



KANAGA
— & —
ASSOCIATES

ADVOCATES | COMMISSIONERS FOR OATHS | NOTARY PUBLIC | CPS(K) | ARBITRATORS | ACCREDITED MEDIATORS



COMPANY

PROFILE



Vision

To be the primary legal resource to our clients by offering first-rate legal services that adequately address our clients needs.

Mission Statement

We aim to fulfill the legal requirements of our clients by adding value, anticipating, identifying and solving legal challenges

Values

We pride ourselves in adhering to the following values:

- Developing and providing solutions that protect and enhance our clients' interests.
- We continuously improve ourselves to ensure that our services keep up with the industry best practices.
- Maintaining efficiency by utilizing technology to add value to our clients and ensuring that the client is kept updated on the progress of their matter.
- Upholding legal professional standards while maintaining the highest levels of integrity in carrying out our duties and serving our clients.
- Ensuring that the work environment facilitates friendliness, team work, mutual respect and enthusiasm for work

About The Firm

Kanaga & Associates is a Kenyan commercial law firm providing legal advisory, consultancy and transaction services to a wide range of both Kenyan and international clients.



At K&A we strive to develop and provide our clients with solutions tailor made to protect and safeguard their interests, whilst minimizing the legal and regulatory risks. We are a modern Firm that is aware of our clients' specific legal needs and our aim to address and fulfill them adequately.

At K&A we are fully aware of the need for legal advice and legal structures to be compatible with the needs of modern commerce, industry

and finance. The range of clients at K&A are derived from various industries including real estate, construction & infrastructure, manufacturing, professional firms, hospitality, banking & finance and as well as private individuals. The Firm's clientele includes foreign investors and multi nationals too.

K&A is led by the Managing Partner Ms. Faith Kanaga who is assisted by a vibrant and dedicated Team of Associates, paralegal and support staff.

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Real Estate & Conveyancing

We are experienced property and conveyancing lawyers carrying a wealth of expertise in all aspects of land law and property transactions in Kenya.



We act for real estate industry players by advising on the full range of real estate related transactions from negotiating, documenting and completing all aspects of property transactions including purchase and sale of property, property development as well as joint venture projects. The range of services in this area covers the following aspects:

- Purchase and sale of real estate
- Real estate developments (residential, commercial & mixed use)
- Joint venture property developments
- Commercial and residential Leases
- Change of user of land
- Caveats and cautions
- Extension of government leases

Intellectual Property law

At K&A, we offer clients legal advisory and consultancy services on matters touching on various aspects of intellectual property law.

We appreciate the rights that clients derive from their products, services and brands and therefore provide them with the relevant legal advice and consultancy services on how to register and secure those rights. We cover the following areas in intellectual property law:

- Registrations, assignments and renewal of trademarks, copyrights & patents

- Advising, drafting & review of IP related agreements including licensing and franchise agreements
- Registered User Agreements for Trademarks
- Registration and advisory matters relating to utility models & industrial designs
- Advisory services relating to breach of confidential information & trade secrets



Commercial Law

Our firm provides legal advisory and consultancy services to clients on a broad range of commercial transactions across all business and industry sectors.



We have expertise as commercial lawyers in Kenya to develop and draft commercial contracts that capture our clients' intent as well as comply with the applicable laws, regulations and industry best practices. The nature of contracts that we advise on and draft include but are not limited to the following:

- Distribution & Supply contracts
- Joint venture contracts
- Share Purchase & Shareholders Agreements
- Service Level Agreements
- Franchising & Licensing contracts
- Confidentiality & Non-disclosure Agreements
- Loan & Financing contracts
- Sponsorship contracts
- Partnership Agreements
- Construction & EPC Agreements

Company & Corporate Law

We have vast knowledge and experience in advising corporate entities on all matters of company law.

We offer legal advisory services on a range of company law and other corporate matters including incorporation of local and foreign companies,

company restructuring, mergers & acquisitions, joint ventures, Share purchase & Shareholders Agreements as well as Employee Share Option Plans (ESOP).



Corporate Governance & Governance Audits

We offer advisory and consultancy services on corporate governance based on the applicable law and global best practices in corporate governance.



We review clients' corporate governance structures and we work on implementation of the same including providing guidance to company Boards of Directors on duties and responsibilities, designing and implementing the Board Charter as well as the Code of conduct & ethics.

Governance Audit on the other hand is an independent assessment of an organization to examine the existence and effectiveness of governance

instruments, policies, structures, systems, practices and processes within the legal framework and in line with the best practices on governance. Governance audit is mainly carried out within the parameters of ethical Leadership & strategic management, Transparency & disclosure, Compliance with laws & regulations, Board independence & structures, Shareholder engagement, Corporate social responsibility and Sustainability.

Banking & Finance

Our Firm has extensive experience in advising financial and lending institutions on a number of issues relating to banking securities.

We appreciate that banks need to ensure that their lending is secure through proper security documentation and perfection of the same.

We offer legal advisory and transactions services on creation and perfection of

securities (including debentures, Mortgages, Charges and Chattels Mortgage), review of securities, debt restructuring and debt take overs, general lending, asset finance, project finance, real estate finance and trade finance.



Company Secretarial

As qualified Certified Secretaries, Kanaga & Associates offers company secretarial services to corporate clients.

The Company Secretary plays a key role in ensuring that the company is in compliance of the relevant legal and regulatory requirements. Some the roles include filing company annual returns, ensuring accurate recording of Minutes of all Board meetings, ensuring that the procedure for directors' appointment is properly carried out, providing guidance to the Board on their duties and responsibilities, assisting the Board in carrying

out Board induction and training, Board evaluation, Implementation of the Code of conduct and ethics, to monitor and ensure compliance with relevant laws & statutory

regulations, to advise the board on regulatory changes, to oversee the process of mergers acquisitions & rights issues among other roles.



Legal & Compliance Audits

At Kanaga & Associates we believe that legal audits are an essential component for every organization, company or institution, in order to entrench the culture of strict adherence to global best practices in constitutional, statutory, policy and administrative compliance.



Through legal audits, organizations are able to identify legal risks and challenges and ultimately take adequate measures to mitigate the same and minimize exposure to liability.

In the process of conducting legal & compliance audits, we advise clients on risk assessment and implementation of risk mitigating measures. We have vast knowledge and experience in advising corporate entities of legal requirements relating to permits, approvals, licensing, reporting requirements and regulatory requirements across a range of sectors. Legal audits

also prepare organizations for external compliance audits especially by regulators and potential partners/buyers to ensure that the organization remains compliant within the applicable laws and industry best practices.

Alternative Dispute Resolution

As a firm we acknowledge the growing adoption of Alternative Dispute Resolution (ADR) in Kenya towards the promotion of alternative forms of conflict management.



As Arbitrators and Accredited Mediators duly qualified under the Chartered Institute of Arbitrators, we undertake dispute resolution in arbitration and mediation.

Mediation refers to a method of conflict management where conflicting parties gather to seek solutions to the conflict, with the assistance of a third party who facilitates the discussion. The main attributes of mediation are that it aims to preserve relationships between the parties by arriving at mutually acceptable outcomes of the process, it is cheaper, friendly and informal and it can

be enforced as a Mediation Agreement after the parties have agreed and signed it.

Arbitration on the other hand is where parties in dispute agree to present their grievances to a third party, an Arbitrator, for resolution and who will render judgement in accordance with the merits of the case and not be influenced in any way by extraneous matters. It is a private, confidential and consensual process, it is cheaper and quick and parties agree on the timetable mutually. The Award by the arbitrator is binding and enforceable and has the same effect as a court judgement.

Non-profit Organisations

Our firm provides legal advisory and services with respect to registration of various types of nonprofit organizations in Kenya.



NGOs are mainly registered for the promotion of social welfare, development, charity, or research in the areas inclusive of – but not restricted to – health, relief, agriculture, education, industry and others. Companies limited by guarantee in Kenya are companies whose liability is limited by the guarantee of the members. The characteristics of such companies are that they (i) must be incorporated without a share capital; (ii) the liability is limited by the guarantee of its members; and (iii) its Certificate of incorporation must state that it is a company limited by guarantee. Registration of

Foundations in Kenya mostly takes this form.

A Society is registered primarily for religious purposes, cultural, political, patriotic, benevolent or cultural reasons. Types of registered Societies in Kenya include charitable societies, private member clubs, churches, welfare societies, political parties etc. On the other hand, charitable in Kenya are registered as body corporates and established for religious, educational, literary, scientific, social, sports or charitable purposes.

Immigration Advisory

We provide advisory, consultancy and support services to international clients on immigration regulations in Kenya including assistance with applications and

processing of Work Permits, dependant passes & special passes, KRA PIN Certificates for foreigners and general advice and guidance on the legal status of persons



Wills, Trusts & Estate Planning

We also provide clients with practical advice on management and administration of their Estate and structuring of the same..

This will entail drafting and safekeeping of Wills and setting up of private family Trusts. A last will and testament is the most commonly used form of estate planning. A Will determines how the property and assets are distributed upon demise.

With a Trust on the other hand, you transfer ownership of your personal assets and real property to the Trust. Upon death the, Trustee(s) will distribute your property according to your directions, just as an Executor would do if you bequeathed assets in a Will.





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