ascertain whether or not the church Winners Chapel established by the 1st Plaintiff had been registered were therefore cosmetic because Pastor Adjeman and his followers, as members of the church knew that the church was not registered as a separate and distinct entity. They knew, as they pleaded, that the church is the same thing as the 1st Plaintiff.

(152) The observation just made is what is particularized by the Plaintiffs in this ground of appeal in paragraphs (b) and (c). The Plaintiffs contend on this ground of appeal that the Trial Court committed an error of fact because, the evidence on record

confirmed without a shadow of a doubt that Pastor Adjeman was employed for several years by the 1st Plaintiff to pastor in the 1st Plaintiff's Winners' Chapel churches between Ghana and Nigeria.

(153) The Plaintiffs further contend that the error of fact committed by this Trial Court on this ground of appeal arises from the fact that the evidence on record also confirmed without a shadow of a doubt that Pastor Adjeman accordingly, hurriedly registered the name; Winners' Chapel just for purposes of overreaching 1st Plaintiff/ Appellant. The evidence on record clearly supports the Plaintiffs' position. The Court had earlier in this delivery noted that Pastor Adjeman and his followers initially called their church the Life Assembly Church. The question then is; what accounted for the volte face? Assuming the name Winners Chapel already established by the first plaintiff was to give Pastor Adjeman and his followers, the convenience of maintaining the structures established by the first Plaintiff for the Winners Chapel church. Realizing that to maintain the new name, Life Assembly Church would provoke the argument that the new entity was a distinct entity which should not take over the assets of the already existing Winners' Chapel church established by the 1st Plaintiff, Pastor Adjeman and his followers quickly annexed the name Winners' Chapel in order to give it the continuity necessary to justify their holding on to the assets of Winners' Chapel.

(154) In so far as the Registrar of Companies is concerned, the Plaintiffs seem to be accusing the Registrar of collusion. The reason for which this inference may legitimately be drawn is that, the Plaintiffs' case against the Registrar is that the Registrar must have at the very least heard about the disagreement and commotion within the church and should have taken caution in registering the name Winners' Chapel.

(155) To this extent at least the court can understand the arguments being made by the Plaintiffs in so far as the registration of the 4th Defendant in Suit Number AHR 9/2005 is concerned. In their pleadings as have already been discussed, the Defendants admitted that the 1st Plaintiff was the same as Winners Chapel. I have already referred to evidence on record pointing to the fact that 1st Plaintiff's name submitted for registration in 1997 which the Registrar General shortened was **LIVING FAITH OUTREACH CENTRE (A.K.A WINNERS' CHAPEL)**. When PW1 testified on this fact, he was not cross-examined by counsel for Defendants (*see pages 458-459 of volume 1 of the record*). The effect is that all the Defendants agree with Plaintiffs on the point that **LIVING FAITH OUTREACH CENTRE (A.K.A. WINNERS' CHAPEL)** was 1st Plaintiff's name submitted for registration in 1997. The Supreme Court in **FORI VS. AYIREBI AND OTHERS (1996) GLR 627** made the point in holding 6 of the judgment that; "*when a party had given evidence of a material fact and was not cross-examined upon, he need not call further evidence of that fact.*"

(156) The Registrar General who was party to the proceedings did not deny the fact that **LIVING FAITH OUTREACH CENTRE (A.K.A. WINNERS' CHAPEL)** was the name submitted for registration for the 1st Plaintiff in 1997. The Registrar General's representative (*Enoch Quaye, the inspector of companies*) who testified at the trial testified that when the Defendants submitted particulars for the registration of the 4th Defendant, a search was conducted on the names of companies in the registry in alphabetical order. The search did not reveal that any company had been registered with the name Winners Chapel. Upon the result of the search therefore, the 4th Defendant was registered. The evidence of Enoch Quaye cannot be taken to mean that the Registrar General did not know of the fact that the name Winners'

Chapel was associated with 1st Plaintiff. The forms submitted for registration of the 1st Plaintiff in 1997 were in the custody of the Registrar General.

(157) Reference has been made to Newspaper publications on record on the same long name of 1st Plaintiff long before the 4th Defendant was registered (*see pages 21-23 of Volume 1 of the record*). The effect of all the above is that all the Defendants knew that the fourth Defendant was registered in bad faith only to mislead the public into believing that it had some affinity with the 1st Plaintiff's church. Under Section 15(3) of the Companies Act, 1963 (Act 179), a company shall not be registered by a name which, in the opinion of the Registrar, is misleading or undesirable.

(158) Prior to the events that led to the suits, all the parties were worshipping in the church of the 1st Plaintiff under the name "*Winners Chapel*". With the separation, George Adjeman and his followers registered the 4th Defendant; "*Winners' Chapel Ghana*" and have continued to worship at the premises previously used by the 1st Plaintiff's church. Those who remain committed to the 1st Plaintiff are said to have relocated to Trade Fair Centre and worship there under the name "*Winners' Chapel Ghana International*." In all the three names: "*Winners' Chapel*," "*Winners Chapel Ghana*," and "*Winners' Chapel International*," the operative words are "*Winners' Chapel*." The situation is clearly misleading and undesirable and the Registrar of Companies ought to have exercised its powers under Section 15(3) of Act 179 to disallow the registration of the 4th Defendant. In fact, if 4th Defendant had not been registered, the name "*Winners' Chapel International*" would not have emerged.

(159) The situation also amounts to unfair competition under Section 1 of the PROTECTION AGAINST UNFAIR COMPETITION ACT, 2000 (ACT 589) and

therefore calls for the intervention of the court under Section 8(1) which provides as follows:

CIVIL REMEDIES

“(1) A person who is damaged or considers that he is likely to be damaged by an act of unfair competition may bring an action for;

- a) an order of injunction to prevent the act or further acts of unfair competition;*
- b) a provisional order to prevent unlawful acts or to preserve relevant evidence;*
- c) the award of damages as compensation; and*
- d) any other remedy that the Court may consider fit to order.”*

At this stage therefore it is appropriate to order the Registrar General to remove the 4th Defendant’s name from the company’s register. This Court also orders a perpetual injunction on the use of that name by the Defendants in the conduct of their church activities. The name *“Winners”* Chapel undoubtedly belongs to the 1st Plaintiff.

(160) THIRD GROUND OF APPEAL IN SUIT NUMBER AHR 9/2005.

The 3rd ground of appeal in Suit Number AHR 9/2005 echoes the same ground of appeal contained in the notice of appeal in Suit Number BMISC 877/2004. This ground contends that the Trial Court erred in law and in fact when it held that by reason of the discrepancy appearing on the 1st Plaintiff’s certificate of incorporation on the one hand and its regulations, on the other hand, the 1st Plaintiff was not duly incorporated. After our evaluation of the evidence on record we are in agreement with the Plaintiff that the Trial Court did not properly evaluate the evidence on the record which confirmed that the subsequent date of July 2004 appearing on the certificate of incorporation was the date when the 1st Plaintiff was

re-registered and not the original date of registration, to wit; 22/01/97. We shall therefore not discuss this ground of appeal in any further detail.

The Court will also not discuss the Plaintiffs' last ground of appeal which contends that the Trial Court erred when it held that because the 1st Plaintiff had no certificate to commence business it could not carry on business. The issue has already been exhaustively dealt with in our consideration of the grounds of appeal arising from Suit Number BMISC 877/2004.

(161) **CONCLUSION**

The law is settled that where the Appellate court comes to the conclusion that findings of fact by the Trial Court were not supported by the evidence on record or where the findings are perverse, or based on wrong proposition of law then it may set aside those findings. See also **ACHORO AND ANOR VS. AKANFELA [1996-1997] SCGLR 209; KOGLEX LTD. (NO.2) VS. FIELD [2000] SCGLR 175**. This position of the law is the same even in the case of second appeals where the second Appellate court is cautious not to reverse concurrent findings and conclusions on evidence by two lower courts. The Supreme Court has held the following as good grounds upon which a Second Appellate Court may interfere and set aside concurrent findings even by two lower courts;

- i. Where the said findings are not supported by the evidence on record or where the reasons in support of the findings are unsatisfactory.*
- ii. Where the findings are based on a wrong proposition of law or a principle of evidence such that if that wrong proposition is corrected the findings will cease to exist.*
- iii. Where the findings are inconsistent with a crucial document or other undisputed evidence on the record.*

iv. Where the findings are otherwise substantially or seriously perverse and unjustified so as to occasion a grave miscarriage of justice.

(162) See the cases of **CLIPPER LEASING CORPORATION VS. ATTORNEY-GENERAL & ANOTHER. CIVIL APPEAL NO J4/40/2015 DATED THE 9TH DAY OF MARCH 2016** per Pwamang JSC, **ACHORO AND ANOR VS. AKANFELA [1996-97] SCGLR 209; KOGLEX LTD. (NO.2) VS. FIELD [2000] SCGLR 175; ADU VS. AHAMAH [2007-2008] SCGLR 143; GREGORY VS. TANDOH & HANSON [2010] SCGLR 971, ASIBEY VS. GBOMITTAH & COMMANDER OSEI [2012] 2 SCGLR 800 & ACQUIE VS. TIJANI [2012] SCGLR 1252.**

(163) In this judgment, we have noted the several findings and conclusions reached by the Trial Court which are not supported both on the evidence adduced at the trial and on the law. This court is therefore justified in reversing the decision of the Trial Court. Consequently, we declare that all properties acquired or funded by the 1st and 2nd Plaintiffs or the church, Winners Chapel are the bona fide properties of the 1st and 2nd Plaintiffs.

(164) Thus after an examination of the entire evidence on record in the round, we find no evidence nor legal basis to support the conclusions and final orders of the Trial Court with respect to the status and properties of the 1st and 2nd Plaintiffs. We find that those conclusions and orders emanating therefrom are demonstrably erroneous a situation which authorizes and justifies appellate interference with the said conclusions and orders. In the premises, the appeals succeed and are hereby allowed. The judgment of the Trial Court is hereby set aside.

(165) Having allowed the appeal this court hereby makes the following consequential orders. The Plaintiffs are entitled to the recovery of possession of the following properties:

- (i) *H/No. 5, situate at Arko Adjei street adjacent Miklin Hotel, East Legon, Accra.*
- (ii) *ALL that piece and parcel of land situate lying and being at Winners Chapel No.16 Otublohum Road, Industrial, Area.*
- (iii) *ALL that piece and parcel of land, 390.0 feet bounded respectively more or less on the South/West by Assignor's Land measuring 890.0 feet more or less on the South/East by Assignor's Land measuring 970.0 & 1,400.0 feet respectively more or less on the North/West by the Assignor's land measuring 2120.0 feet more or less.*
- (iv) *All the places of worship of the Winners Chapel which are occupied by the Defendants and/or their followers.*
- (v) *All items of worship of the Winners Chapel being used by members.*
- (vi) *We further order the Registrar General to delete the names of all the Defendants as directors and/or subscribers to the Regulations of 1st and 2nd Plaintiffs. The evidence on record shows that the first/original subscribers and directors of the 1st and 2nd Plaintiffs since 1996/97 have never been validly changed. The Registrar General is therefore ordered to restore their names in the companies register as the subscribers and directors of the 1st and 2nd Plaintiffs.*
- (vii) *We hereby order George Adjeman to render to 1st and 2nd Plaintiffs, a true and complete statement of account with effect from 16/01/04, up to the date of his stewardship of the Winners Chapel church. George Adjeman is further ordered to pay to 1st and 2nd Plaintiffs any amounts found to be due the 1st and 2nd Plaintiffs together with interest at the prevailing commercial bank interest rate.*
- (viii) *We hereby restrain by perpetual injunction, the Defendants, their agents, servants, assigns, privies, or any person claiming through them from*

disturbing Plaintiffs' quiet enjoyment of their properties, places and items of worship.

(166) From the totality of evidence, we find that the name "*Winners' Chapel*" is exclusively associated with 1st Plaintiff's church not only in Ghana but in many other countries. It will therefore create confusion if the Defendants are allowed to have the words "*Winners Chapel*" as part of the name of their breakaway group. We further find that the registration of the 4th Defendant (*Winners Chapel Ghana*) by the Defendants was done in bad faith to overreach the 1st Plaintiff. Consequently, we hereby order the Registrar General to delete the 4th Defendant's name from the register of companies. The Defendants are also hereby permanently restrained from using the words "*Winners Chapel*" as part of the name of their breakaway group church.

(Sgd).

I.O.TANKO AMADU

(Justice of the Supreme Court)

(Sgd).

I agree

MARGARET WELBOURNE

(Justice of Appeal)

(Sgd).
I also agree **OBENG-MANU JNR.**
(Justice of Appeal)

Counsel

- 1) *Sibiri Edmond Kardiri Esq.(led by Thaddeus Sory, Esq.)
(for Plaintiffs/Appellants).*
- 2) *Nana Kyekye Darko (For Defendants/Respondents except 3rd and 8th Defendants)*
- 3) *Counsel for 9th Defendant/Appellant - Absent.*