IN THE SUPERIOR COURT OF JUDICATURE

IN THE SUPREME COURT

ACCRA - A.D. 2023

CORAM: PWAMANG JSC (PRESIDING)

OWUSU (MS.) JSC

LOVELACE-JOHNSON (MS.) JSC

PROF. MENSA-BONSU (MRS.) JSC

ASIEDU JSC

CIVIL APPEAL

NO. J4/49/2021

17TH MAY, 2023

IN THE CONSOLIDATED SUITS OF

1. LIVING FAITH WORLD OUTREACH CENTRE
2. WORLD MISSION AGENCY
3. HUGH SAVAGE

VS

1. THE REGISTRAR-GENERAL …… 1ST DEFENDANT/RESPONDENT
2. GEORGE ADJEMAN
3. DR. YAW GYAMFI
4. WINNER'S CHAPEL GHANA
5. PASTOR EMMANUEL

DEFENDANTS/RESPONDENTS/APPELLANTS

6. MR. SOLOMON BONNEY
7. DR. DENIS ANSAH DONKOR
8. DR. VICTOR ATTROR
9. MR. SAMUEL BEKOE …… 9TH DEFENDANTAPPELLANT/RESPONDENT
10. DORA ASANTEWAA ACQUAYE
11. OSINA TABI
12. ELIZABETH ASAFO-ADJEI
13. FLORENCE DAAKU

DEFENDANTS/RESPONDENTS/APPELLANTS

14. CEPHAS KWASHIVIE AGBELIE
15. GEROPHINE TACKIE

JUDGMENT

ASIEDU JSC:-

INTRODUCTION:

(1) . This appeal emanates from a judgment delivered by the Court of Appeal on the 30th November 2020. In the said judgment, the Court of Appeal set aside a judgment delivered by the High Court in favour of the Defendants therein on the 28th July 2017. The judgment of the High Court was in respect of two suits that were consolidated, heard together and on which one composite judgment was delivered by the High Court in respect of the consolidated suits. The Court of Appeal, like the High Court, also delivered one composite judgment on the consolidated suits. By the established practice of the Courts, where there is a consolidation of suits, the consolidation is only for the purpose of the adduction

of evidence but when it comes to judgment, the court is required to deliver separate judgments using the evidence adduced. However, in this case, the fact that a composite judgment was delivered by the Court of Appeal, is not a subject of the appeal against the judgment of the Court of Appeal. In the circumstances, we will deal with all the relevant issues and grounds of appeal in one composite judgment with due regard to the respective but relevant issues raised before the trial High Court in each of the suits consolidated and heard together. In this regard, the Plaintiffs/Appellants/Respondents will retain their designation before the trial High Court as the Plaintiffs whiles the Defendants/Respondents/Appellants, with the exception of the 9th Defendant/Appellant/Respondent, maintain their designation as Defendants before the trial High Court. In view of their peculiar circumstances and, considering the fact that the 9th Defendant shares the same position with respect to the relevant issues herein, the 9th Defendant will, in this judgment, be subsumed under and as part of the Plaintiffs herein.

(2) RELIEFS & GROUNDS OF APPEAL:

The Defendants seek essentially two reliefs from this court in respect of their appeal as follows: (i) That the judgment of the Court of Appeal, Accra dated 30th November 2020 allowing the appeal by the Plaintiffs/Appellants/Respondents, the Consequential orders made and the Costs awarded be set aside. (ii)That an order be made restoring the judgment of the trial High Court in favour of the Defendants/Respondents/Appellants. These reliefs sought by the Defendants are

premised on six grounds of appeal which the Defendants have stated in their notice of appeal as follows:

(a) The judgment of the Court of Appeal is against the weight of evidence

(b) The Court of Appeal failed to consider or adequately consider the case of the Defendants/Respondents/Appellants.

(c) The Court of Appeal erred in considering interlocutory matters as evidence at the trial and relying on them as such in its judgment.

(d) The Court of Appeal erred in holding that the registration of the 4th Defendant/Respondent/Appellant was done in bad faith to overreach the 1st Plaintiff/Appellant/Respondent.

(e) The Court of Appeal erred in making the consequential orders it made in the judgment.

(f) The Court of Appeal wrongly exercised its discretion in awarding costs against the Defendants/Respondents/Appellants.

(3) FACTS OF THE CASE:

The leadership of the Living Faith World Outreach Centre of Nigeria who also serve as the leadership of the World Mission Agency of Nigeria, on or about 21st January 1997 and 27th May 1996 established the 1st and the 2nd Plaintiffs as companies limited by guarantee in Ghana respectively with various objects including the propagation of the Gospel in the Republic of Ghana. The Living Faith World Outreach Centre of Nigeria in pursuance of its object of spreading the Gospel, established churches in Nigeria known as Winners' Chapel and following their registration in Ghana, the 1st Plaintiff also established churches in Ghana known as Winners' Chapel in furtherance of their objects of preaching the Gospel to save the lost souls of the World. The 1st Defendant in suit number BMISC/877/04, George Adjeman who was initially employed to work in the Living Faith World

Outreach Centre of Nigeria, was made a Pastor and later ordained as a Bishop. He worked for a while in Nigeria and was later seconded to the World Mission Agency, Nigeria and subsequently transferred to work as a Bishop in the Winners' Chapel when same was established in Ghana by the 1st and 2nd Plaintiffs. In the course of time, the 1st Defendant, Bishop George Adjeman led the 2nd to the 9th Defendants to break away from the Winners' Chapel Ghana and established a Church, the 10th Defendant herein, known as Life Assembly Church. The breakaway resulted from a transfer of the 1st Defendant again from Ghana to Nigeria and his unwillingness to accept the transfer. Before this, several attempts were made by the Plaintiffs and the Ghana Pentecostal Council to settle the impasse resulting out of the transfer but all to no avail. Subsequently, the Plaintiffs dismissed the 1st Defendant from its employment whereupon the 1st Defendant convinced the 2nd to the 9th Defendants to renounce their membership of the Plaintiffs' church and founded their own church the 10th Defendant.

(4) . Following his dismissal from the 1st Plaintiff's church, the Winners' Chapel, the 1st Defendant is alleged to have organized attacks on the members of the church. The 1st Defendant and his supporters took over the 1st Plaintiff's church's place of worship and other properties and will not allow other non-dissentient members of the church to worship. The 1st Defendant and his followers converted the 1st Plaintiff's Winners' Chapel places of worship for the use of the members of the 10th Defendant church which had been formed by the 1st Defendant and his followers. The Plaintiffs alleged that their funds came into the hands of the 1st Defendant in his capacity as an employee of the Plaintiffs and that the 1st Defendant had failed to render accounts of and hand over to the 1st and 2nd Plaintiff monies which had come into the hands of the 1st Defendant.

(5) The Defendants say that there is no relationship between the Plaintiffs and the Living Faith World Outreach Centre of Nigeria or the World Mission Agency of Nigeria and that apart from one Brother Hugh Savage, the rest of the directors of the 1st and 2nd Plaintiffs are Nigerians who live in Nigeria and not Ghana. Defendants also say that the affairs of the Plaintiff companies are run by Bishop David Oyedepo who had no permit to work in Ghana. According to the Defendants, all the Nigerian members of the Executive Council of the Plaintiff companies had left Ghana, so when the Registrar of Companies asked in 2003 that all companies should take steps to regularize their registration in compliance with the Companies Act, the names of the absentee Nigerian Executive members on the Executive Council were removed and replaced with the 1st Defendant and one Pastor Richard Appiah. The Defendants admit that all members of the 1st Plaintiff are classified as Winners and that the 1st Plaintiff church is known as Winners' Chapel. The 1st to 9th Defendants deny ever renouncing their membership of the Winners' Chapel church; and 1st Defendant in particular, denies establishing and being a member of the 10th Defendant church. The 1st Defendant also says that the attempt to transfer him to Nigeria was as a result of the steps he was taking to streamline the affairs and management of the 1st and the 2nd Plaintiffs. The Defendants also deny engaging in any acts of thuggery and vandalism against any member of the Winners' Chapel church and that they remain in possession of their properties which were acquired with the monetary contribution of members of the church. In view of the above, the Plaintiffs commenced the instant action against the Defendants at the High Court.

(6). RELIEFS SOUGHT IN SUIT NO. BMISC/877/04:

The Plaintiff's claim is for:

A declaration that all properties acquired, owned and/or held in the names of 1st and 2nd Plaintiffs or the Winners' Chapel remain the bona fide properties of 1st and 2nd Plaintiffs.

A declaration that all properties acquired for and on behalf of 1st and 2nd Plaintiffs or the Winners' Chapel or through the use of funds belonging to 1st and 2nd Plaintiffs or the Winners' Chapel whether held in their names or not are the bona fide properties of 1st and/or 2nd Plaintiffs or the Winners' Chapel.

An order for the recovery of possession of H/No. 5, situate at Arko Adjei Street adjacent Miklin Hotel East Legon, Accra.

A specific order for the recovery of possession of all that piece and parcel of land situate lying and being at Winners' Chapel No. 16 Otublohum Road, Industrial Area and of all places and/or properties where or in which the members of Winners' Chapel worship.

A specific order for the recovery of possession of ALL that piece and parcel of land 390.0 feet respectively more or less on the South/West by Assignor's Land measuring 890.0 feet more or less on the South/West by Assignor's Land measuring 2120.0 feet more or less including the documents in respect of same.

An order that Defendants, their agents, servants, assigns, privies or all such persons acting on behalf of or in solidarity with Defendants or who have ceased to be members of the Winners' Chapel yield vacant possession of all places where members of the Winners' Chapel worship.

An order that their agents, servants assigns, privies or all such persons acting on behalf of or in solidarity with Defendants or who have ceased to be members of the Winners'

Chapel, to surrender all items of worship used by members of Winners' Chapel for purposes of worship.

An order that 1st Defendant render to 1st and 2nd Plaintiffs, a true and complete statement and account in writing from 16/01/04 when he refused to report in Nigeria on posting up to the date of final judgment in respect of all monies received by 1st Defendant for and on behalf of 1st and 2nd Plaintiffs or in their name or for purposes of carrying out 1st and 2nd Plaintiffs' business objects.

An order for payment by 1st Defendant to 1st and 2nd Plaintiffs of the amount found to be due them on the taking of such accounts and for the payment of interest thereon from 16/01/04 up to the date of final judgment.

An order of perpetual injunction restraining Defendants, their agents, servants, assigns, privies or all such persons acting on behalf of or in solidarity with Defendants from interfering with the right of members of the Winners' Chapel to worship in their church buildings and all other properties and using their instruments of worship.

General damages for trespass.

(7). RELIEFS SOUGHT IN SUIT No. AHR9/05:

During the pendency of Suit No. BMISC/877/04, some of the Defendants in this very suit together with other persons caused the Registrar of Companies to register a church which they called Winners Chapel Ghana. Consequently, the Plaintiffs in Suit No. BMISC/877/04 issued a fresh writ of summons against the Registrar General and the Defendants in Suit No. AHR9/05 for:

(i) A declaration that the registration by 1st Defendant of 4th Defendant with the name Winners' Chapel notwithstanding that the said name had gained so much fame and/or publicity both locally and internationally as

associated with Plaintiffs 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 registry of companies the name of 4th Defendant or in the alternative cause to be changed the name of 4th Defendant in the registry of companies to avoid misleading the general public as to the identity and/or relationship between Plaintiffs on the one hand and 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 Defendants name from the registry of companies or cause the change of 4th Defendant's name to be published accordingly pursuant to relief (ii) above.

(iv) An order of perpetual injunction restraining 2nd to 15th Defendants whether by themselves their servants or agents or otherwise howsoever from doing and/or persisting in act 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 1st and 2nd Plaintiffs.

(8). The two suits were therefore consolidated and heard together by the High Court which delivered its judgment on the 28th July 2017. In the said judgement, the High Court, in Suit No. BMISC/877/04, ordered a valuation of the properties acquired in the name of the 1st Plaintiff to enable them to be sold and the proceeds shared among the membership of the church at the time the 1st Defendant and his followers left the church. The trial

judge also made an order that the 1st to the 3rd Defendants and the 6th Defendant and their followers buy out the proprietary interest of the Plaintiffs in the properties of the 1st Plaintiff. The court also found that the 1st Plaintiff was not duly incorporated. The trial judge, with respect to Suit No. AHR9/05, found that the 1st Defendant's registration of the name Winners' Chapel was done in good faith. The trial judge in addition held that the 1st Plaintiff could not carry on business because it had no certificate to commence business.

Dissatisfied with the judgment of the trial court, the Plaintiffs appealed to the Court of Appeal on the 29th day of August 2017 by filing two separate Notices of Appeal and alleging different grounds of appeal. After the hearing of the appeal, the Court of Appeal, as already stated, gave one composite judgment in which it reversed the judgment of the trial High Court and gave judgment in favour of the Plaintiffs herein.

(9). APPEAL TO THE SUPREME COURT:

Defendants/Appellants herein also filed one composite Notice of Appeal on the 23rd day of February 2021 against the judgment of the Court of Appeal. By way of reliefs, the Appellants say that:

(i) That the judgment of the Court of Appeal, Accra dated 30th November 2020 allowing the appeal by the Plaintiffs/Appellants/Respondents, the consequential orders made and the costs awarded be set aside.

(ii) That an order be made restoring the judgment of the trial High Court in favour of the Defendants/Respondents/Appellants.

(iii) Any other order the Supreme Court will consider fit to make.

(10). GROUNDS OF APPEAL:

The grounds upon which the Defendants/Appellants seek the above reliefs are that:

(a). The judgment of the Court of Appeal is against the weight of evidence.

(b). The Court of Appeal failed to consider or adequately consider the case of the Defendants/Respondents/Appellants.

(c) The Court of Appeal erred in considering interlocutory matters as evidence at the trial and relying on them as such in its judgment.

(d) The Court of Appeal erred in holding that the registration of the 4th Defendant/Respondent/Appellant was done in bad faith to overreach the 1st Plaintiff/Appellant/Respondent.

(e) The Court of Appeal erred in making the consequential orders it made in the judgment.

(f) The Court of Appeal wrongly exercised its discretion in awarding costs against the Defendants/Respondents/Appellants.

(g) Additional grounds of appeal may be filed upon receipt of the Record of Appeal.

(11). CONSIDERATION OF THE APPEAL:

The Defendants/Appellants argued grounds (a) and (b) together. Under these grounds of appeal, the Appellants have taken issue with the capacity of the Plaintiffs to institute the instant action. It has been argued on behalf of the Appellants that the 3rd to 8th Plaintiffs admitted to not being members of the Executive Council of the 1st and 2nd Plaintiffs in their Reply. Counsel says that *"not being members of the 1st and 2nd Plaintiffs' Executive Council nor members of the church of the 1st and 2nd Plaintiffs, they cannot issue a writ in the name of the Plaintiffs' companies. They are also not members of the congregation of Winners' Chapel and therefore they could also not sue for and on behalf of the 1st and 2nd Plaintiffs."* Counsel submitted further that the 3rd to 8th Plaintiffs *"have no locus standi as they were seeking to*

enforce a right which is vested not in themselves but in the two companies". The Appellants say that *"assuming also that the Defendants' actions of which the complaint is made affected the other Plaintiffs, the Plaintiffs should have sued in a representative form on behalf of themselves and the other church members*" Secondly, the Defendants/Appellants argue that the companies *"cannot be made Plaintiffs if neither the board nor the general meeting have consented to that".* Counsel then submitted that if the Court of Appeal had given consideration to the Defendants/Appellants' contention that the 3rd to 8th Plaintiffs lacked capacity to institute and maintain the action against them, it would have concluded that they lacked capacity and, on that score, would have dismissed the action. Counsel therefore invites this court to look at the issue again.

(12) The Plaintiffs' first response to the Defendants/Appellants arguments is that with the exception of ground (a), all the other grounds of appeal stated by the Defendants in their notice of appeal are incompetent. The Plaintiffs say that the Defendants have failed to give particulars for their grounds of appeal although they allege misdirection or error of law in their grounds of appeal. On the other hand, the Plaintiffs say that grounds two to six of the grounds of appeal are incompetent for vagueness. The Plaintiffs/Respondents referred to rule 6(2)(f), (4) and (5) of the Supreme Court Rules, CI.16 and the cases of Attorney General vs. Faroe Atlantic Co. Ltd [2005-2006] SCGLR 271 and West Laurel Co. Ltd. & Others vs. Agricultural Development Bank [2007-2008] 1 SCGLR 556 and then threw an invitation to this court to strike out grounds two to six of the Appellants' grounds of appeal.

(14) Rule 6(2)(f), (4) and (5) of the Supreme Court Rules, CI.16 provides that:

> (2) A notice of civil appeal shall set forth the grounds of appeal and shall state—
>
> (f) the particulars of a misdirection or an error in law, if that is alleged.

(4) The grounds of appeal shall set out concisely and under distinct heads the grounds on which the Appellant intends to rely at the hearing of the appeal, without an argument or a narrative and shall be numbered seriatim and where a ground of appeal is one of law, the Appellant shall indicate the stage of the proceedings at which it was first raised.

(5) A ground of appeal which is vague or general in terms or does not disclose a reasonable ground of appeal is not permitted, except the general ground that the judgment is against the weight of evidence and a ground of appeal or a part of it which is not permitted under this rule, may be struck out by the Court on its own motion or on an application by the respondent.

The above provisions require that in preparing his grounds of appeal, an Appellant shall give particulars of any misdirection or error in law if he alleges any such misdirection or error against the judgment he appeals against before this court. It is not every allegation of misdirection or error that requires particulars thereof to be given. It is allegations of misdirection of law and allegations of error in law that requires particulars to be provided. Hence, where the allegation of misdirection or error does not specifically state that it was made in respect of law, there is no such stringent requirement of particulars to be given before that ground of appeal could be entertained for hearing or arguments. In so doing, the Appellant is cautioned to avoid arguments and narratives in his general grounds of appeal. Again, a ground of appeal shall be clear and must not be vague or general in terms with the consequence that if a ground of appeal suffers from any of these lapses, it may be struck out by the court. The above rule requires the Appellant to identify as concisely as possible the manner in which the judgment of the court below is wrong or unjust. In order to avoid a ground of appeal being argumentative, the reason(s) why the judgment under attack is wrong or unjust must not be included in the grounds of appeal. "The grounds of appeal identify the jurisdictional basis for and the scope of the

appeal. They should identify succinctly and precisely the basis for the appellate court's jurisdiction to interfere with the decision of the lower court. They must set out:

(a) The grounds for asking the appellate court to review the decision of the lower court, and

(b) Whether it is the Appellant's case that the decision of the lower court was 'wrong' and/or was unjust because of a serious procedural or other irregularity.

However, the explanation as to why the lower court was wrong or the decision was unjust because of a serious procedural or other irregularity is not for the grounds of appeal, but rather the argument". See page 401 of Civil Appeals (2nd.) by James Leabeater et al, published by Sweet and Maxwell, UK (2015)

In our opinion the grounds of appeal as presented in the Notice of Appeal filed in this case by the Defendants are not vague or general in terms as the Plaintiffs would want this court to believe. The grounds of appeal are also devoid of unbridled narration and arguments. The Appellants have neither alleged a misdirection of law nor any error of law for which reason they should have provided particulars as submitted by the Plaintiffs/Respondents. In **Attorney General vs. Faroe Atlantic Co. Ltd (supra),** this court found grounds two and three of the grounds of appeal therein to be argumentative. Even then, the court did not strike out the whole grounds of appeal but only the arguments that attached to the grounds of appeal. The court pruned the arguments away leaving the grounds of appeal properly so called to be dealt with by the court. In **West Laurel Co. Ltd. & Others vs. Agricultural Development Bank (supra)**, the court found grounds two and four to be argumentative and full of narratives and so, the court struck them out. The grounds of appeal in the instant appeal do not suffer from the defects found in the two cases mentioned above and hence, there is no point in striking them out. The Plaintiffs' invitation in this direction will therefore be rejected.

(15) On the issue of the capacity of the 3rd to 8th Plaintiffs to sue in this matter, we agree with the submission on behalf of the Plaintiffs/Appellants that "in the light of rule 6(4) of the rules of this court, it is not proper for the Defendants to be permitted to raise the issue of capacity of the 3rd to 8th Plaintiffs under the omnibus ground of appeal. First, the Appellants concede that this issue was originally raised before the trial High Court who sustained the arguments and struck out the Plaintiffs' writ in suit number BMISC877/2004. This court however, in an application for certiorari against the ruling of the High Court, immediately quashed the decision and made an order that the case be placed before the High Court, differently constituted for hearing. It implies therefore that it does not lie within the rights of the Defendants/Appellants to raise this issue any longer for consideration by this court. In inviting this court to re-consider the ruling earlier given by this court, what jurisdiction of this court is the Defendants invoking: our appellate jurisdiction or our review jurisdiction? The matter or the issue of the 3rd to 8th Plaintiffs' capacity to sue had already been determined and closed and it cannot be re-opened for re-litigation. Besides, once the issue of capacity is a question of law, the rule requires that it shall be distinctly raised if it falls for discussion at all. Therefore rule 6(4) of CI. 16 provides in part that:

> "…where a ground of appeal is one of law, the Appellant shall indicate the stage of the proceedings at which it was first raised."

It is always important for Appellants not to confuse distinct grounds of appeals with the omnibus ground of appeal just because of the long-held impression that the omnibus ground of appeal appears to be all-encompassing. Grounds of appeal, especially, where they involve matters of law must be isolated and clearly set out for argument so that their significance will not be lost on the parties and the appellate court. Grounds of appeal which seek to attack decisions on points or issues of law pronounced upon by the lower court should not be subsumed under the omnibus ground of appeal. It is for this reason,

among others, that this court in **Atuguba & Associates vs. Holam Fenwick Willian LLP [2018-2019] 1 GLR 1**, (a case cited by counsel for Plaintiffs/Appellants herein) sought to clarify the position of the law on the omnibus ground of appeal that:

> "Based on the exception given by this court in Owusu-Domena vs Amoah [2015-2016] 1 SCGLR 790, the current position of the law may be stated that where the only ground of appeal filed is that the judgment is against the weight of the evidence, parties would not be permitted to argue legal issues if the factual issues do not admit of any. However, if the weight of evidence is substantially influenced by points of law, such as the rules of evidence and practice or the discharge of the burden of persuasion or of producing evidence, then points of law may be advanced to help facilitate a determination of the factual matters. The formulation of this exception is not an invitation for parties to smuggle points of law into their factual arguments under the omnibus ground of appeal. The court would always scrutinise such points so argued within the narrow window provided."

Clearly, the decision in the Atuguba & Associate case re-iterates what has been the general position of the law and what is required or permissible under the omnibus ground of appeal that the judgment is against the weight of evidence. Thus, the omnibus ground of appeal allows arguments to be made in respect of factual matters only in the appeal; with the exception that legal matters may only be permitted to the extent that they are indispensable to the argument which drives the factual matters under this discussion in arguing the omnibus ground. A fortiori, where the legal matters argued under the omnibus ground of appeal are not the driving force behind the factual issues raised under the omnibus ground of appeal then a separate and distinct ground of appeal must be formulated in respect of the legal matter and argued distinctly in the statement of case. Once this is done; an Appellant may not fall foul of the provision in rule 6(6) of CI.16 which states that:

"(6) The Appellant shall not, without the leave of the Court, argue or be heard in support of a ground of appeal that is not specified as a ground of appeal in the notice of appeal."

In the instant matter, the argument on the capacity of the 3rd to 8th Plaintiffs to sue in this action, is one that should have been based on a distinct ground of appeal in the Notice of Appeal so the Plaintiffs/Respondents will be put on the alert as to the complaint that they will be required to answer in the appeal. The issue of capacity, being essentially a legal matter and, especially, when it had already been raised at the trial High Court and dealt with even up to this very court, is not a ground of appeal that arises in the ordinary way under the omnibus ground and should therefore not be entertained under that general ground of appeal.

(16) From the record, we find that the reason for the Defendants' allegation of lack of capacity to sue on the part of the 3rd to 8th Plaintiffs is based on their allegation that the 3rd to 8th Plaintiffs are not members of the Executive Council of the 1st and 2nd Plaintiffs. Thus, in paragraph 1 of the statement of defence filed for and on behalf of the 1st to 6th, 8th and 9th Defendants, (page 71 of the ROA) it was averred that:

"1. The 1st, 2nd , 3rd , 4th, 5th, 6th, 8th, and 9th Defendants (hereinafter called the Defendants) admit paragraph 1 of the statement of claim but state further that the 3rd to 8th Plaintiffs are not members of the Executive Councils of the 1st and 2nd Plaintiff companies and have no authority whatsoever to commence these proceedings on behalf of the 1st and 2nd Plaintiffs and are put to strict proof of their capacity".

In their Reply (page 88 of ROA), the Plaintiffs pleaded at paragraph 2 thereof that:

"2. Save that 3rd to 8th Plaintiffs are not members of the Executive Councils of the 1st and 2nd Plaintiffs, [the] Plaintiffs deny paragraphs 1 and 7 of the Defendants' statement of defence and say in answer thereto that the capacity in which 3rd to 8th Plaintiffs are parties

to the suit before this Honourable Court is obvious from Plaintiffs' statement of claim and say further that 1st Defendant and the 13 other unnamed persons alleged to be members of the Executive Councils do not have the approval of 1st Plaintiffs to act in that capacity"

Quite clearly, paragraph 8 of the statement of claim sheds light on the capacity in which the 3rd to 8th Plaintiff brought the instant suit. It states that:

"8. 3rd to 8th Plaintiffs are all members of 1st Plaintiff's church called Winners' Chapel and are suing for and on behalf of themselves as members of the said church, as well as on behalf of all the other individual members of the church known as and called Winners' Chapel of Accra."

It is thus clear from the pleadings above that the 3rd to the 8th Plaintiffs do not anchor their capacity to sue, in this action, on any allegation to the effect that they are members of the Executive Councils of either the 1st or the 2nd Plaintiffs. Further, the 3rd to 8th Plaintiffs have not averred that they are suing on behalf of the 1st and 2nd Plaintiffs in this matter; for which reason they needed to be members of the Executive Councils before they become clothed with authority to sue. The 3rd to 8th Plaintiffs sue on the basis of their allegation that they are members of the church called Winners' Chapel which, admittedly, was established by the 1st Plaintiff. Hence, the 3rd to 8th Plaintiffs sued in their own right. From the pleadings also, it is clear that the 3rd to 8th Plaintiffs sue on behalf of all the other members of the Winners' Chapel church.

The requirement for the indorsement of the capacity in which one sues can be found in Order 2 rule 4(1)(a) and (b) of the High Court (Civil Procedure) Rules, 2004, CI.47 which states as follows:

"4. Indorsement as to capacity

(1) Before a writ is filed it shall be indorsed

(a) where the Plaintiff sues in a representative capacity, with a statement of the capacity in which the Plaintiff sues; or

(b) where a Defendant is sued in a representative capacity, with a statement of the capacity in which the Defendant is sued."

From the above rule, it is only where an action is brought in a representative capacity, that a Plaintiff is required to indorse that fact on his writ of summons. The learned editors of the Supreme Court Practice, 1995 volume 1, published by Sweet & Maxwell, therefore, state at page 47 paragraph 6/3/1 that:

"[The rule] requires the representative capacity, if any, of the Plaintiff and the Defendant to be indorsed on the writ before it is issued. It is the indorsement on the writ that is the crucial matter and not the statement in the title which is mere description."

See **Bowler vs. John Mowlem & Co Ltd. [1954] 3 All ER 556**

At paragraph 6/3/2 on page 48, the editors write that:

"The Plaintiff ought to be invested with a representative capacity at the date of the issue of the writ in order to sue in a representative capacity. If, however, the Plaintiff was not then invested with such capacity, but has since acquired it, an amendment may be allowed to alter his capacity even after the expiry of any relevant period of limitation"

See Order 16 rule 5(2) and (4) of CI.47

There is therefore no general requirement for a Plaintiff to indorse his capacity whenever a writ is filed. The rule therefore presumes that an action is filed in a Plaintiff's personal capacity where it is not indorsed that he sues in a representative capacity. If a Plaintiff, in fact, sues in a representative capacity but fails to indorse that fact on his writ of summons

and his capacity is, as a result, challenged at the trial, then the whole action risks being thrown out by the court if the Plaintiff is unable to prove his capacity after the challenge. In the instant matter, not only have the 3rd to 8th Plaintiffs pleaded that their action is instituted in their personal capacity but have gone ahead to aver that they also sue on behalf of the other individual church members of the Winners' Chapel. The 3rd to 8th Plaintiffs cannot, therefore, be said to have flouted the rules on the need for one to plead his capacity. Admittedly, the indorsement as to capacity of the 3rd to 8th Plaintiffs was not made on the writ of summons as required by Order 2 rule 4(1)(a) but rather at paragraph 8 of the statement of claim. Nonetheless, a writ is defined under Order 82 rule 3 to "include a writ of summons and a statement of claim or a petition in a cause or matter". Thus, defects in a writ are presumed to be cured by the statement of claim since the two are seen as one. See **Unilever Ghana Ltd. vs. Kama Health Services Ltd. [2013-2014] 2 SCGLR 861 and Opoku & Others (No.2) vs. Axes Co. Ltd. (No.2) [2012] 2 SCGLR 1214.**

(17) The main reason why the Defendants say that the 3rd to 8th Plaintiffs have no capacity to sue in the instant actions is that according to the Defendants the said Plaintiffs are not members of the Executive Councils of the 1st and 2nd Plaintiffs herein. The Plaintiffs have pleaded in their Reply in Suit No. BMISC877/2004, especially at paragraph 3 thereof that the change in the membership of the Executive Councils effected by the Defendants in the 1st and 2nd Plaintiffs companies was effected without any authorization by and contrary to the regulations of the 1st and 2nd Plaintiffs as well as the Companies Code. The Plaintiffs plead also, with particulars at paragraph 3 of the Reply, that the change in the membership of the Executive Councils of the 1st and 2nd Plaintiffs was procured by fraud by the Defendants led by the 1st Defendant. Indeed, the 3rd Plaintiff in Suit No. AHR9/2005, Hugh Savage who gave evidence on behalf of the Plaintiffs testified to the effect that he was a founding and an Executive Member of the Plaintiffs companies. See page 337 volume 1 of ROA. He also gave evidence to the effect that the change in the

membership of the Executive Councils of the Plaintiffs' companies was effected by fraud on the part of the Defendants herein. See page 350 volume 1 of the ROA.

At the trial, the Defendants could not produce evidence of any authorization given them to effect changes in the membership of the Executive Councils of the Plaintiffs companies. Neither were the Defendants able to produce evidence that they were, originally, part of the members that form the Executive Councils of the 1st and 2nd Plaintiff companies. Exhibit B1 found at page 109 volume 3 of the ROA is the Regulations of the 1st Plaintiff company. It shows that the first members of the Executive Council of the 1st Plaintiff company are: Rev. Dele, Rev. Steve Abraham, Rev. (Mrs) Bamidele Edna Bamgboye, Deconess Maria Esele Abraham and Brother Johnny Hugh Savage. For the 2nd Plaintiff company, exhibit A1, the Regulations of the company, which can be found at page 101 volume 3 of the ROA, have it that the first members of the Executive Council of the 2nd Plaintiff company are: Brother Johnny Hugh Savage, Rev. (Dr.) Olumuyiwa Adediyin Olulana and Rev. Steve Abraham. These facts were found by the trial court in its judgment and affirmed by the Court of Appeal at page 38 of its judgment which can be found at page 635 volume 3 of the record. The 1st Defendant in Suit No. BMISC877/2004 who is also the 2nd Defendant in Suit No. AHR9/2005 corroborated these facts in his evidence in chief.

As far as the effect of the regulations is concerned, the law which was in effect at the time that the regulations of the 1st and 2nd Plaintiff companies were filed or registered was the Companies Act, 1963, Act 179. Section 21 of Act 179 provided that:

> *"21. Effect of Regulations*
>
> *(1) Subject to this Act, the Regulations, when registered, have the effect of a contract under seal between the company and its members and officers and between the members and officers themselves whereby they agree to observe and perform the provisions of the*

Regulations, as altered from time to time, in so far as they relate to the company, the members or the officers.

(2) Where the Regulations empower a person to appoint or remove a director or any other officer of the company that power is enforceable by that person although that person is not a member or officer of the company.

(3) In an action by a member or an officer to enforce an obligation owed under the Regulations to that member or officer and any other member or officer, that member or officer shall, if any other member or officer is affected by the alleged breach of the obligation, sue in a representative capacity on behalf of that member or officer and all other members or officers who may be affected other than any who are Defendants and the provisions of section 324 shall apply."

It follows therefore that the Defendants must be authorised by the founding subscribers before they could effect any lawful change in the members of the 1st and 2nd Plaintiff companies. The Defendant cannot lawfully effect, through the back-door, any changes in the founding subscribers to the regulations of the 1st and 2nd Plaintiff companies and substitute therefor, their own names without any authorisation at a meeting organised for that purpose. The Plaintiffs therefore alleged and gave evidence akin to fraud against the Defendants on their actions leading to the change in the membership of the executive members of the Plaintiff companies. The learned editors of Halsbury's Laws of England (5th ed.) volume 47 states at page 16 paragraph 13 that:

"The court has never ventured to lay down, as a general proposition, what constitutes fraud. Actual fraud arises from acts and circumstances of imposition. It usually takes either the form of a statement of what is false or suppression of what is true."

In **Nana Asumadu II (Substituted by Nana Darku Ampem) & Another vs. Agya Ameyaw [2019-2020] 1 SCLRG 681**, a case cited by the Plaintiffs' counsel, this court at page 695 stated as follows:

> In law, fraud is a deliberate deception to secure unfair or unlawful gain, or to deprive a victim of a legal right. It is both a civil wrong and a crime. Fraud, be it civil or criminal, has one connotation. It connotes the intentional misrepresentation or concealment of an important fact upon which the victim is meant to rely, and in fact, does rely to the harm of the victim. It is therefore criminal in nature even where it is clothed in civil garbs.

Again, in **Okofoh Estates Ltd. vs. Modern Signs Ltd. [1995-1996] 1 GLR 310**, this court held also that:

> "Fraud, of course is an issue of fact and when alleged in a pleading must be proved by tested oral evidence which tends to establish it. In the English case of Lazarus Estates Ltd v Beasley [1956] 1 All ER 341 at 345 CA, Denning LJ (as he then was) wrote:
>
> 'No court in this land will allow a person to keep an advantage which he has obtained by fraud. No judgment of a court, no order of a Minister, can be allowed to stand if it has been obtained by fraud. Fraud unravels everything. The court is careful not to find fraud unless it is distinctly pleaded and proved; but once it is proved it vitiates judgments, contracts and all transactions whatsoever . . .'"

It follows therefore that since the Defendants are the very people who removed the names of the 3rd Plaintiff from the regulations of the Plaintiff companies, the Defendants should not be granted the right to benefit from their own wrong by saying that the Plaintiffs have no capacity to sue. However, as shown above, the 3rd to 8th Plaintiffs do not claim to sue on the allegation that they are members of the 1st and 2nd Plaintiff companies but in their

right as individual members of the Winners' Chapel church and also on behalf of the other members of the church.

(18) It has also been argued on behalf of the Defendants/Appellants that this court should, as part of the re-hearing exercise of this appeal, consider the legality of the registration of the 1st and 2nd Plaintiff companies in 1996/1997. Counsel made reference to sections 196 (1)(2)(3), 197(2)(4) of the repealed Act 179 and submitted as follows:

> *"that false information was used knowingly by Mr. Hugh Savage and his friends for the ill-fated attempt at registering the two companies in 1996/1997. The clearly deliberate use of false information* ***invalidated*** *the registration that they purported to undertake and made it void. A lawful and proper registration took place in 2004 and that was not done by Mr. Hugh Savage and his Nigeria friends.*
>
> *Any business which was carried on in the name of the two companies between 1997 and 2004 were illegitimate because of their unlawful status… The responsibility for that unlawful action rests with him and his Nigerian friends"*

(19) Let it be placed on record that this submission being legal in nature is not one that ought to be argued under the omnibus ground of appeal but require to be set out as a distinct ground of appeal and argued in that manner if it is not to suffer from the effect of rule 6(6) of the Rules of this court which forbids an Appellant from being heard on a ground of appeal not stated in the Notice of Appeal. The arguments on this ground of appeal must therefore be received and entertained with caution. It must however be stated that sections 196 (1)(2)(3), 197(2)(4) of the repealed Act 179 do not provide the kind of sanctions which the Appellants attribute to them. Sections 196 (1)(2)(3), 197(2)(4) of Act 179 provided as follows:

> "196. Register of directors and secretary

(1) A company shall keep at its registered office a register of its directors including substitute directors appointed in accordance with section 187 but excluding alternate directors appointed in accordance with section 188 and secretaries.

2) The register shall contain with respect to each director,

(a) the present forenames and surname,

(b) the former forename or surname,

(c) the usual residential address,

(d) the business occupation, and

(e) particulars of any other directorships, other than alternate directorships, held by the director.

(3) The register shall contain with respect to the secretary or, where there are joint secretaries, with respect to each of them,

(a) in the case of an individual, the particulars required by paragraphs (a) to (d) of subsection (2), and

(b) in the case of a body corporate, its corporate name and registered or principal office."

"197. Registration of particulars of directors and secretaries

(1) An existing company shall, within twenty-eight days after the commencement of this Act, send to the Registrar for registration a return in the prescribed form containing the particulars specified in the register referred to in section 196.

(2) A company incorporated after the commencement of this Act shall include the particulars specified in the register in the statement required to be sent to the Registrar in accordance with section 27.

(3) A company shall, within twenty-eight days of a change occurring among its directors or in its secretary or in any of the particulars contained in the register, other than those required under paragraph (e) of subsection (2) of section 196 send to the Registrar for registration notification in the prescribed form of the change, specifying the date of the change.

(4) Where a company defaults in complying with subsection (1) or (3), the company and every officer of the company who is in default is liable to a fine not exceeding [twenty-five penalty units] for every day during which the default continues."

The complaint of the Defendants/Appellants herein are that at the time of the registration of the 1st and 2nd Plaintiff companies, Mr Hugh Savage, one of the founding subscribers to the regulations of the companies and the only Ghanaian among the subscribing members used false information about the residential addresses of the other founding executive members of the Plaintiffs companies. Counsel therefore submits that to the extent that the information regarding their residential addresses were false, it invalidates the registration and that this court must declare the registration of the 1st and the 2nd Plaintiff companies as a nullity.

We find that the Companies Act, Act 179 required every company to keep at its registered office a register of its directors and secretaries and that the register shall contain information including the "usual residential address and the business occupation" of the directors and secretaries. Indeed, under section 27 of Act 179, a registered company was required to send returns to the Registrar of Companies and that, the said returns shall contain information including the residential addresses and businesses of the members of the company. It is however important to state that it is not provided anywhere in Act 179 that a failure to strictly comply with the requirements in section 196 or 197 shall result in the invalidation of the corporate status acquired by a company upon its registration.

The sanctions for failing to comply with the stated requirements is a fine and, where section 321 applies, an imprisonment upon conviction of every officer of the company found liable of a breach in willfully making a false statement in any particulars required to be sent to the Registrar. The arguments made by Counsel in this light is not attractive to this court and are therefore rejected. We conclude on grounds (a) and (b) that the Defendants have failed to show that the judgment of the Court of Appeal was against the weight of evidence and that the court also failed to adequately consider the case of the Defendants/Appellants. Grounds (a) and (b) of the grounds of appeal are therefore dismissed.

(20). In ground (c) of the grounds of appeal, the Defendants/Appellants say that *"the Court of Appeal erred in considering interlocutory matters as evidence at the trial and relying on them as such in its judgment."* According to the Defendants herein, it was contended before the trial court that no certificate to commence business was obtained for the 1st and 2nd Plaintiffs after their certificates of incorporation had been procured in the year 1996/1997. The learned trial Judge examined the certificates of incorporation tendered in evidence on behalf of the 1st and 2nd Plaintiff companies. The trial court found that exhibit 'B' could not be a certificate of incorporation issued in the year 1996/1997. In the judgment of the trial Judge at page 68 of the records, the judge stated that:

> "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 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 side of the first page was stamped 'certified true copy' with the signature of 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 day of July 2004'. Clearly, exhibit B cannot be a photocopy of a certificate of incorporation issued in 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."

The learned trial Judge finally on this issue stated at page 69 of the record that:

"From the foregoing, I conclude that the Living Faith World Outreach Centre was not duly incorporated in 1997 or any time thereafter by the subscribers to exhibit B1."

At page 77 of the record, the learned trial Judge stated that:

"I have taken the view that the steps taken to have the 1st Plaintiff duly registered and incorporated as a legal entity did not materialize. It therefore did not come into existence as a corporate legal entity established under Act 179. In respect of the 2nd Plaintiff, World Mission Agency, it had no certificate to commence business and whatever business it conducted was in breach of sections 27, 296 and 297 of Act 179 making the business illegal. Accordingly, any business that was carried out by either or both companies was not backed by law."

In their judgment, the Court of Appeal observed at paragraph 58 thereof which can be found at page 623 of volume 3 of the record that:

"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 1st and 2nd Plaintiffs issued in 1996/1997. ***However, as mentioned earlier, they attached the certificates***

in support of the application for interlocutory injunction. *(See pages 26 to 35 of volume 1 of the record)"(emphasis ours).*

For the above finding, the Court of Appeal has been criticised as considering documents which was not tendered in evidence at the trial but used in an interlocutory application and basing its judgment on the said documents. Counsel says that the action of the Court of Appeal, deprived the Appellant and the court the opportunity of subjecting the said documents to scrutiny. This court has therefore been invited to reverse the findings of the Court of Appeal in this regard.

(21). In response the Plaintiffs/Respondents say that the pleadings filed by the parties did not place the incorporation of the 1st and 2nd Plaintiff companies in issue. It had been submitted on behalf of the Plaintiffs that the "Defendants' argument that the 1st and 2nd Plaintiffs' registration is void because they were unable to show their certificates to commence business is a bad one".

(22). An appeal is said to be by way of re-hearing. Thus, in **Praka vs. Ketewa [1964] GLR 423** this court observed at page 426 that:

> It is true that an appeal is by way of rehearing, and therefore the appellate 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; but where the decision on the facts depends upon credibility of witnesses, the appeal court ought not to interfere with findings of fact except where they are clearly shown to be wrong, or where those facts are wrong inferences drawn from admitted facts or from the facts found by the trial court. Therefore, if in the exercise of its powers, an appeal court feels itself obliged to reverse findings of fact made by the trial court, it is incumbent upon it to show clearly in its judgment where it thinks the trial court went wrong.

The main contention in this ground of appeal is that the learned Justices of the Court of Appeal committed an error by relying on certificates of incorporation of the 1st and 2nd Plaintiffs attached to an affidavit for interlocutory injunction when no such certificates were tendered in evidence at the trial. The question we wish to ask is whether the certificates of incorporation which the Court of Appeal relied upon were not part of the record of appeal that was settled by the parties herein and placed before the Court of Appeal? It must be borne in mind that the issue at stake was whether or not the 1st and the 2nd Plaintiffs have duly been incorporated. This is an issue of fact and to the extent that there is evidence of incorporation which form part of the record placed before the Court of Appeal, notwithstanding the fact that the Plaintiffs/Respondents mistakenly forgot to formally tender the documents evidencing their corporate status in evidence, the Court of Appeal had every right to take into consideration the existence of the certificates of incorporation on the record so that it could do substantial as oppose to arid justice to the parties. It is mere technicality devoid of the fruit of justice to say that the Court of Appeal should not have considered the certificates when they were present in the record just for the simple reason that they were not tendered in evidence but have been used in an application for interlocutory injunction and for which all the parties have had the opportunity to consider and scrutinise. This is not to encourage parties and counsel to be laxed in their approach to the prosecution of cases but the presence of evidence on the record to the contrary cannot be ignored in the face of an allegation that the 1st and 2nd Plaintiffs were not duly incorporated. The principles of substantial justice require that a court should not close its eyes to the truth when the truth beckons at it. "Furthermore, as has been emphasised time and again by this and other courts, 'It is the duty of Courts to aim at doing substantial justice between the parties and not to let that aim be turned aside by technicalities…" See **Okofoh Estates Ltd v Modern Signs Ltd and Another (supra).**

(23). Besides, as submitted by Counsel for the Plaintiffs, the corporate status of the 1st and 2nd Plaintiffs were not challenged by the Defendants. In Suit No. BMISC/877/2004, the Plaintiffs pleaded as follows in paragraph 1 of their statement of claim:

1. "1st and 2nd Plaintiffs are companies limited by guarantee registered under the laws of the Republic of Ghana."

To this averment, the 1st, 2nd, 3rd, 5th, 6th, 8th, and 9th Defendants pleaded at paragraph 1 of their statement of defence that:

1. "The 1st, 2nd, 3rd, 5th, 6th, 8th, and 9th Defendants (hereinafter called 'the Defendants') admit paragraph 1 of the statement of claim but state further that the 3rd to 8th Plaintiffs are not members of the Executive Councils of the 1st and 2nd Plaintiff companies and have no authority whatsoever to commence these proceedings on behalf of the 1st and 2nd Plaintiffs and are put to strict proof of their capacity"

In a similar fashion the 1st and 2nd Plaintiffs, in Suit No. AHR9/2005, pleaded as follows in paragraph 1 of their statement of claim:

1. "1st and 2nd Plaintiffs are companies limited by guarantee having been registered under the laws of the Republic of Ghana on 21/01/97 as well as 27/05/97 with registration numbers G-1635 and G-934 respectively"

Again, the Defendants responded in paragraph 1 of their statement of defence that:

1. The 3rd, 5th, 6th, 8th, 9th, 10th, 11th, 12th, 13th, and 14th Defendants (hereinafter called the Defendants) admit paragraphs 2 and 3 of the statement of claim and say in further answer to paragraphs 1 to 4, inclusive, of the statement of claim
   (i) That the 2nd Plaintiff company was registered as a company limited by guarantee on 27th May 1996 and not 27th May 1997"

The statement of defence filed by the 2nd, 4th, 7th and 15th Defendants in Suit No. AHR/9/2005 as far as paragraph 1 thereof is concerned is not different from what has been quoted for the other Defendants above. So, in both suits the corporate status of the Plaintiff companies were not put in issue by the Defendants herein. That being the case, no issue was joined on the capacity of the 1st and 2nd Plaintiff companies to institute the present actions against the Defendants and once issues were not joined, there was no obligation placed on the Plaintiff companies to lead evidence to prove their incorporation. Indeed, the Defendants admitted the corporate status of the Plaintiff companies. It was thus held in **Fori vs. Ayirebi and Others [1966] GLR 627** that:

> "When a party had made an averment and that averment was not denied, no issue was joined and no evidence need be led on that averment. Similarly, 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."

See also **Western Hardwood Enterprises Ltd. vs. West African Enterprises Ltd. [1989-1999] SCGLR 105.**

On this score we hold that the Plaintiffs were under no obligation to lead evidence to prove the admitted fact that they were duly incorporated. Indeed, it was wrong for the learned trial Judge to hold that "*the Living Faith World Outreach Centre was not duly incorporated in 1997 or any time thereafter by the subscribers to exhibit B1*." That finding made by the trial judge was not supported by the pleadings and the evidence adduced at the trial and therefore the Court of Appeal was bound to reverse that finding as it correctly did.

(24). In addition, the Defendants/Appellants gave evidence to the effect that the Registrar of Companies made a publication in the Newspapers requiring *"all companies that were registered with them to update their records"*. In this context we agree with the submission of

Counsel for the Plaintiffs that "if it is deemed that the 1st and 2nd Plaintiffs were never registered at all; how then could Defendants have proceeded to re-register or update their records upon receipt of the notice from the Registrar of Companies to update their records? To re-register or update implies that the 1st and 2nd Plaintiffs were already registered companies and all they needed to do was to bring their records up to reflect the current facts and events as they exits. It did not imply, as suggested by the Defendants, that the 1st and the 2nd Plaintiffs were not registered.

(25). The learned trial Judge also made findings to the effect that the Plaintiff companies did not obtain certificates to commence business and for that reason any business transacted by the Plaintiffs *"was in breach of sections 27, 296 and 297 of Act 179 making the business illegal".* On this issue the Court of Appeal concluded that the fact that the certificates to commence business were not tendered by the Plaintiffs during the trial does not necessarily imply that these certificates were never obtained by the Plaintiffs. This observation by the Court of Appeal was made against the backdrop that there was evidence at the trial that several documents concerning the Plaintiff companies were in the hands of Pastor George Adjeman who, prior to these suits, had control over the affairs of the Plaintiffs. Counsel for the Plaintiffs/Respondents has submitted that "no sanction was provided for non-compliance with the requirement of obtaining a certificate to commence business after incorporation".

Indeed, sections 27 and 29 of Act 179 deals with the matter under consideration. The sections provide that:

> "27. Filing of particulars
>
> (1) 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…"

29. Penalties for breach of section 27 or 28

(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."

From the above sections, it is not entirely correct that Act 179 provided no sanctions for breach of the provisions in section 27 which in itself prohibits a company from transacting business or borrowing money or incurring any debt except and in so far as it is necessary for its incorporation or to obtain subscription to or payment for its shares. We think these prohibitions are sanctions in themselves. In addition, section 29 of Act 179 makes the company and its officers who are in breach of section 27 liable to a fine and the company is also precluded from enforcing its rights under contracts entered into during the time of the breach of section 27. Thus, in our opinion, the sanctions prescribed under section 27 and 29 of Act 179 for breach of section 27 does not include invalidating the corporate status of the company in breach. It also does not include invalidating "all businesses" and also declaring everything done by the company during the period of the breach as invalid. The sanctions are as provided under section 29: every officer of the company may be liable to a fine and the company cannot enforce its rights under any contract entered

into during the period the breach persists. The contract itself is not invalid. This is because, the contracting party may not be a participant in the breach of section 27 of the Act and therefore the contracting party has the right to enforce the contract against the company in breach. Even then, the company is not precluded by the Act from filing a counterclaim, if any, where it is sued by a contracting party. For this reason, section 29 (2) of Act 179 provides in addition that:

> "(2) For the purposes of subsection (1)
>
> (a) the company may apply to the Court for relief against the disability imposed by paragraph (b) of subsection (1) and the Court, on being satisfied that it is just and equitable to grant relief, may grant that relief generally or as respects a particular contract and on the conditions that the Court may impose;
>
> (b) that subsection shall not prejudice the rights of any other parties as against the company, or any other person, in respect of a contract mentioned in paragraph (b) of that subsection;
>
> (c) if an action or a proceeding is commenced by any other party against the company to enforce the rights of that party in respect of that contract, that subsection shall not preclude the company from enforcing in that action or proceeding by way of counterclaim, set off, or otherwise, the rights that it may have against that party in respect of that contract."

It is thus incorrect for the trial judge to hold in his judgment on page 71 of the record that:

> "The neglect or refusal to obtain the certificates, among others, made the business operated by the companies illegal. Accordingly, all acts purported to have been done by the companies including the setting up of churches and the purchase of properties if any were invalid in law and it is so declared".

We hold therefore that the Court of Appeal was right in reversing the findings and the holdings of the trial court as it did. We find no merit therefore in the submission made in support of this ground of appeal that the Court of Appeal erred in considering interlocutory matters as evidence at the trial and relying on them as such in its judgment. We proceed therefore to dismiss this ground of appeal as not having been made.

(26). In the fourth (d) ground of appeal, the Defendants/Appellants say that the Court of Appeal erred in holding that the registration of the 4th Defendant/Respondent/Appellant was done in bad faith to overreach the 1st Plaintiff/Appellant/Respondent. It was submitted on behalf of the Defendants/Appellants that *"the Plaintiffs have not registered any church, much more one by the name Winners' Chapel*". The Defendants say that they were the first to register the name Winners' Chapel and therefore no one had "*exclusive proprietary interest in the name to exclude the Defendants from registering and using it*" and for that matter *"nothing prevented the Registrar General from registering the name and that in performing that duty the Registrar complied with the law".* Counsel referred to the evidence of one Mr. Quaye who testified on behalf of the 1st Defendant in Suit No. AHR9/2005 and submitted that the necessary searches were conducted before the registration of the name Winners Chapel Ghana for the Defendants and that no evidence was led to rebut the presumption of regularity of the registration. Counsel also referred to the testimonies of Johnny Hugh Savage, the 3rd Plaintiff in Suit No AHR 9/2005 and that of Pastor Oladele Gbamgboye, PW1 and submitted that the evidence of these witnesses corroborates the evidence of the Defendants that the name Winners' Chapel was first registered by the Defendants/Appellants. Counsel says therefore that the Court of Appeal erred in faulting the registration of Winners' Chapel by the Defendants/Appellants. Counsel invited this court to set aside the order of the Court of Appeal that the name Winners' Chapel be deleted and also the order of injunction restraining the Defendants from using the name Winners' Chapel.

(27). In response, the Plaintiffs say that the Defendants do not deny that the name Winners' Chapel is the "name by which the 1st Plaintiff operates its churches where the 3rd to 8th Plaintiffs in Suit No. BMISC/877/2004 and all the Defendants worshipped until the Defendants decided that they did not subscribe to the said church anymore." The Plaintiffs say that "the only reason why the Defendants proceeded to incorporate Winners' Chapel as an entity, was to overreach 1st Plaintiff and to cash in on 1st Plaintiff's goodwill and also destroy the brand created by 1st Plaintiff in the name Winners' Chapel as uniquely associated with the 1st Plaintiff and its churches". The Plaintiff therefore imputes bad faith to Defendants in their decision to register 1st Plaintiff's brand name Winners' Chapel after they have broken away from the 1st Plaintiff.

(28). It is interesting to note that at paragraph 4(i) of their statement of defence in Suit No. BMISC/877/2004 filed on the 26th October 2004, the Defendants pleaded that:

> "4. The Defendants refer to paragraph 4 to 7 of the statement of claim and state as follows:
>
> (i) The 2nd and 1st Plaintiffs were incorporated under the Companies Code, 1963, Act 179, as companies limited by guarantee in May 1996 and January 1997 respectively. The 1st Plaintiff company came to be known as 'Winners' Chapel'."

At paragraph 6 of the same statement of defence, the Defendants pleaded that:

> "In further answer to paragraph 7 of the statement of claim, the Defendants state that the churches of the 1st Plaintiff company are popularly known as 'Winners' Chapel' because all members are classified as Winners in all aspects of their lives."

Again, at paragraph 8 of the statement of defence filed on behalf of the 2nd, 4th, 7th, and 15th Defendants in Suit No. AHR/2005 which can be found on pages 125 to 134 of volume 1 of the record, the Defendants pleaded that:

"8. In further answer to paragraphs 8 to 10 and to paragraph 11 of the statement of claim, the Defendants say that the churches of the 1st and 2nd Plaintiff companies are popularly known as 'Winners' Chapel' because all the members are classified as winners in all aspects of their lives"

The above averments made by the Defendants herein admits the pleadings of the 1st Plaintiff company that the churches established by it are called Winners' Chapel. For instance, at paragraphs 10 and 11 of the statement of claim in Suit No. AHR9/2005, the Plaintiffs pleaded that:

"10. Plaintiffs also aver that, in pursuance of their religious and/or spiritual objectives, Plaintiffs like their sister organisation in Nigeria, established Churches in the Republic of Ghana called Winners' Chapel and that 2nd Defendant was initially employed by Plaintiffs' sister organisations in Nigeria where he was subsequently appointed Pastor of the aforesaid church called Winners' Chapel in Nigeria and worked in that capacity until in or about June 2002, when he was deployed on secondment to the World Mission Agency of Nigeria for foreign missionary work which also seconded him to work as a missionary with 1st Plaintiff in Ghana for which reason he was accordingly appointed bishop of Winners' Chapel, Accra in the Republic of Ghana.

11. Plaintiffs accordingly aver that, for many years Plaintiffs have carried on and still carry on their church activities both in Ghana and Nigeria, under the name of Winners' Chapel and that at all times material to the suit before this honourable court, the name Winners' Chapel has been widely publicized throughout all the known media of publicity in the Republic of Ghana and Nigeria and has become known in evangelical circles and by general public as associated with Plaintiffs exclusively for which reason Plaintiffs have acquired substantial reputation by the use of the said name."

(29) The above pleading notwithstanding, the evidence on record shows that the name Winners Chapel has not been registered as part of the name of the Plaintiffs companies. There is incontrovertible evidence on record to the effect that the name Winners Chapel Ghana was registered by the Defendants herein as the name of their church in 2004. Mr Enoch Quaye, an Inspector of Companies with the Registrar General's Department who testified on behalf of the 1st Defendant in Suit Number AHR 9/2005 gave evidence as to the elaborate procedures that the Registrar of Companies goes through before it accepts a company's name for registration. These include the conduct of meticulous searches in the records of the Registrar of Companies to satisfy itself that a proposed name is not already registered by an existing company. Mr Enoch Quaye gave evidence to the effect that when the 2nd to the 15th Defendants first presented the name "Winners Chapel Ghana" for registration, the Registrar General conducted a search in its record and satisfied itself that that name had not already been registered before it went ahead to register same for the Defendants herein. At page 323 of volume 2 of the record, the search conducted by the Registrar General revealed that the word "Winners" had been used by various companies in the registration of their names. This includes: ***Winners Network, Winners Revival Ministry International, Winners Worship Center, Winners Glory Ministry, Winners Miracle Center, Winners Company Limited and Winners House of Praise Ministry***. The implication therefore is that, notwithstanding evidence even in support of the position of the 1st Plaintiff company that its church is known as Winners' Chapel, there is nothing to show that the 1st Plaintiff has acquired any exclusive use of the word "Winners" such that one other person or entity has the right to use that word. The learned trial Judge found in his judgment at page 75 volume 3 of the record that "all the relevant statutory processes were gone through before the incorporation of the Winners Chapel Ghana". The trial Judge also found that the Registrar of Companies registered the name Winners Chapel Ghana for the Defendants in Suit No. AHR 9/2005 because "the requirements for registration had been met by the Defendants. The trial

Judge therefore concluded on this issue on page 77 of volume 3 of the record that "on the available evidence, I am satisfied that the name Winners Chapel Ghana has been validly registered by the Defendants for their business in the country. There is no evidence of bad faith in the processes they went through to register the name and I so find and hold." In setting aside this finding by the trial Judge, the Court of Appeal reasoned that at all times material Pastor Adjeman who had worshipped with the 1st Plaintiff church knew all this while that the name Winners Chapel had not been registered by the 1st Plaintiff and therefore the search conducted by Pastor Adjeman was 'cosmetic'. The Court of Appeal observed in its judgment on page 675 of the record that the names "Winners Chapel Ghana International", "Winners Chapel" and "Winners Chapel Ghana" contain the operative words "Winners Chapel" and that that is "misleading and undesirable" and so 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. The Court also observed that "if 4th Defendant had not been registered, the name 'Winners Chapel International' would not have emerged. The Court of Appeal also referred to section 8(1) of the Protection Against Unfair Competition ACT, 2000 (Act 589) and held that the action of the Defendants amounts to unfair competition. The Court of Appeal then went ahead to order the Registrar General to remove the name of the 4th Defendant from the register of companies and also perpetually restrained the 4th Defendant from using the name Winners Chapel Ghana.

Our difficulty with the findings and the subsequent order of the Court of Appeal is that there was no evidence adduced to show that in registering the name Winners Chapel Ghana, the Defendants breached any statute or law. The evidence on record rather show that that name had, prior to its registration not been registered by any person. For that matter, the 1st Plaintiff cannot be heard to say that just because it referred to its church as Winners Chapel and it classifies its church members as Winners it had acquired some

exclusive use of the name Winners. At any rate, as already pointed out, the search by the Registrar of Companies showed that several companies have registered names featuring the word "Winners" in the names of their companies. Indeed, some of these names include registered churches or place of worships as shown above. Section 15(3) of Act 179 provides that:

> (3). A company shall not be registered by a name which, in the opinion of the Registrar, is misleading or undesirable.

There is ample evidence on record that the Registrar of Companies conducted a search in its record and came to the conclusion that the name "Winners Chapel Ghana" proposed by the Defendants in this matter was registrable and that it had not been previously registered by any person and that the registration thereof will not be 'misleading or undesirable' before the name was registered for the Defendants. At any rate, it has not been shown that the Plaintiffs herein have acquired any right or exclusivity for the use of the name Winners or Winners Chapel. For, as pointed out already, several companies have used the name 'Winners' as part of their registered name and this has not been shown to have misled anybody or caused any undesirable effect on the members of the public.

One other reason given by the Court of Appeal for prohibiting the Defendants from the use of the name Winners Chapel Ghana was that, according to the Court of Appeal, it engenders unfair competition. Section 1 of the Protection Against Unfair Competition ACT, 2000 (Act 589) quoted by the Court of Appeal as its basis for arriving at the conclusion that the registration amounts to unfair competition provides that:

> 1. Causing confusion with respect to another's enterprise or its activities
>
> (1) An act or a practice, in the course of industrial or commercial activities, that causes, or is likely to cause, confusion with respect to another person's enterprise

or its activities, in particular, the products or services offered by that enterprise, constitutes an act of unfair competition.

(2) Confusion may, in particular, be caused with respect to

(a) a trademark, whether registered or not,

(b) a trade name,

(c) a business identifier other than a trademark or trade name,

(d) the presentation of a product or service, or

(e) a celebrity or well-known fictional character.

Quite clearly, the term "unfair competition" as used under Act 589 relates to "act or a practice, in the course of industrial or commercial activities". Hence, to enable the Plaintiffs to be brought under the provisions of Act 589, it must be shown that the act of the Defendants complained of took place "in the course of industrial or commercial activities" and as stated by section 10 of the Act, it does not matter "whether or not the activities are for profit". We are satisfied that as far as the regulations of the 1st and 2nd Plaintiff companies and the 4th Defendant company in suit number AHR9/2005 are concerned, they are not engaged in any "industrial or commercial activities" as defined in section 10 of Act 589. We conclude therefore that the finding made by the Court of Appeal to the effect that the name "Winners Chapel Ghana" registered by the Defendants is "misleading" and amounts to "unfair competition" is not borne out of the evidence on record and the law and for that reason this court hereby sets aside the said finding together with all the consequential orders made on the basis of the said findings by the Court of Appeal. See Koglex (No.2) vs. Field [2000] SCGLR 175.

(30). Next, the Defendants/Appellants say that "the Court of Appeal erred in making the consequential orders it made in the judgment." Under this ground of appeal, the

Defendants/Appellants say that the 1st and the 2nd Plaintiffs were registered not by the 3rd Plaintiff in Suit No. AHR/9/2005 but rather by the Defendants/Appellants in this matter and therefore the order by the Court of Appeal that the Registrar General deletes the names of the Defendants/Appellants and restore the names of the 3rd Plaintiff and his colleagues is wrong. The Appellants also say that the description of themselves as a breakaway group church is also wrong. The Plaintiffs/Respondents say that the Defendants/Appellants have failed to provide any reason why they think that an Appellate Court cannot make consequential orders.

Indeed, we find that the Defendants/Appellants' submission under this ground of appeal is rather contrary to the admitted evidence on record. First, the Defendants/Appellants admit, both in their pleadings and their testimonies, that the 1st and 2nd Plaintiff companies were established in 1996/1997 when they, the Defendants/Appellants were not even present and when they were also not members of the 1st Plaintiff's church Winners' Chapel. The Defendants/Appellants also admit that, they were invited by the Registrar of Companies, per a Newspaper publication, that all companies should update their records. The Defendants say that as a result of the Newspaper publication, they proceeded to re-register and update the records of the 1st and 2nd Plaintiff companies and in so doing they changed the names of the original subscribers. There is no evidence that the change of the names of the subscribers to the regulations of the company was done with any approval from the board of the 1st and 2nd Plaintiff companies. So wherein lies the legitimacy and the lawfulness of the actions of the Defendants/Appellants in getting the names of the original subscribers removed from the regulations at the blind side of those subscribers? Hence, the Court of Appeal, having come to the conclusion that the actions of the Defendants in substituting the names of the original subscribers with their own (Defendants') names without any authorisation from the 1st and 2nd Plaintiff companies, was right in making consequential orders for those names to be removed

forthwith and for the names of the original subscribers to be restored into the regulations of the 1st and 2nd Plaintiff companies. Again, the evidence on record shows without any shred of doubt that the Defendants/Appellants are a breakaway group and for that matter there is nothing wrong with the Court of Appeal describing the Defendants/Appellants as a breakaway group.

(31). Nonetheless, in view of our conclusion that the registration of the name "Winners Chapel Ghana" did not infringe any law, we hold that it was not within the powers of the Court of Appeal to order the Registrar General to remove the registered name of the 4th Defendant in Suit No AHR9/2005 from the Companies register. That order made by the Court of Appeal (See page 676 vol. 3 of ROA) is hereby set aside.

At page 679 of the record, we note that the Court of Appeal also granted recovery of possession to the Plaintiffs of "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 & 1400.0 feet respectively more or less on the North/West by the assignor's land measuring 2120.0 feet more or less". This order stems from the unnumbered relief 5 indorsed on the Plaintiffs' writ of summons in Suit No. BMISC/877/2004 (See page 2 of vol 1 of the ROA). The location of the land, subject matter of the indorsement, is not stated and it is not known to the court. Hence, the said land is not properly described. In **Anane and Others v. Donkor and Another (consolidated) [1965] GLR 188**, this court held that:

> "A claim for declaration of title or an order for injunction must always fail, if the plaintiff fails to establish positively the identity of the land claimed with the land the subject-matter of his suit."

In view of the failure of the Plaintiffs to describe the land claimed in the writ of summons by omitting to state the place where the land is situate, it will be contrary to law to grant

the relief sought. The Court of Appeal fell into error by granting that relief. The order for recovery of possession of the undescribed land made by the Court of Appeal is therefore set aside.

Subject to the variation herein made, we affirm the consequential orders made by the Court of Appeal.

(32). In the last ground of appeal the Defendants/Appellants have stated that *"the Court of Appeal wrongly exercised its discretion in awarding costs against the Defendants/Respondents/Appellants."* The award of costs in any proceedings before the High Court is governed principally by the provisions of Order 74 of the Rules of the High Court, CI.47. And rule 1 subrule 1 of CI.47 provides that:

> "1. Costs in the discretion of Court
>
> (1) Subject to this Order, the costs of, and incidental to, proceedings in the Court shall be at the discretion of the Court, and the Court shall have full power to determine by whom and to what extent the costs are to be paid."

This ground of appeal is therefore an appeal against the discretion of the Court of Appeal in awarding costs against the Defendants/Appellants. In **Nartey-Tokoli and Others v. Volta Aluminium Co. Ltd. (No. 2) [1989-90] 2 GLR 341** this court, speaking through Taylor JSC stated that page 371 of the report that:

> I think the well-known practice in the conduct of appeals is that where a judge has used his discretion in arriving at a decision, then unless it can be demonstrated that he ignored the law or took into consideration facts that he ought to have excluded or omitted material facts which should have been considered, his conclusion should not be interfered with.

And in **Kojach Ltd. vs. Multichoice Ghana Ltd. [2013-2014] 2 SCGLR 1494**, the law was re-stated to the effect that:

> "An appeal against the exercise of a court's discretion may succeed on the ground that the discretion was exercised on wrong or inadequate materials if it can be shown that the court acted under a misapprehension of fact in that it either gave weight to irrelevant or unproved matters or omitted to take relevant matters into account."

We wish to state that the Defendants/Appellants herein have not demonstrated in their statement of case and particularly on this ground of appeal that the Court of Appeal exercised its discretion wrongly in awarding costs against them. Neither have the Defendants shown that in awarding costs the Court of Appeal acted on inadequate materials nor that the Court of Appeal acted under a misapprehension of facts and also took irrelevant and or unproved matters into consideration. The courts have always acted on the principle that costs follow the event. Hence, where a party successfully enforces a legal right without any misconduct on his part, then he is entitled to costs as of right. See, **Cooper vs Whittingham (1880) 15 Ch. D 501; Donald Campbell & Co. Ltd vs Pollak (1927) AC 732 @ 811; Worbi vs. Asumanyuah (1955) 14 WACA 669@671**. In our view, the words of the Court, in **Elliot and Another vs. King and Another [1966] GLR 654**, which we find to be in sync with the facts of this very case is worth repeating to the effect that:

> "With respect to costs of this action my sympathies are fully with the Plaintiffs that they deserve the right to be paid costs, and as costs follow the event the unsuccessful Defendants who have unnecessarily in my opinion provoked this suit must be condemned in costs. If there was any fault in bringing this action at all, it was rather the fault of the Defendants who having been actuated by feeling of greed and avarice have persistently and unlawfully clung to the property which

legitimately belonged to the late Frederick Moore, the original Plaintiff in this action."

This ground of appeal has simply not been made out. It is therefore dismissed.

(33). We find that the main reason why these suits became necessary is the actions of the Defendants/Appellants in breaking away from the 1st Plaintiffs' church, the Winners' Chapel and assuming illegal control over the properties of the Plaintiffs' companies. There is evidence on record that before the Defendants decided to secede from the Plaintiffs' church all the members of the church including the Defendants were worshipping together in the same premises. The assumption of control over the properties of the Plaintiff companies by Pastor George Adjeman and his breakaway group is very much unlawful. The Plaintiffs are registered companies and their properties cannot be taken by the Defendants since the properties in issue belong to the Plaintiff companies. In the English case of **Macaura vs. Northern Assurance Co Ltd [1925] AC 619**, the House of Lords held that the sole shareholder of the company did not even have an insurable interest in the property of the company and was therefore not entitled to receive compensation from an insurance policy taken in his name over the property of the company. In **Obeng & Others vs. Assemblies of God Church, Ghana [2010] SCGLR 300,** this court held that:

"…all the properties acquired by the Calvary Charismatic Centre during the period 1985-1992 when the Defendant purportedly seceded from the Plaintiff's church, belong to their mother church, the Assemblies of God Church, when they decided, on their own volition, to cease affiliation or secede from it."

In **Burnley Nelson Rossendale and District Textile Workers' Union vs Amalgamated Textile Workers' Union [1986] 1 All ER 885**, it was pointed out that:

> "Although the court could help in making sense out of obscure union rules, it could not infer rules which did not exist nor could it assume that the parties who had made the rules in fact intended something which, had they applied their minds to the problem, they might have intended. Since no provision had been made in the Defendant union's rules for removal of assets on the secession of a constituent union, and since by virtue of s 2(1)(b)a of the Trade Union and Labour Relations Act 1974 the trustees of the Defendant union held its funds and assets in trust for the union, it would be an unjustified intervention into the affairs of the Defendant union if the court were to make an order which would in effect make the trustees pay out funds not for the benefit of an existing and continuing union but to a seceding group"

Indeed, the position of the law was correctly stated by the Court of Appeal that the property should remain with the mother organisation, in the absence of any specific rule to the contrary, whenever there was a split in the membership of a social organisation and the reason is as stated by Lord Osborn in **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**, a case cited by counsel for the Plaintiffs/Respondents that:

> "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 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 constitutional structure. The destination of the property would be determined by which group adhered to the fundamental principles of the original organisation."

(34). CONCLUSION:

In the light of the above, we hold that the appeal against the judgment of the Court of Appeal dated 30th November 2020 which set aside the judgment of the High Court dated 28th July 2017, succeeds in part, and is allowed in part. The following orders or reliefs made or granted by the Court of Appeal are hereby set aside:

(a). The order that the Registrar General removes the name "Winners Chapel Ghana" from the Register of Companies.

(b). The order prohibiting the Defendants including the 4th Defendant from using the registered name "Winners Chapel Ghana."

(c) The order granting recovery of possession to the property purportedly indorsed in the unnumbered relief 5 to the writ of summons in Suit No. BMISC/877/2004.

(d) The order for accounts to be rendered by George Adjeman to the 1st and 2nd Plaintiffs from 16/01/2004 "up to the date of his stewardship of Winners Chapel church".

(e) The order for George Adjeman "to pay any amounts found to be due to the 1st and 2nd Plaintiff together with interest at the prevailing commercial bank interest rate".

(f) The order that the 1st Plaintiff has exclusive use of the name "Winners Chapel".

(g) The order restraining the Defendants from using the words "Winners Chapel".

All the above orders are hereby set aside.

The following orders or reliefs made or granted by the Court of Appeal in favour of the Plaintiffs and against the Defendants are hereby affirmed:

(1). The Plaintiffs shall recover possession of House No. 5, Arko Adjei street adjacent Miklin Hotel, East Legon, Accra.

(2). The Plaintiffs shall recover possession of all that piece and parcel of land situate at No. 16 Otublohum Road, Industrial Area, Accra together with all buildings thereon.

(3) The Defendants, their members, followers, and all persons claiming through them are hereby restrained from disturbing the Plaintiffs' quiet enjoyment of their properties hereby granted to them.

(4). The Registrar of Companies is hereby ordered to delete the names of all the Defendants as directors and or subscribers to the Regulations of the 1st and 2nd Plaintiffs/Appellants/Respondents.

S. K. A. ASIEDU

(JUSTICE OF THE SUPREME COURT)

G. PWAMANG

(JUSTICE OF THE SUPREME COURT)

M. OWUSU (MS.)

(JUSTICE OF THE SUPREME COURT)

A. LOVELACE-JOHNSON (MS.)

(JUSTICE OF THE SUPREME COURT)

PROF. H. J. A. N. MENSA-BONSU (MRS.)

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