



REPUBLIC OF KENYA

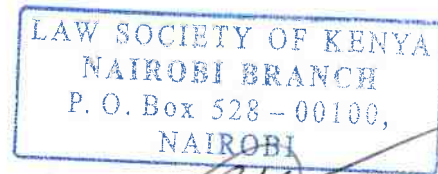
**OFFICE OF THE ATTORNEY-GENERAL
&
DEPARTMENT OF JUSTICE**

BUSINESS REGISTRATION SERVICE

Our Ref. No: GEN/BRS/JLC/001
Your No: TBA

27th August, 2019

1. Mr. Charles Kanjama
Chairman. LSK Nairobi Branch
Lower Hill Duplex, Suite No. 15
Upper Hill Road
P.O. Box 528 - 00100
NAIROBI.
2. FCS Waweru Mathenge
Chairman, Institute of Certified Secretaries
CPS Governance Centre
Upper Hill, Kilimanjaro Road
P. O. Box 46935 - 00100
NAIROBI.



RE: PRACTITIONERS' NOTICE

We refer to the matter above.

Kindly find attached herewith the approved communique to practitioners following sessions of the Joint Liaison Committee (JLC) for your signatures. The same will thereafter be circulated to the larger membership of your represented institutions.

We also hereby wish to acknowledge the great support that your institutions have accorded the Business Registration Service (BRS) in carrying out of its mandate and continue to assure you of our highest regards.

SHERIA HOUSE, HARAMBEE AVENUE

P.O. Box 40112-00100, NAIROBI, KENYA. TEL: +254 20 2227461/2251355/07119445555/0732529995
E-MAIL: info.statelawoffice@kenya.go.ke WEBSITE: www.attorney-general.go.ke

DEPARTMENT OF JUSTICE

CO-OPERATIVE BANK HOUSE, HAILLE SELLASIE AVENUE P.O. Box 56057-00200, Nairobi-Kenya TEL: Nairobi 2224029/ 2240337
E-MAIL: legal@justice.go.ke WEBSITE: www.justice.go.ke

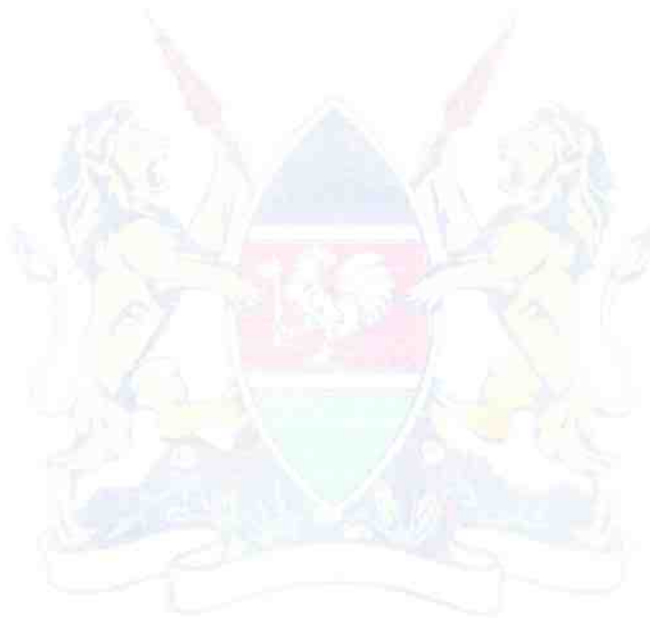
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Yours faithfully,



DUNCAN NDEGWA
LEGAL COUNSEL
FOR: Ag. DIRECTOR GENERAL





PRACTITIONERS' NOTICE

As part of the reforms and stakeholder engagement envisioned within the registries under the Business Registration Service "BRS", there was established a Joint Liaison Committee (JLC) comprising member-practitioners drawn from the Law Society of Kenya (LSK), the Institute of Certified Secretaries (ICS) which meets monthly. This was established against the backdrop of creating a platform where practitioners as well as BRS would articulate the challenges that they face when interacting with the Registry staff in terms of practice and review of applications lodged for filing in compliance with the law.

In order to have a focused approach towards the challenges aired above, a Technical Sub-Committee (TSC) was also established comprising of appointees from the LSK-Nairobi Branch and ICS as well one representative from each Secretariat. The TSC crystalizes the consultative solutions towards the identified challenges, develops and improves work streams for various applications made within the registries before reporting back to the JLC for approval and adoption.

From time to time, other governmental agencies have been co-opted to the JLC either permanently or on a need-to basis. The necessary feedback is given, action points identified, follow-up and implementation on the same is done and reported back to the JLC. Most recently, Kenya Revenue Authority (KRA) was co-opted and the practitioners were able to present their challenges especially after the system integration between BRS and KRA.

The JLC has this year held six meetings from which the following has been jointly achieved:

1. Integration of the iTax and Business Registry System. This has enabled seamless verification of individual and company KRA PIN details during the company registration process and auto-generation of KRA PINs at the tail end of company registration.
2. Promotion of the search bar on linked entities. This has enabled practitioners to quickly search specific entities from the drop down list of published and verified entities.
3. Promotion of Change of Name work stream on the Business Registry System. This was moved from the Office of the Attorney General portal and has greatly improved the user experience and review of the same by BRS staff.
4. Promotion of Change of Particulars work stream on the Business Registry System. This too was moved from the Office of the Attorney General portal and has greatly improved the user experience and review of the same by BRS staff.

5. Co-opting of Kenya Revenue Authority into the JLC. This has enabled the practitioners to table the relevant KRA related issues for a firsthand response from the tax agency.
6. Review of the link-a-business workflow to improve on efficiency in the process. Attached to this communicate are the approved templates of the standard deed of indemnity and resolution to be used to facilitate the processing of link-a-business applications.
7. The TSC maintains a list of all discussed and agreed action points (Action List) that require the attention of the developer of the BRS eCitizen portal.

APPROVED FOR CIRCULATION BY THE JOINT LIAISON COMMITTEE



Kenneth Gathuma
Ag. Director General
BRS



Charles Kanjama
Chairman
LSK – Nairobi Branch

FCS Waweru Mathenge
Chairman
ICS

DEED OF INDEMNITY

[Insert company name] Limited, Company Registration Number **[Insert the company registration number]** of P.O. Box **[Insert address]** (“the Company” which reference shall where the context admits include its successors and assigns) hereby confirms **THAT**:

- (i) To the best of our knowledge the following records requested by the Companies Registry for the purpose of linking the Company are not available:
 [●];
 [●] (“the Documents”).
- (ii) The records relate to a period beyond which the Company is required to keep the Documents under the Companies Act.
- (iii) The details of shareholder(s), director(s) and company secretary of the Company at the beginning of the document retention period are as set out below:

SHAREHOLDER(S)	Name:	Address:	Shares held:
DIRECTOR(S)	Name:		Address:
COMPANY SECRETARY	Name:		Address:

The Company hereby **UNDERTAKES** at all material times to indemnify and keep indemnified the Companies Registry and its staff against all claims, actions, proceedings and demands which may be brought against the Companies Registry and its staff and all losses, liabilities, charges, costs, damages and expenses which the Companies Registry and its staff may incur as a result of allowing the linking of the Company without the production of the Documents.

IN WITNESS WHEREOF the Company has executed this indemnity as a deed this day of 2019.

SEALED with the Common Seal of **[Insert Company Name]**)
 in the presence of)

 Director)

 Director/Secretary)

Affix seal

¹ Amend if necessary to suit the Company's mode of execution.

Company Number: [Insert Company number]

**[Insert company name] LIMITED
(THE "COMPANY")**

**UNANIMOUS WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS PASSED PURSUANT
TO ARTICLE [Insert reference to the article for passing this resolution] OF THE ARTICLES OF
ASSOCIATION OF THE COMPANY**

We, the undersigned, being all the directors of the Company **NOTE THAT:**

1. To the best of our knowledge the following records requested by the Companies Registry for the purpose of linking the Company are not available:

(a) [•];

(b) [•] ("The Documents").

2. The records relate to a period beyond which the Company is required to keep the Documents under the Companies Act, 2015.

3. The details of shareholder(s), director(s) and company secretary of the Company at the beginning of the document retention period are as set out below:

SHAREHOLDER(S)	Name:	Address:	Shares held:
DIRECTOR(S)	Name:	Address:	
COMPANY SECRETARY	Name:	Address:	

4. **IT IS RESOLVED THAT:**

- (a) The Deed of Indemnity from the Company to the Companies Registry presented to the directors be and is hereby approved.
- (b) The common seal of the Company be affixed in the presence of either two directors of the Company or either a director and the company secretary to the Deed of Indemnity.¹

Dated _____

.....
[Insert name]

.....
[Insert name]

¹ Amend if necessary to suit the Company's mode of execution.

Company Number: [Insert Company number]

I certify that:

- (a) the above is a true and complete copy of the duly passed written resolutions of the Directors of the Company;
- (b) the resolutions were duly passed in accordance with the requirements of the Articles of Association of the Company, have not been amended or revoked and remain in force; and
- (c) neither the written resolutions nor their implementation will breach any restrictions on or obligations of the Company or the Directors.

.....
Secretary/Director of [Insert name of the Company]

Dated.....