

THE ASSOCIATIONS BILL, 2018

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SCHEDULE

THE ASSOCIATIONS BILL, 2018

A Bill for

AN ACT of Parliament to provide for the registration, incorporation and regulation of associations and for connected purposes

ENACTED by Parliament of Kenya as follows—

	PART I — PRELIMINARY
Short title and commencement.	1. This Act may be cited as the Associations Act, 2018 and shall come into force on such date as the Attorney-General may, by notice in the Gazette, appoint.
Interpretation. Cap. 233	2. (1) In this Act, unless the context otherwise requires— “association” includes an organization, club, religious institution, company, partnership, trust or group of ten or more persons established in Kenya, or having its headquarters, chief place of business, or branch in Kenya but does not, include— (a) any corporation incorporated by or under any other written law; (b) a registered trade union within the meaning of the Trade Unions Act, including a branch of a trade union registered under that Act, a probationary trade union within the meaning of that Act and a trade union or a branch of a trade union whose application for registration has been made and not determined; (c) a co-operative society registered as such under any written law; (d) any international organization of which Kenya is a member, or any branch, section or organ of any such organization;

Cap.489.	(e) a building society as defined under the Building Societies Act;
Cap.488.	(f) a bank licensed under the Banking Act; and (g) any combination or association which the Attorney-General may, by order, declare not to be a society for the purposes of this Act; (h) any association, which in the opinion of the registrar, is meant to further a political agenda; (i) any company, association or partnership, formed and maintained to carry on any lawful business for profit; (j) a school registered under the Basic Education Act, Advisory Council, Board of Management, County Education Board, School Committee or similar organization established under and in accordance with the provisions of any written law relating to education; “Attorney-General” means the Attorney-General appointed under Article 156 of the Constitution; “body” means a group of people formed for any lawful purpose that has no fewer than ten members seeking to be registered as an association under section 16; “books of accounts” include digital accounting records; “the Commission” means the Judicial Service Commission established under Article 171 of the Constitution; “executive committee” includes the officers of an association and other members elected or appointed in accordance with the constitution of the association. “executive committee” means the governing organ of an association and is comprised of all the officers of the association; “incorporated association” means an association registered as an incorporated association in accordance with section 20; “insolvency practitioner” has the meaning assigned to it under the Insolvency Act 2015. “liquidator” means an Insolvency Practitioner appointed under section 74. “officer” in relation to an association, means the chairperson, deputy chairperson, secretary or treasurer thereof, any person who holds any office in the association or a member of the association, who is elected or appointed to the executive committee in accordance

	<p>with the constitution of the association. but does not include a trustee, auditor or patron who does not take part in the management of the association;</p> <p>“qualified privilege” means a type of defence taken in defamation actions and otherwise defamatory statement gets qualified privilege protection when the communication statement is—</p> <ul style="list-style-type: none"> (a) made in good faith; (b) on a subject matter in which the person making it has an interest or in reference to which he or she has a duty; (c) made to a person or persons having a corresponding interest or duty even though it contains matters which without this privilege would be slanderous; and (d) made without malice. <p>“registered association” means a body registered as a registered association in accordance with section 16;</p> <p>“Registrar” means the Registrar of Associations appointed under section 5;</p> <p>“registry” means the registry responsible for registration and incorporation of associations;</p> <p>“Tribunal” means the Associations Tribunal established under section 88.</p> <p>(2) For the purposes of this Act, where anybody of persons, whether incorporated or unincorporated, is a member of an association, all members of that body are members of that association.</p>
Objects of the Act.	<p>3. The objects of this Act are to—</p> <ul style="list-style-type: none"> (a) provide a framework for the registration, incorporation and regulation of associations; (b) promote corporate governance of associations registered under this Act; and (c) provide a mechanism for the resolution of disputes relating to associations.
Associations established in Kenya.	<p>4. (1) For the purposes of this Act, an association is established in Kenya, although it may be organized and have its headquarters or chief place of business outside Kenya, if any of its officers or members reside in Kenya or is present in Kenya,</p>

	<p>or if any person in Kenya manages or assists in the management of the association or solicits or collects money or subscriptions on its behalf, except during such time as—</p> <ul style="list-style-type: none"> (a) it is organized and is operating wholly outside Kenya; (b) no office, place of business or place of meeting is maintained or used in Kenya by it or by any person on its behalf; (c) no register of all or any of its members is kept in Kenya; and (d) no subscription is collected or solicited in Kenya by it or by any person on its behalf. <p>(2) A foreign association may be registered on making an application under this Act.</p> <p>(3) An international association registered outside Kenya may apply to have the Kenyan chapter of the association registered under this Act.</p>
	<p>PART II—THE REGISTRAR OF ASSOCIATIONS</p>
<p>Appointment and qualifications of Registrar.</p>	<p>5. (1) The Attorney-General shall, by notice in the <i>Gazette</i>, appoint a Registrar of Associations to perform the duties and exercise the powers conferred on the Registrar by this Act.</p> <p>(2) A person is qualified for appointment as the Registrar if the person—</p> <ul style="list-style-type: none"> (a) is qualified as an advocate of the High Court of Kenya; (b) has at least ten years proven experience as a legal practitioner, five of which must have been in a senior management position; and (c) satisfies the requirements of Chapter Six of the Constitution.
<p>Functions of the Registrar.</p>	<p>6. (1) The Registrar is responsible for the—</p> <ul style="list-style-type: none"> (a) implementation of the decisions of the Attorney-General in relation to associations; (b) implementation of policies on associations;

	<p>(c) registration and incorporation of associations;</p> <p>(d) day-to-day management of the affairs of the Registry; and</p> <p>(e) keeping and maintenance, in the prescribed form, of a register of—</p> <p style="padding-left: 40px;">(i) incorporated associations;</p> <p style="padding-left: 40px;">(ii) registered associations; and</p> <p style="padding-left: 40px;">(iii) associations whose registration have been suspended or cancelled; and</p> <p>(f) performance of such other duties as may be assigned under this Act or other written law.</p>
<p>Powers of the Registrar.</p>	<p>7. In the performance of functions under this Act, the Registrar shall have power to—</p> <p style="padding-left: 40px;">(a) issue summons to any person who may assist in the investigation of matters relating to an association;</p> <p style="padding-left: 40px;">(b) refuse to register or incorporate an association;</p> <p style="padding-left: 40px;">(c) cancel the registration of an association;</p> <p style="padding-left: 40px;">(d) initiate the liquidation of an association in accordance with section 74;</p> <p style="padding-left: 40px;">(e) facilitate alternative dispute resolution when necessary to do so; and</p> <p style="padding-left: 40px;">(f) proscribe an association as unlawful.</p>
<p>Deputy Registrars and Assistant Registrars.</p>	<p>8. (1) The Attorney-General may appoint such number of Deputy Registrars of Associations and Assistant Registrars of Associations as may be necessary to assist the Registrar in the performance and exercise of the Registrar's functions and powers under this Act.</p> <p style="padding-left: 40px;">(2) In performing their duties and exercising their powers, the Deputy Registrars and the Assistant Registrars are subject to the direction and supervision of the Registrar.</p>
<p>Agents of the Registrar.</p>	<p>9. The Registrar may enter into arrangements or agreements with any person or body to act as the agent of the Registrar in the performance of the Registrar's functions under this Act.</p>

Registrar's official seal.	<p>10. (1) The Registrar shall have an official seal for the authentication of documents in connection with the performance of the Registrar's functions.</p> <p>(2) The official seal of the Registrar—</p> <ul style="list-style-type: none">(a) shall be kept as directed by the Registrar; and(b) shall not be used except as authorised by the Registrar. <p>(3) All courts, tribunals and other persons acting judicially—</p> <ul style="list-style-type: none">(a) shall take judicial notice of the official seal of the Registrar on a document; and(b) until the contrary is proved, shall presume that it was duly affixed.
	<p>PART III— UNLAWFUL ASSOCIATIONS</p>
Unlawful associations.	<p>11. (1) An association shall be declared an unlawful association if it—</p> <ul style="list-style-type: none">(a) is not a registered association under this Act;(b) is engaged in illegal activities contrary to any written law; or(c) commits an international crime. <p>(2) Despite subsection (1) an association shall not be an unlawful association if it has applied for registration under section 16 and it has not been notified of the determination of its application, unless—</p> <ul style="list-style-type: none">(a) it is formed for an unlawful purpose;(b) the Registrar has reasonable cause to believe that the association is a threat to national security or public order; or(c) the Registrar has notified the association, whether or not before the making of the application, that the Registrar intends to refuse registration on one of the grounds specified in section 17.

	<p>(5) Where an association which is not a registered association has applied for registration and is exempted by subsection (2) from becoming an unlawful association, a person shall not, except with the written permission of the Registrar, collect or invite subscriptions or donations to the funds of the association or in any other way whatever organise or take part in any activity of or on behalf of the association, except only to apply to or correspond with the Registrar.</p> <p>(6) A person who contravenes subsection (5) commits an offence and shall on conviction be liable to a fine not exceeding three hundred thousand shillings or to imprisonment for a term not exceeding three years, or to both.</p>
<p>Managing unlawful association an offence.</p>	<p>12. Any person who manages or assists in the management of an unlawful association commits an offence and on conviction shall be liable to a fine not exceeding three hundred thousand shillings or to imprisonment for a term not exceeding three years, or to both such fine and imprisonment.</p>
<p>Membership of an unlawful association.</p>	<p>13. Any person who, knowing or having reasonable cause to believe that an association is an unlawful association—</p> <ul style="list-style-type: none"> (a) is a member of the association; (b) attends any meeting of that association; or (c) allows a meeting of that association, or of any members of that association, to be held in any house, building or place belonging to or occupied by that person, or over which that person has control, <p>commits an offence and shall on conviction be liable to a fine not exceeding one hundred thousand shillings or to imprisonment for a term not exceeding one year, or to both.</p>
<p>Prohibition of specified acts by or on behalf of certain associations.</p>	<p>14. (1) The Registrar may, where it appears to the Registrar to be in the public interest, in relation to an association which has been refused registration under section 17, or has had its registration cancelled under section 68, or is an association of one of the kinds mentioned in paragraphs (a), (b) and (c) of section 11(2), by order, prohibit any act specified therein—</p> <ul style="list-style-type: none"> (a) by any person on behalf of or in relation to any

	<p>association associated with such association; or</p> <p>(b) by any person on behalf of or in relation to any association which in the opinion of the Registrar has objects similar to the objects of such association, in Kenya or in any particular area of Kenya (being the area in which it appears to the Registrar that such association carried on or, as the case may be, proposed to carry on its activities) or in any part of such area.</p> <p>(2) An order under subsection (1) shall continue in force for such period, not exceeding six months, as may be specified in such order.</p> <p>(3) Subsection (2) shall not preclude the Registrar from making a further order or orders, with or without variations, where it appears to the Registrar to be in the public interest so to do.</p> <p>(4) Any person who contravenes an order made under subsection (1) commits an offence and on conviction shall be liable to a fine not exceeding fifty thousand shillings or to imprisonment for a term not exceeding six months, or to both.</p> <p>(5) For the purposes of this section, an association shall be deemed to be associated with an association which has been refused registration or has had its registration cancelled if the former association is the parent association of which the latter association is a branch or is derived from the same parent association or is the successor of such parent association.</p>
	<p style="text-align: center;">PART IV– REGISTRATION OF ASSOCIATIONS</p>
Reservation of name.	<p>15. (1) The Registrar may, on written application, reserve a name pending registration of an association or a change of name by an association.</p> <p>(2) An application for reservation of a name shall—</p> <ul style="list-style-type: none">(a) be in the prescribed form;(b) specify the name to be reserved; and(c) be accompanied by the prescribed fee.

	<p>(3) The Registrar may determine an application for reservation of a name by reserving the name or by refusing the application.</p> <p>(4) The Registrar may not register an association by a particular name if —</p> <ul style="list-style-type: none">(a) the use of the name would constitute an offence;(b) the name consists of abbreviations or initials not authorized by or under this Act; or(c) the Registrar is of the opinion—<ul style="list-style-type: none">(i) that it is identical to, or closely resembles, some other name that is registered, that is reserved or that is the subject of an earlier application for reservation that has been refused under this section; and(ii) that the public would be likely to be misled if associations operated under both names;(d) the Registrar is of the opinion that the name suggests a connection with a State organ, county government or public authority;(e) the Registrar is of the opinion that the name is offensive or undesirable; or(f) it is declared by the regulations to be unacceptable. <p>(5) The reservation of a name under subsection (1) remains in force for a period of thirty days, or such extended period, not exceeding sixty days, as the Registrar may, for a special reason, allow, and during that period of thirty days or that period as extended, no other association is entitled to be registered under that name.</p>
Application for registration.	<p>16. (1) An application for registration of an association under this Act shall be made to the Registrar in the prescribed form.</p> <p>(2) An applicant shall, prior to making an application for registration of an association under this section, apply to the</p>

	<p>Registrar for the reservation of the proposed name of the association in accordance with section 15.</p> <p>(3) An application made under subsection (1) shall contain or be accompanied by—</p> <ul style="list-style-type: none">(a) the reserved name of the proposed association;(b) the postal and physical address, telephone number and e-mail, of the body to be registered;(c) the names and addresses of the proposed officers;(d) the objects of the association;(e) a copy of the constitution of the association;(f) a letter of no objection from the relevant government institution, where applicable;(g) in the case of an application made on behalf of two or more associations proposing to amalgamate, the special resolutions passed by the members of each association;(h) the prescribed fee;(i) a list of members duly signed by all the members; and(j) any other prescribed information. <p>(4) The Registrar shall consider and verify the authenticity of every application for registration of an association and shall communicate the decision to the applicant within ninety days of receipt of the application.</p> <p>(5) If a determination is not made within the period specified under this section, the Registrar shall inform the applicant giving the reasons in writing.</p> <p>(6) If satisfied that an application for registration complies with the requirements of this Act relating to registration, the Registrar shall register the association by entering in the Register of Associations the prescribed particulars and the date of the entry.</p>
	<p>(7) On the registration of an association under this section, the Registrar shall issue to the association a certificate of registration in the prescribed form and such certificate shall be deemed to be proof of the registration of the association.</p>

	<p>(8) An association registered under this section shall display its certificate of registration in a prominent place within its registered office.</p> <p>(9) The persons whose names are submitted as members of a body on its application for registration, shall from the date of registration, be entered as members of the registered association.</p> <p>(10) An application under this section may be made electronically as may be prescribed by regulations.</p>
Refusal of registration.	<p>17. (1) The Registrar may refuse to register a body as an association if—</p> <ul style="list-style-type: none">(a) the Registrar is satisfied that such association is a branch of, or is affiliated to or connected with any organization or association of a political nature; or(b) any of the proposed officers has been at any time, an officer of an association which has been refused registration or which has had its registration cancelled under section 68. <p>(2) The Registrar shall refuse to register a body as an association if—</p> <ul style="list-style-type: none">(a) the Registrar has reasonable cause to believe that the body has among its objects, or is likely to pursue or to be used for, any unlawful purpose or any purpose prejudicial to or incompatible with peace, welfare or good order in Kenya, or that the interests of peace, welfare or good order in Kenya would otherwise be likely to suffer prejudice by reason of the registration of the body;(b) the Registrar has, under section 11 (2)(b), reasonable cause to believe it to be a threat to national security or public order;(c) the terms of the constitution of the body are in any respect repugnant to or inconsistent with any law;(d) the body is established for the purpose of securing pecuniary profit for its members; or(e) the Registrar is satisfied that the application does not comply with this Act or any regulations made thereunder. <p>(3) The Registrar shall, within twenty-eight days of the refusal to register an association under this section, inform the</p>

	<p>applicant of such refusal giving reasons thereof, in writing.</p>
<p>Amalgamation of registered associations.</p>	<p>18. (1) A registered association may amalgamate with another registered association following a special resolution of each association and the amalgamated association shall apply for registration in accordance with section 16.</p> <p>(2) The Attorney-General may make regulations on the amalgamation of registered associations.</p>
<p>Application for incorporation.</p>	<p>19. (1) An association registered under section 16 which intends to be registered as an incorporated association shall make an application, in the prescribed form, to the Registrar, which shall contain or be accompanied by—</p> <ul style="list-style-type: none"> (a) the name of the association to be incorporated; (b) the postal and physical address, telephone number and e-mail address of the association to be incorporated; (c) the names and addresses of the officers; (d) a copy of the certificate of registration; (e) a copy of the constitution of the association; (f) a copy of the resolution passed at a meeting proposing incorporation of the association; (g) a list of members duly signed by all the members present at the meeting at which the incorporation of the association was passed; (h) the prescribed fee; and (i) any other prescribed information. <p>(2) Despite subsection (1), a body which has not been registered under section 16 and which seeks to be registered and incorporated under this Act may apply for registration and incorporation at the same time;</p> <p>(3) An application for incorporation under this section may be made electronically as may be prescribed by regulations.</p>
<p>Manner of effecting incorporation.</p>	<p>20. (1) If satisfied that an application for incorporation complies with the requirements of this Act relating to incorporation of associations, the Registrar shall register the incorporated association by entering in the register of incorporated associations the prescribed particulars and the date of the entry.</p>

	<p>(2) Upon registering an incorporated association, the Registrar shall issue to the incorporated association a certificate of incorporation in the prescribed form.</p> <p>(3) A body incorporated under subsection (1) is an incorporated association and —</p> <ul style="list-style-type: none"> (a) has perpetual succession; (b) may have a common seal; (c) may sue and be sued in its corporate name; (d) subject to this Act, may acquire or hold, whether on trust or absolutely, and dispose of real and personal property; and (e) may do all acts and things that a body corporate may by law do. <p>(4) Notwithstanding the provisions of this Act or any other written law, any registered association which intends to acquire any property shall through a special resolution apply for incorporation.</p>
<p>Refusal to register association as an incorporated association.</p>	<p>21. (1) The Registrar may refuse to register an association as an incorporated association if satisfied that the application does not comply with the requirements for incorporation—</p> <ul style="list-style-type: none"> (a) under this Act; or (b) under the constitution of the Association. <p>(2) The Registrar shall within twenty-eight days of the refusal to incorporate an association under this section, inform the association of such refusal giving reasons thereof, in writing.</p>
<p>General powers of an Incorporated association.</p>	<p>22. An incorporated association may, subject to its Constitution—</p> <ul style="list-style-type: none"> (a) invest and deal with funds of the association not immediately required in any manner as it thinks fit; (b) raise and borrow money on any terms and in any manner as it thinks fit; (c) secure the repayment of funds raised or borrowed by the association or the payment of a debt or liability of the association by (giving mortgages, charges or securities

	<p>on or over all or any of the property of the association); and</p> <p>(d) do anything that is incidental or conducive to the attainment of the purposes and the exercise of the powers of the association.</p>
Use of the word "Incorporated".	<p>23. (1) Only an association incorporated under this Act may use the title "Incorporated" or "Inc." after its name.</p> <p>(2) An association which contravenes subsection (1) commits an offence.</p>
Registration of branches.	<p>24. (1) An association that is registered or incorporated under this Act shall have each of its branches registered.</p> <p>(2) A branch of an association shall have the same name as the parent association and the word "Branch" shall be added to that name.</p> <p>(3) An application for the registration of a branch of an association shall be made to the Registrar in the prescribed form and shall contain or be accompanied by—</p> <ul style="list-style-type: none">(a) a letter of authorization from the parent association;(b) a certified copy of the certificate of registration or incorporation of the parent association;(c) a certified copy of the constitution of the parent association;(d) the minutes of a duly constituted meeting of the association containing the resolution to establish the branch;(e) the location from which the branch shall operate; and(f) any other information that may be prescribed in the regulations. <p>(4) If satisfied that an association complies with the requirements of registration, the Registrar shall approve the application for registration and register the branch by entering its name and other particulars in the register.</p>

	<p>(5) An association which fails to register any of its branches in contravention of subsection (1), and each officer of the association who is in default, commits an offence and on conviction are each liable to a fine not exceeding two hundred thousand shillings and each officer liable to imprisonment for a term not exceeding three years, or to both.</p>
<p>Physical and postal address.</p>	<p>25. (1) Every association shall have a physical and a postal address, and shall on application for registration, give notice of the physical location of the office and of the postal address to the Registrar in the prescribed form.</p> <p>(2) All communication and notices required to be sent under or for the purposes of this Act, may be sent by post addressed to the postal address of the association or, on written request of the association, through electronic mail.</p> <p>(3) An association shall give notice to the Registrar, in the prescribed form, of any change of the physical location of the office, the postal address or e-mail address, within fourteen days of the change, and the notice shall be signed by three officers of the association.</p> <p>(4) An association which—</p> <ul style="list-style-type: none"> (a) operates without having a physical or postal address; or (b) operates at any place in which its office may have been removed without giving notice of the change in the location to the Registrar as required by subsection (3); or (c) fails to give notice of any change of its physical or postal address as required by subsection (3); <p>commits an offence.</p>
<p>Constitutions of associations.</p>	<p>26. (1) Every association shall develop a constitution and submit it to the Registrar together with its application for registration unless the application is accompanied by a statement that the model constitution under section 27 has been adopted as the constitution of the proposed association.</p> <p>(2) The constitution of an association shall specify the matters set out in the Schedule.</p> <p>(3) The constitution of an association is the constitution</p>

	<p>referred to in subsection (1), as amended from time to time, in accordance with this Part.</p> <p>(4) If the constitution of an association does not make provision for pre-registration contracts, the model constitution, to the extent that it makes provision for that matter, is taken to be included in the constitution of the association.</p> <p>(5) A member of a registered association may request the Registrar for an order requiring an association to enforce its constitution.</p> <p>(6) Any provision of the constitution of an association that is inconsistent with this Act or any written law is invalid.</p>
Model constitution.	<p>27. (1) The model constitution for registered associations and incorporated associations shall be as prescribed in the Regulations.</p> <p>(2) The model constitution prescribed under subsection (1) shall make provision for—</p> <ul style="list-style-type: none">(a) the name of the association;(b) the objects of the association;(c) the financial year of the association;(d) the election of officers;(e) the annual general meeting;(f) dispute resolution mechanisms: and(g) any other matter that may be prescribed. <p>(3) An association which approves the adoption of the model constitution shall adopt any subsequent amendment to the model constitution as an amendment of its constitution.</p> <p>(4) An amendment to the constitution of an association referred to in subsection (3)—</p> <ul style="list-style-type: none">(a) takes effect on the day the relevant amendment to the model constitution comes into operation;(b) takes effect without the requirement of a special resolution of the association; and(c) does not require the approval of the Registrar. <p>(5) If an association that has approved the adoption of the model constitution as its own constitution amends the constitution under section 28, other than an amendment to its</p>

	<p>name, purposes or financial year, the association shall be deemed to have adopted its own constitution and subsections (3) and (4) shall not apply to that constitution.</p> <p>(6) An incorporated association may, by special resolution, approve the adoption of the model constitution as the constitution of the association at any time after its incorporation under this Act.</p> <p>(7) An incorporated association that approves the adoption of the model constitution as its own constitution under subsection (6) shall within fourteen days notify the Registrar, in the prescribed form.</p>
Amendment of constitution.	<p>28. (1) Subject to this Act, an association may, through a special resolution passed at an annual general meeting, amend its constitution.</p> <p>(2) An amendment to the constitution of any association shall not take effect unless the amendment is approved by the Registrar.</p> <p>(3) An application for the approval of an amendment to the constitution of any association shall be made by the secretary of such association in the prescribed form—</p> <ul style="list-style-type: none">(a) within twenty-eight days after the resolution containing the amendment is passed; or(b) if a longer time has been allowed by the Registrar, within the time specified. <p>(4) An application made under subsection (3) shall be accompanied by—</p> <ul style="list-style-type: none">(a) a declaration signed by at least two officers of the association to the effect that the special resolution was passed in accordance with this Act and the constitution of the association; and(b) either—<ul style="list-style-type: none">(i) a copy of the special resolution passed by the association, setting out the particulars of the amendment; or(ii) if the association has adopted the model constitution, a copy of the minutes of the meeting at which the association adopted the model constitution.(c) a list of members, duly signed by the members present at the meeting at which the special resolution was passed.

	<p>(d) a consolidated copy of the constitution that clearly shows the amendment; and</p> <p>(e) the prescribed fee.</p> <p>(5) Subject to subsection (6), if an application for the approval of an amendment to the constitution of an association is made in accordance with subsections (3) and (4), the Registrar shall, within thirty days of receipt of the application, approve the amendment.</p> <p>(6) The Registrar shall refuse an amendment to the constitution of an association if satisfied that the amendment is contrary to this Act.</p> <p>(7) If the Registrar approves the amendment of the constitution of an association, the Registrar shall give written notice of approval to the association.</p> <p>(7) If a special resolution provides for more than one amendment of the constitution of an association, nothing in this section shall prevent the Registrar from approving one or more and not all of those amendments.</p>
Contents of constitution.	<p>29. (1) The constitution of an association formed after the commencement of this Act shall provide, to the satisfaction of the Registrar, for all the matters specified in the Schedule and shall not be amended so that it ceases so to provide.</p> <p>(2) The Registrar may, by order in writing, require any association which, at the commencement of this Act is registered, to amend its constitution within three months after the date of the order to provide for all or any of the matters specified in the Schedule and, notwithstanding its constitution, the association, for the purpose of complying with the order, shall convene a meeting of the same kind as is required by its constitution for amending its constitution, or if the constitution makes no provision for such amendment, the association shall convene a general meeting of members for that purpose.</p> <p>(3) If an association fails to comply with an order issued under subsection (2) within the required period, the association, and each officer of the association who is in default, commit an offence and on conviction—</p> <p>(a) the association shall be liable to a fine not exceeding five hundred thousand shillings; and</p> <p>(b) each officer shall be liable to a fine not exceeding three hundred thousand shillings or to imprisonment for a term not</p>

	<p>exceeding one year, or to both.</p> <p>(4) Despite subsection (3) an association or an officer shall not be held liable if such association or officer establishes to the satisfaction of the court that they exercised due diligence to implement the order.</p>
<p>Association to obtain consent of Registrar before amending name, constitution, etc.</p>	<p>30. (1) An Association shall not amend its name, or its constitution, or dissolve itself except with the written consent of the Registrar.</p> <p>(2) An application by an association to do any of the acts specified in subsection (1) shall be signed by three officers of the association and shall be accompanied by a copy of the resolution of the meeting at which the resolution to do any of the acts was passed, certified as a true copy by three officers of the association.</p> <p>(3) An application made under subsection (2) shall be lodged with the Registrar within twenty-eight days after the resolution to do the act was passed.</p> <p>(4) The Registrar shall determine an application made under subsection (2) within thirty days of its receipt.</p> <p>(5) If an association contravenes subsection (1), the association, and each officer of the association who is in default, commit an offence and on conviction are each liable to a fine not exceeding five hundred thousand shillings.</p>
	<p style="text-align: center;">PART V—FOREIGN ASSOCIATIONS</p>
<p>Prohibition of operating unregistered foreign associations.</p>	<p>31. (1) A foreign association shall not carry on business in Kenya unless—</p> <p style="padding-left: 40px;">(a) it is registered under this Part; or</p> <p style="padding-left: 40px;">(b) it has applied to be so registered and the application has not been dealt with within the period prescribed for the purposes of this section.</p> <p>(2) If a foreign association carries on business in Kenya in contravention of subsection (1), the association, and each officer of the association who is in default, commit an offence and on conviction are each liable to a fine not exceeding five million shillings or to imprisonment for a term not exceeding five years.</p> <p>(3) If a foreign association has applied to be registered under section 32 and the application has not been dealt with within the period</p>

	<p>prescribed for the purposes of subsection (1)(b), the association is taken to be registered under this Part as a foreign association and accordingly is entitled to be issued with a certificate of registration as such an association.</p>
<p>Registration of foreign associations.</p>	<p>32. (1) A foreign association that wishes to be registered shall make an application to the Registrar in the prescribed form.</p> <p>(2) An application under subsection (1) shall be accompanied by—</p> <ul style="list-style-type: none">(a) a letter of authorization from the headquarters of the foreign association;(b) a duly notarized copy of the certificate of registration or incorporation issued in the foreign association’s country of origin, or a document of similar effect;(c) a notarized copy of the constitution of the foreign association;(d) a list containing the names of the officers of the foreign association in its country of origin and their contact details;(e) a list of all the proposed officers, a third of whom must be Kenyans, and their postal and physical addresses;(f) where it has foreign officers, submit in respect of each officer—<ul style="list-style-type: none">(i) a certified copy of a work permit issued under the Kenyan Citizenship and Immigration Act, 2011;(ii) an alien identification card issued under the Kenyan Citizenship and Immigration Act, 2011;(iii) one passport size photograph; and(iv) a letter of recommendation from the relevant embassy or high commission;(f) the prescribed fee; and(g) any other documents or information that may be prescribed in the regulations. <p>(3) If satisfied that a foreign association complies with the requirements of this Part with respect to registration, the Registrar shall approve the application for registration and register the</p>

	<p>association by entering its name and other particulars in the Foreign Associations Register.</p> <p>(4) On registering a foreign association under subsection (3), Registrar shall —</p> <p>(a) allocate a unique identifying number to the association; and</p> <p>(b) issue to the association a certificate of registration.</p>
Name of a foreign association.	<p>33. The name of a foreign association may be—</p> <p>(a) the name of the association under the law of the country or territory in which it is registered or incorporated; or</p> <p>(b) an alternative name, other than its registered or corporate name, under which it proposes to carry on business in Kenya.</p>
	<p>PART VI— ADMINISTRATION OF ASSOCIATIONS</p>
Officers of an association.	<p>34. An association shall ensure that officers of the association are elected in accordance with the provisions of this Act and its constitution.</p>
Restriction of appointment of certain officers, etc.	<p>35. (1) A person who has been convicted of a crime involving fraud or dishonesty shall not, for a period of ten years from the time the person completed serving sentence, be eligible to be appointed or elected—</p> <p>(a) as an officer;</p> <p>(b) to any other office the holder of which is responsible for the collection, disbursement, custody or control of the funds of the association or for its accounts; or</p> <p>(c) as trustee or auditor of an association.</p> <p>(2) A person shall not be qualified to be appointed as an auditor of an association if that person is an officer of that association.</p>
Change of officers or title of office.	<p>36. (1) An association shall, within fourteen days of any change of officers or the title of any office, give notice to the Registrar in the prescribed form.</p> <p>(2) The notice under subsection (1) shall be signed by the incoming officers of the association and shall be accompanied by—</p>

	<p>(a) the resolution signed by three officers of the association;</p> <p>(b) an attendance list duly signed by all the members present at the meeting at which such change was adopted; and</p> <p>(c) a copy of the minutes of the meeting at which the change was adopted, signed by three officers of the association.</p>
	<p>(3) An association which fails to give notice as required by subsection (1) of any change of officers or title of any office of the association shall remit to the Registrar the prescribed late filing fee for every month it defaults after the period specified under subsection (1).</p>
<p>Disputes as to officers.</p>	<p>37. (1) If the Registrar is of the opinion that a dispute has occurred among the members or officers of an association as a result of which the Registrar is not satisfied as to the identity of the persons who have been properly constituted as officers of the association, the Registrar may, by order in writing—</p> <p>(a) summon the disputing parties for alternative dispute resolution;</p> <p>(b) refer the matter to the Tribunal or the agreed dispute resolution mechanism; or</p> <p>(c) require the association to produce to the Registrar, within thirty days of the service of the order, evidence of the settlement of the dispute and of the proper appointment of the lawful officers of the association or of the institution of proceedings for the settlement of such dispute.</p> <p>(2) If an association does not comply with an order issued under subsection (1) to the satisfaction of the Registrar within thirty days or any longer period as the Registrar may allow, the Registrar may cancel the registration of the association.</p> <p>(3) An association aggrieved by the cancellation of its registration under subsection (2) may appeal to the Tribunal within thirty days of such cancellation.</p> <p>(4) An appeal from a decision or order of the Tribunal shall lie in the High Court.</p>
<p>Officers on dissolution.</p>	<p>38. Notwithstanding the dissolution or purported dissolution of an association, the persons who, immediately before the dissolution or purported dissolution, were officers of the association shall be deemed, for purposes of sections 69 and 70 to have been and to be such officers.</p>

<p>Indemnity of officers.</p>	<p>39. An association shall indemnify each of its officers against any liability incurred in good faith by an officer in the course of performing duties as an officer.</p>
<p>Purporting to act as officer.</p>	<p>40. (1) A person who—</p> <ul style="list-style-type: none"> (a) acts or purports to act as an officer of an association, and who is not duly elected and confirmed by the Registrar as an officer of that association; or (b) having been elected as an officer of an association, otherwise than at the time of the formation of the association, acts as an officer of that association after the end of the period prescribed by section 36 for giving notice of such appointment or election to the Registrar, no such notice having been given within such period, <p>commits an offence and shall on conviction be liable to a fine not exceeding one hundred thousand shillings or imprisonment for a term not exceeding one year, or to both.</p> <p>(2) The provisions of this section shall not prevent a person who has been duly elected as an officer of an association from signing the notice prescribed by section 36.</p>
<p>Register of members.</p>	<p>41. (1) Every association shall keep a register of its members and shall cause to be entered in the register the name, telephone number, email and postal address of each member, the date of admission to membership and the date on which such person ceases to be a member.</p> <p>(2) If an association contravenes subsection (1) the association and every officer of the association commits an offence and—</p> <ul style="list-style-type: none"> (a) the association shall on conviction be liable to a fine not exceeding one hundred thousand shillings; and (b) every officer shall on conviction be liable to fine not exceeding one hundred thousand shillings or to imprisonment for a term not exceeding one year, or to both. <p>(3) Every association shall submit to the Registrar an updated list of its members—</p> <ul style="list-style-type: none"> (a) whenever required by the Registrar; and (b) annually, in accordance with section 53. <p>(4) An association which fails to submit an updated list of members within the specified period shall pay such penalty for late submission as may be prescribed in the regulations.</p> <p>(5) An association shall enter in the register the date on which</p>

	<p>a person ceases to be a member of the association within fourteen days from that date.</p> <p>(6) Information about a person who is no longer a member of the association, other than the name of the person and the date on which the person ceased to be a member of the association, shall be removed from the register of members before the next annual submission of the list of membership to the Registrar.</p>
<p>Membership of an association.</p>	<p>42. (1) On the registration of an Association under this Act, the members of the association are—</p> <ul style="list-style-type: none"> (a) the persons who were members of the association immediately before its incorporation; (b) the persons who were members of the proposed Association at the time of its registration; (c) in the case of the amalgamation of two or more Associations into a single association, the persons who were members of any of the associations so amalgamated immediately before the amalgamation. <p>(2) Other persons may be admitted as members of an association in accordance with its constitution.</p>
<p>Limitation of rights and liabilities of members.</p>	<p>43. (1) Unless expressly provided by this Act or the constitution of an association, membership of the association shall not be taken to confer on a person any right, title or interest, whether legal or equitable, in the property of the association.</p> <p>(2) Except as provided by this Act or the constitution of an association, a member of the committee or a member of the association is not, by virtue of being such a member, liable to contribute towards the payment of—</p> <ul style="list-style-type: none"> (a) the debts and liabilities of the association; or (b) the costs, charges or expenses of liquidation of the association.
<p>Inspection of constitution and minutes.</p>	<p>44. (1) Upon receipt of a request in the prescribed manner, an association shall permit a member at any reasonable time to inspect—</p> <ul style="list-style-type: none"> (a) any record of the association; or (b) minutes of general meetings of the association. <p>(2) An association shall upon a written request and upon payment of the prescribed fees, within fourteen days, furnish a member with a copy of any records or minutes referred to in subsection (1).</p>

Inspection of register of members.	<p>45. An association shall, if requested to do so by one of its members and subject to section 46, permit the member, at a reasonable time, to inspect the register of members.</p>
Information relating to members.	<p>46. (1) A person shall not use information about a member obtained from the register of members of an association to contact or send materials to that member.</p> <p>(2) A person shall not disclose information about a member obtained from the register of members of an association knowing that the information is likely to be used to contact or send materials to that member.</p> <p>(3) A person who contravenes subsection (1) or (2) commits an offence.</p> <p>(4) Subsections (1) and (2) do not apply if the use or disclosure of the information—</p> <p style="padding-left: 40px;">(a) is directly related to the management or the purposes of the association; and</p> <p style="padding-left: 40px;">(b) is not prohibited by the constitution of the association.</p>
Restriction of access to personal information.	<p>47. (1) A request may be made to the secretary of an association to restrict access to the personal information of a member recorded in the register of members of the association.</p> <p>(2) A request under subsection (1) may seek to restrict access so that the personal information is available only to the officers of the association.</p> <p>(3) A request under subsection (1) shall be made by—</p> <p style="padding-left: 40px;">(a) the member;</p> <p style="padding-left: 40px;">(b) the parent or guardian of a beneficiary who is a minor; or</p> <p style="padding-left: 40px;">(c) the intermediary of a beneficiary with unsound mind.</p> <p>(4) If the secretary is satisfied that there are special circumstances which justify doing so, the secretary shall agree to the request.</p>
Disciplinary action.	<p>48. (1) If an association proposes to take disciplinary action against a member in respect of that member's status as a member of the association, it shall, subject to subsections (3) and (4), ensure the procedure under which disciplinary action is taken is in accordance with the procedure provided by the constitution of the association.</p> <p>(2) In applying the disciplinary procedure, an association shall ensure that—</p> <p style="padding-left: 40px;">(a) the member who is the subject of the disciplinary</p>

	<p>procedure—</p> <p>(i) is informed of the grounds upon which the disciplinary action against the member is proposed to be taken; and</p> <p>(ii) is given an opportunity to be heard and is represented in relation to the matter;</p>
	<p>(b) the outcome of the disciplinary procedure is determined by an impartial decision-maker;</p> <p>(c) to the extent that doing so is compatible with paragraphs (a) and (b), the disciplinary procedure is completed as soon as is reasonably practicable.</p> <p>(3) A member of an association who is the subject of a disciplinary procedure shall not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure is completed.</p>
Grievance procedure.	<p>49. (1) The constitution of an association shall set out a grievance procedure for dealing with any dispute between—</p> <p>(a) a member and another member; or</p> <p>(b) a member and the association.</p> <p>(c) a member and an officer;</p> <p>(2) A member may in writing appoint any person to represent that member under this section.</p>
Obligation to keep financial records.	<p>50. (1) Every association shall maintain financial records that—</p> <p>(a) correctly record and explain its transactions, its financial position and performance; and</p> <p>(b) would enable true and fair financial statements to be prepared in accordance with this Part.</p> <p>(2) Every association shall retain its financial records for seven years after the transactions covered by the records are completed.</p> <p>(3) An association which contravenes subsection (1) or (2) commits an offence.</p>
Books of account.	<p>51. (1) Every association shall keep books of account, and shall cause to be entered therein details of all monies received and payments made by the association.</p>

	(2) An association which contravenes subsection (1) commits an offence.
Treasurer to render accounts.	<p>52. (1) Every treasurer and every other officer of an association who is responsible for the accounts of the association or for the collection, disbursement, custody or control of its funds shall, subject to the constitution of the association—</p> <ul style="list-style-type: none"> (a) at least once in every year at such time as may be specified in the constitution of the association; (b) at any other time at which such treasurer or officer may be required to do so by a resolution of the members of the association or by the constitution thereof; or (c) upon resigning or otherwise vacating office; <p>render to the association and its members a full and true account of all monies received and paid by the treasurer or officer during the period which has elapsed since the date of assuming office or, if such person has previously rendered an account, since the last date upon which that person rendered such account, and of the monies remaining in the treasurer's possession at the time of rendering such account, and of all bonds, securities or other property of the association entrusted to that person's custody or under their control.</p> <p>(2) After accounts have been rendered, the treasurer or other officer referred to in subsection (1) shall, if that officer is resigning or vacating office or if required to do so, forthwith hand over to the succeeding treasurer or officer, as the case may be, such monies as appear to be due from the treasurer, and all bonds, securities, effects, books, papers and property of the association in such officer's possession or otherwise under their control.</p> <p>(3) Any treasurer or other officer referred to in subsection (1) who contravenes this section commits an offence and shall on conviction be liable to a fine not exceeding three hundred thousand shillings or to imprisonment for a term not exceeding three years, or to both.</p>
Annual returns.	<p>53. (1) Every association shall furnish annually to the Registrar, on or before the prescribed date, such returns, audited accounts, register of members and other documents as may be prescribed.</p> <p>(2) The returns, audited accounts, register of members and other documents must have been adopted at the annual general meeting before being submitted under subsection (1).</p> <p>(3) If any return, register of members, account or other document furnished under subsection (1) is incomplete in any material particular, it</p>

	<p>shall be taken not to have been furnished for the purposes of subsection (1).</p> <p>(4) Any association which files its returns out of time shall pay such penalty for late filing as may be prescribed.</p> <p>(5) Any person who wilfully makes or orders or causes or procures to be made any false entry in or omission from any return, register of members, account or other document furnished under this section commits an offence and shall on conviction be liable to a fine not exceeding one hundred thousand shillings or to imprisonment for a term not exceeding one year, or to both.</p> <p>(6) An association which fails to file its returns for three successive years shall have its registration suspended.</p>
<p>Inspection of accounts and documents.</p>	<p>54. (1) An association shall make its books of account and all documents relating thereto, and a list of the members of the association, available—</p> <p>(a) for inspection by any officer or member of the association at such place and at such times as may be provided for in the constitution of the association;</p> <p>(b) for inspection by the Registrar, or by any person authorized by the Registrar in writing in that behalf, at the office of the Registrar at any reasonable time specified;</p> <p>(c) when applying for reinstatement of registration.</p> <p>(2) An association which fails to make available to the Registrar, at the specified time, any books of account, documents or lists of members when required under subsection (1) to make so available, commits an offence.</p> <p>(3) Any person who obstructs the Registrar or any such authorized person in the carrying out of an inspection under subsection (1) commits an offence and shall on conviction be liable to a fine not exceeding one hundred thousand shillings or to imprisonment for a term not exceeding one year, or to both.</p>
<p>Registrar may call for information and accounts.</p>	<p>55. (1) If the Registrar has reasonable cause to believe that circumstances have arisen which render it expedient for the proper performance of the Registrar's functions under this Act to do so, the Registrar may, by order in writing, require an association to furnish the Registrar with—</p> <p>(a) a true and complete copy of its constitution;</p> <p>(b) a true and complete list of its officers and members;</p>

	<p>(c) a true and complete copy of the minutes of any meeting held by the association at which officers of the association were elected or were ostensibly elected;</p> <p>(d) a true and complete return of the number of meetings held by the association in Kenya within the period of six months immediately preceding the date of the order, stating the place or places at which such meetings were held;</p> <p>(e) duly audited accounts of the association covering such period as the Registrar deems necessary for the purpose for which the order is made;</p> <p>(f) a copy of a current tax exemption certificate, where applicable; and</p> <p>(g) such other accounts, returns or other information as the Registrar may request.</p>
	<p>(2) An order given under subsection (1) shall require compliance within such period as may be specified, being not less than twenty-one days, in respect of the documents specified in paragraphs (a), (b), (c), (d) and (f), and not less than sixty days in respect of the documents specified in paragraph (e) and (g).</p> <p>(3) Despite subsection (2) the Registrar may, on application made by an association extend the period specified therein.</p> <p>(4) Where the Registrar has ordered duly audited accounts under paragraph (e) of subsection (1), the cost of the audit shall, unless the Registrar otherwise directs, be paid out of the funds of the association in respect of which the order is made.</p> <p>(5) An association which, on the ground of its failure to comply with an order to furnish duly audited accounts under this section, has had its registration cancelled under section 70 shall not be registered again, and no association which, in the opinion of the Registrar, is a successor of such an association, shall be registered, unless in either case, in addition to compliance with the provisions of this Act concerning registration, the application for registration is accompanied by the duly audited accounts required by the order.</p> <p>(6) An association, which fails to comply with an order given under subsection (1) commits an offence.</p> <p>(7) If any information or document furnished to the Registrar pursuant of an order given under this section is false, incorrect or incomplete in any material particular there shall be deemed to have been no compliance with such order.</p>

	<p>(8) In this section, the expression “duly audited” means audited by an auditor.</p>
<p>Registrar’s discretion to publish certain information.</p>	<p>56. (1) The Registrar may, where it appears to be in the interests of the members of any association, publish in the Gazette, or by advertisement in a newspaper having national circulation or in any other manner the Registrar may think fit, any information received by the Registrar under section 55.</p> <p>(2) Any information published under this section shall not contain private details of members.</p>
<p>Annual General Meeting.</p>	<p>57. (1) Every association shall, at least once in every year, hold an annual general meeting, to which all its members shall be invited, and shall at such meeting—</p> <p>(a) render a full and true account of the monies received and paid by the association, such account being audited in accordance with general accounting principles; and</p> <p>(b) cause to be elected or appointed all such officers, trustees and auditors and, where applicable, such committees as are required in accordance with the constitution of the association.</p> <p>(2) Subsection (1) does not apply to an association that holds its annual general meeting—</p> <p>(a) in accordance with subsection (3); or</p> <p>(b) within the period allowed under an extension granted by the Registrar.</p> <p>(3) An association may hold its first annual general meeting at any time within the period of eighteen months after its registration under section 16 or incorporation under section 20.</p> <p>(4) Any association which contravenes subsection (1) commits an offence.</p>
<p>Use of technology at general meeting.</p>	<p>58. (1) An association may hold its general meeting, or permit members to take part in its general meeting, by using any technology that allows members to positively identify themselves clearly and simultaneously communicate with each participating member.</p> <p>(2) A member of an association who participates in a general meeting in a manner permitted under subsection (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.</p>

	PART VII—ADMINISTRATION OF INSOLVENT ASSOCIATIONS
Interpretation Part VI.	<p>59. In this part—</p> <p>"administrator" means an Insolvency Practitioner appointed under this Part to manage the association's affairs and property, and, if the context requires, includes a former administrator;</p>
Objective of administration.	<p>60. The objective of the administration of an insolvent association is to achieve a better outcome for the association's creditors and members as a whole than would likely to be the case if the association were liquidated (without first being under administration).</p>
Appointment of Administrator.	<p>61. (1) An application for the appointment of an administrator of an association may be made in the High Court by—</p> <ul style="list-style-type: none">(a) an incorporated association;(b) a member of the association or its officers;(c) a creditor of the association; or(d) the Registrar. <p>(2) The High Court shall, by order, appoint an administrator if satisfied that—</p> <ul style="list-style-type: none">(a) the association is unable or is likely to become unable to pay its debts; and(b) the administrator is reasonably likely to achieve the objective of administration under section 60. <p>(3) An administrator shall be appointed for a period of twelve months subject to the terms and conditions that the Court determines.</p> <p>(4) The order issued under subsection (2) shall specify—</p> <ul style="list-style-type: none">(a) the date of appointment;(b) the name of the Administrator; and(c) the postal and physical address of the administrator. <p>(5) Despite subsection (3), the Court may, on the application of an administrator, by order, extend term of office of the administrator for a specified period.</p>

	<p>(6) The administrator shall, within seven days after appointment—</p> <p>(a) notify the Registrar of the appointment;</p> <p>(b) publish the notice of the appointment—</p> <p>(i) in the Kenya Gazette and in at least one newspaper circulating in the area in which the association has its principal place of business in Kenya;</p> <p>(ii) on the association's website (if any); and</p> <p>(c) display the notice of appointment at a conspicuous place at the registered office of the association.</p> <p>(7) If the name or postal or physical address of the administrator changes, the administrator shall within seven days of the change give written notice of the change to the Registrar or any other person as may be prescribed in the regulations.</p> <p>(8) An administrator who contravenes subsection (7) commits an offence and shall upon conviction be liable to a fine of not less than fifty thousand shillings or to imprisonment for a term not exceeding six months, or to both.</p>
<p>Effect of appointment of Administrator</p>	<p>62. (1) On the appointment of an administrator of an association, the officers of the association cease to hold office.</p> <p>(2) An officer of the association is not eligible for appointment or election while the Administrator is in office except as provided by this Part.</p>
<p>Powers of Administrator.</p>	<p>63. (1) The Administrator of an association—</p> <p>(a) has control of, and may manage, the property and affairs of the association;</p> <p>(b) may dispose of all or part of the property of the association;</p> <p>(c) may engage or discharge employees on behalf of the association;</p> <p>(d) may summon officers to give a statement of affairs; and</p> <p>(e) may perform any function and exercise any power that could, were the association not under administration be performed or exercised by—</p>

	<p>(i) the association;</p> <p>(ii) the executive committee of the association; or</p> <p>(iii) the members of the association.</p> <p>(2) Without limiting subsection (1)(e), the administrator may perform any function and exercise any power the association has as trustee.</p> <p>(3) An Administrator shall, upon assuming management of an association, discharge the duties with diligence and in accordance with sound financial principles and, in particular, with due regard to the interests of the members.</p> <p>(4) The responsibilities of an Administrator include—</p> <p>(a) tracing, preserving and securing all the assets and property of the association;</p> <p>(b) recovering all debts and other sums of money due and owing to the association;</p> <p>(c) evaluating the solvency and liquidity of the association;</p>
	<p>(d) assessing the association’s compliance with the provisions of this Act;</p> <p>(e) determining the adequacy of the capital and reserves and the management of the association and recommending to the Registrar any restructuring or re-organization which the administrator considers necessary and which, subject to the provisions of any other written law, may be implemented by the administrator on behalf of the association; and</p> <p>(f) obtaining from any former officer or employee of the association, any documents, records, accounts, statements, correspondence or information relating to its business.</p> <p>(5) The administrator shall, within a period of twelve months from the date of appointment or on the expiry of the period extended by court under section 61(5), prepare and submit to the Registrar and the High Court a report on the financial position and the management of the association with recommendations as to whether—</p> <p>(a) the association is capable of being revived; or</p> <p>(b) the association should be liquidated.</p> <p>(6) Subject to the recommendation made by the administrator under sub-section (5), the court may—</p>

	<p>(a) order that the association conducts fresh elections;</p> <p>(b) appoint a liquidator; or</p> <p>(c) extend the appointment of the administrator for a specified period.</p>
Administrator to report to Registrar.	<p>64. (1) On the receipt of a request from the Registrar, an administrator shall, without delay, prepare and submit to the Registrar a report showing how the Administration is being carried out.</p> <p>(2) The Registrar may submit a copy of the report to the High Court and members of the association.</p>
Revocation of appointment of administrator.	<p>65. (1) The Registrar, creditor or member of an association may apply to the High Court for the revocation of the appointment of an administrator if dissatisfied with the performance of the administrator.</p> <p>(2) On hearing the application under subsection (1), the High Court may order the revocation of the appointment of the administrator and —</p> <p>(a) appoint another administrator; or</p> <p>(b) appoint a liquidator.</p> <p>(3) The administrator shall, within seven days of the revocation of appointment, submit to the Registrar and the High Court a report showing how the administration was carried out.</p> <p>(4) An Administrator shall have access to the records and documents of the association for purposes of preparing the report under subsection (3).</p> <p>(5) The Registrar may provide a copy of the report submitted to the Registrar under subsection (3) to the association.</p> <p>(6) On submitting the report under subsection (3) and accounting fully in relation to the Administration of the association to the satisfaction of the High Court, the Administrator shall be released from any further duty to account in relation to the administration of the association other than on account of fraud, dishonesty, negligence or wilful failure to comply with this Act.</p>
Vacancy in the office of the administrator.	<p>66. The office of the administrator becomes vacant upon—</p> <p>(a) the administrator resigning by giving notice in writing to the Registrar and the High Court;</p> <p>(b) being adjudged bankrupt;</p> <p>(c) the administrator being unable, by reason of mental or physical infirmity, to discharge the functions of an administrator;</p>

	<p>(d) being convicted of an offence punishable by a term of imprisonment for more than six months;</p> <p>(e) death;</p> <p>(f) completion of work;</p> <p>(g) revocation of his appointment under section 62 and</p> <p>(h) revocation of the administrator’s insolvency practitioner license under the Insolvency Act, 2015.</p>
Insolvency Act to apply.	<p>67. The provisions of the Insolvency Act on administration shall apply, with necessary modifications, to the administration of insolvent associations.</p>
	<p>PART VIII— SUSPENSION AND CANCELLATION OF REGISTRATION</p>
Suspension or cancellation of registration.	<p>68. (1) The Registrar may suspend the registration of an association, for a period not exceeding ninety days, if—</p> <p>(a) the membership of the association falls below the statutory minimum;</p> <p>(b) the association fails to furnish, within the specified time, one of the documents required by section 51(1);</p> <p>(c) the association fails to file returns for three successive years;</p> <p>(d) the association fails to comply, within the time allowed for compliance, with an order made under section 55;</p> <p>(e) the committee of the association is constituted otherwise than in conformity with the constitution.</p> <p>(f) the association has wilfully, and after notice from the Registrar, contravened any of the provisions of its constitution, or has contravened section 28;</p> <p>(g) association fails to comply with any other order issued by the Registrar under this Act;</p> <p>(2) The Registrar may cancel the registration of an association if—</p> <p>(a) an application for cancellation is made in accordance with section 72; or</p> <p>(b) the Registrar has reasonable cause to believe that—</p> <p>(i) the association has among its objects, or is, likely to pursue, or to be used for, any unlawful purpose or any purpose prejudicial to or incompatible with peace,</p>

	<p>welfare or good order in Kenya;</p> <p>(ii) the interests of peace, welfare or good order in Kenya are likely to be prejudiced by the continued registration of the association;</p> <p>(iii) an association is a threat to national security and public order, under section 11(2) (b);</p> <p>(iv) the terms of the constitution of the association are in any respect repugnant to or inconsistent with any written law; or</p> <p>(v) the association has been liquidated in accordance with Part IX.</p>
	<p>(vi) a person who has been an officer of an association which has been refused registration under this Act or which has had its registration cancelled under this section, has been elected as an officer of the association, and the Registrar has given written notice to the association in the prescribed form that such officer must be removed within a period, being not less than seven days from the date of the notice specified in the notice, and the officer has not been removed within that period; or</p> <p>(vi) the association is, or has, without duly notifying the Registrar in the prescribed form, become a branch of or affiliated to, or connected with, any organization or group of a political nature established outside Kenya.</p> <p>(2) The Registrar shall give written notice in the prescribed form to the association calling upon it to show cause, within such period as is specified in the notice, why its registration should not be suspended or cancelled and if the association fails to show cause to the satisfaction of the Registrar within the time specified, the Registrar may suspend or cancel the registration of the association.</p> <p>(3) Where the registration of an association has been suspended under this section, an association shall not take any action or permit any action to be taken in furtherance of its objects except—</p> <p>(a) the payment of its debts; and</p> <p>(b) such action as the Registrar may from time to time authorize.</p> <p>(4) The Registrar may, at any time after conducting such investigations as the Registrar deems necessary and giving the association an</p>

	<p>opportunity to be heard, suspend or cancel any registration made under section 16 or 20.</p>
	<p>(5) Where the Registrar cancels or suspends the registration of an association under subsection (1), the Registrar shall at the same time cancel or suspend the registration of every branch of that association.</p>
<p>Cancellation on Liquidation.</p>	<p>69. (1) The Registrar may, by notice published in the <i>Gazette</i>, cancel the registration of an association that has been liquidated or has commenced liquidation.</p> <p>(2) The cancellation of registration under this section shall not affect the liquidation of the association.</p>
<p>Cancellation on ceasing to operate.</p>	<p>70. (1) If the Registrar has reasonable cause to believe that an association is not in operation, the Registrar may, by written notice, require the association to show cause why its registration should not be cancelled.</p> <p>(2) The notice shall—</p> <p>(a) be served on the association at its registered address; or</p> <p>(b) if service cannot reasonably be effected, be published in a newspaper having nationwide circulation.</p> <p>(3) The Registrar may, by notice published in the <i>Gazette</i>, cancel the registration of the association if—</p> <p>(a) sixty days have expired since the notice under subsection (2) was given; and</p> <p>(b) the Registrar is satisfied that the registration of the association should be cancelled.</p> <p>(4) If the registration of an association is cancelled under this section, the Registrar shall send notice of the cancellation to the registered address of the association.</p>
<p>Cessation of existence of association.</p>	<p>71. (1) If the Registrar has reason to believe that an association has ceased to exist, the Registrar may publish in a daily newspaper with nationwide circulation, a notice calling upon such association to furnish the Registrar, within a period of three months from the date of the notice, with proof of its continued existence.</p> <p>(2) If at the expiration of the period specified under subsection (1) the Registrar is satisfied that an association has ceased to exist, the Registrar shall cancel the registration of the association and publish in a daily newspaper with nationwide circulation, the notice of such</p>

	<p>cancellation.</p> <p>(3) If the Registrar is satisfied beyond doubt that an association has ceased to exist, the Registrar may immediately proceed under subsection (2) without having previously published a notice in a newspaper of nationwide circulation, and the remaining provisions of that subsection shall apply accordingly.</p>
Application for cancellation of registration.	<p>72. (1) An application may be made to the Registrar to cancel the registration of an association if the association—</p> <ul style="list-style-type: none">(a) has gross assets of less than one hundred thousand shillings or such other amount as is prescribed by regulations;(b) has no outstanding debts or liabilities;(c) has paid all fees and penalties applying to it under this Act; and(d) is not a party to any legal proceedings; <p>(2) An application under subsection (1) may be made—</p> <ul style="list-style-type: none">(a) by the association if the association has passed a special resolution approving the making of the application;(b) if the association is not in operation, by a member of the association;(c) by an administrator of the association appointed under section 61; <p>(3) An application made under this section shall—</p> <ul style="list-style-type: none">(a) be in the prescribed form;(b) be accompanied by the prescribed fee; and(c) include a declaration from the applicant—<ul style="list-style-type: none">(i) that all of the matters specified in subsection (1) exist in relation to the association;(ii) that the applicant is qualified under subsection (2) to make the application;(iii) in the case of an application by a member or former member of the association, that the association is not in operation; and(iv) setting out the reasons why the applicant has formed the view that the registration of the association should be cancelled.

<p>Appeal from order of refusal, suspension or cancellation.</p>	<p>73. (1) An applicant aggrieved by the Registrar’s refusal to register it under section 17, or an association aggrieved by the suspension or cancellation of its registration under section 68 may, within thirty days of such refusal, suspension or cancellation, appeal to the Attorney General.</p> <p>(2) The Attorney General shall within thirty days of receipt of an appeal under subsection (1) inform the association the decision of the appeal.</p> <p>(3) An applicant or an association aggrieved by the decision of the Attorney General may, within thirty days of such decision, appeal to the Tribunal.</p>
	<p>PART IX— LIQUIDATION</p>
<p>Application for liquidation.</p>	<p>74. (1) An application for the liquidation of an association may be made in the High Court by—</p> <ul style="list-style-type: none">(a) an incorporated association;(b) officials or members of an association;(c) a creditor of the association;(d) the Registrar; or(f) the administrator of the association. <p>(2) The Registrar may apply to the High Court for the liquidation of an association if—</p> <ul style="list-style-type: none">(a) the ground of the application is that specified in subsection (3).(b) the association secures pecuniary profit for its members;(c) the association is engaged in activities outside the scope of its purposes;(d) the association has not lodged with the Registrar the annual returns, audited accounts and other prescribed documents of the association for each of the preceding two years;(e) the association obtained its registration by fraud or mistake;(f) the membership of the association falls below the statutory minimum;(g) the association exists for an illegal purpose;(h) the association has been given notice by the Registrar of a

	<p>breach of this Act or its regulations or the constitution of the association and failed to remedy the breach within the time specified in the notice;</p> <p>(i) the association is an unlawful association under Part II; or</p> <p>(j) the registration of the association has been cancelled.</p> <p>(3) An Association may be liquidated by the Court if---</p> <p>(a) the association has by special resolution resolved that it be liquidated;</p> <p>(b) the association fails to commence its business within twelve months from registration or suspends its operations for a whole year;</p> <p>(c) the membership of the association falls below the statutory minimum;</p> <p>(d) the association is unable to pay its debts; or</p> <p>(e) the Court is of the opinion that it is just and equitable that the association be liquidated.</p> <p>(4) For the purposes of subsection 3(d) an association is unable to pay its debt if the applicant creditor to whom the debt is owed has served on the association a demand in writing requiring the association to pay the debt or to secure or compound for it to the satisfaction of the creditor, and at least twenty-one days have elapsed since the demand was served, and the demand has neither been complied with nor set aside.</p>
<p>Effect of appointment of a liquidator.</p>	<p>75. On the appointment of a liquidator all property of the association, both movable and immovable, shall vest in the liquidator.</p>
<p>Notice of appointment of liquidator.</p>	<p>76. The liquidator shall, within seven days of appointment—</p> <p>(a) notify the Registrar of the appointment; and</p> <p>(b) publish a notice of the appointment—</p> <p>(i) in the Gazette and in at least one newspaper circulating in the area in which the association has its principal place of business in Kenya; and</p> <p>(ii) on the association's website (if any); and</p> <p>(c) display a notice of the appointment at a conspicuous place in the registered office of the association.</p>

<p>Application of the Insolvency Act. No. 18 of 2015.</p>	<p>77. The provisions of the Insolvency Act on liquidation shall apply, with necessary modifications, to the liquidation of associations.</p>
<p>Procedure on completion of liquidation.</p>	<p>78. (1) Upon completion of the liquidation process the liquidator shall submit a report to the Registrar and to the High Court.</p> <p>(2) If all the debts and liabilities of the association have been satisfied or provided for and there are any surplus assets the liquidator shall prepare and submit to the Registrar and the High Court a scheme for the disposal of those assets.</p> <p>(3) A scheme developed under subsection (2) shall be as close as possible to the goals and objectives of the association which has been liquidated.</p> <p>(4) Upon approval of the scheme by the High Court, the liquidator shall distribute the surplus assets in accordance with the scheme.</p> <p>(5) If the assets of the association are insufficient to enable payment of the debts and liabilities, the liquidator shall set aside a sum sufficient to meet the costs of liquidation and shall distribute the balance in accordance with the Insolvency Act, 2015.</p> <p>(6) The Liquidator shall, on distribution of the assets of the association under subsection (5), file a final statement of accounts in the High Court and submit a copy of the statement to the Registrar.</p>
<p>Revocation of appointment of liquidator.</p>	<p>79. Any person referred to in section 74(1) may make an application in the High Court for the revocation of the appointment of a liquidator.</p>
<p>PART X — INVESTIGATION OF OFFENCES</p>	
<p>Investigation of offences.</p>	<p>80. If the Registrar has reason to believe that an offence has been committed under this Act, the Registrar may refer the matter to the Directorate of Criminal Investigations for investigation.</p>
<p>Cognisable offences.</p>	<p>81. Offences under sections 11, 12 and 13 of this Act shall be cognisable to the police.</p>
<p>Qualified privilege.</p>	<p>82. (1) A person who performs any function or exercises any power as the auditor, administrator or liquidator of an association has qualified privilege in respect of a statement made by the person, whether orally or in writing, in the course of performing those functions or exercising those powers.</p>

	<p>(2) An independent accountant who conducts a review of the accounts of an association under section 51 or 52 has qualified privilege in respect of a statement made by the person, whether orally or in writing, in the course of conducting that review.</p> <p>(3) A person has qualified privilege in respect of publishing a document—</p> <p>(a) prepared by an auditor for the purposes of this Act; or</p> <p>(b) required by or under this Act to be lodged, regardless of whether or not the document has been lodged.</p>
<p>Proceedings against associations.</p>	<p>83. (1) Where an association is charged with an offence under this Act, the association may appear by a representative, who may enter a plea on behalf of the association and conduct the defence of the association.</p> <p>(2) In this section, “representative” in relation to an association means a person who the court is satisfied has been duly appointed in writing by the association to represent it, but a person so appointed shall not by virtue of such appointment be qualified to act on behalf of the association before any court for any purposes other than those specified in this section.</p>
	<p>PART XI — EVIDENCE</p>
<p>Admissibility of certified copies and extracts.</p>	<p>84. (1) In any legal proceedings, any document purporting to be a copy of or an extract from any register or document kept by the Registrar, and purporting to be certified by the Registrar as a true copy or extract as aforesaid, shall be admissible as <i>prima facie</i> evidence of the contents of such register or document.</p> <p>(2) In the absence of evidence to the contrary, it shall be presumed that the signature on any such certificate is genuine and that the person signing it held the office and qualifications which they professed to hold at the time the person signed it.</p> <p>(3) No process for compelling the production of any document kept by the Registrar shall issue from any court except with the leave of that court, and any such process which is so issued shall bear a statement that it is issued with the leave of the court.</p> <p>(4) The Registrar shall not, in any legal proceedings to which the Registrar is not a party, be compellable—</p> <p>(a) to produce any document the contents of which can be proved under subsection (1); or</p> <p>(b) to appear as a witness to prove the matters, transactions or accounts recorded in any such document</p>

	unless the court, for special cause, so orders.
General presumptions.	<p>85. (1) In any prosecution or other proceedings under this Act—</p> <p>(a) where it is proved that an association is in existence, it shall be presumed that such association is an association within the meaning of this Act, unless the contrary is proved;</p> <p>(b) where it is alleged that an association is an unlawful association, the burden of proving that it is a registered association, or that it is not an association, shall lie on the person charged;</p> <p>(c) a person named in the register kept by the Registrar as the holder of an office of an association shall be presumed to be the holder of that office or, as the case may be, an officer of that association, until the contrary is proved; and</p> <p>(d) it shall not be necessary for the prosecution to prove that an association possesses a name, or that it has been constituted or is usually known under a particular name.</p>
Presumption of membership and existence of association.	<p>86. (1) In any prosecution under this Act, where any books, accounts, writings, lists of members, seals, banners or insignia of or relating to, or purporting to relate to, an association are found in possession of any person, it shall be presumed, until the contrary is proved, that such person is a member of that association, and the association shall be presumed, until the contrary is proved, to be in existence at the time such books, accounts, writings, lists of members, seals, banners or insignia are so found.</p> <p>(2) Where any books, accounts, writings, lists of members, seals, banners or insignia of or relating to an association are found in the possession of any person, it shall be further presumed, until the contrary is proved, that that person assists in the management of that association.</p>
Evidence of membership of an unlawful association.	<p>87. In any prosecution under this Act, it shall be no objection to the admissibility of evidence as to the constitution, objects or activities of any association that the witness tendering such evidence is not or has not been a member of any unlawful association.</p>
	PART XII— THE ASSOCIATIONS TRIBUNAL

<p>Establishment of the Associations Tribunal.</p>	<p>88. (1) There is established a Tribunal to be known as the Associations Tribunal which shall consist of five members.</p> <p>(2) Subject to subsection (3), the chairperson of a Tribunal shall be appointed by the Judicial Service Commission.</p> <p>(3) The Attorney-General shall, through a competitive process, select three and eight suitable nominees for the positions of chairperson and members respectively, and forward their names to the Commission for appointment.</p> <p>(4) The Commission shall subsequently appoint one of the three and four of the eight nominees selected under sub-section (3) as chairperson and members of the Tribunal, respectively.</p> <p>(5) In nominating and appointing the chairperson and members of the Tribunal under this section, the Attorney-General and the Commission shall take cognizance of the provisions of the Constitution relating to regional and other diversities of the people of Kenya.</p> <p>(6) The provisions of the Judicial Service Act relating to discipline of judicial officers shall apply, with necessary modifications, to members of the Tribunal.</p>
<p>Qualifications for appointment.</p>	<p>89. (1) A person is qualified for appointment as the chairperson of the Tribunal if that person—</p> <ul style="list-style-type: none">(a) is a Kenyan citizen;(b) holds a degree in law from a university recognized in Kenya and is an advocate of the High Court of Kenya;(c) has not less than ten years post qualification experience; and(d) meets the requirements of Chapter Six of the Constitution. <p>(2) A person is qualified for appointment as a member of the Tribunal if that person—</p> <ul style="list-style-type: none">(a) is a Kenyan citizen;(b) holds a degree from a university recognized in Kenya;(c) has knowledge and experience of not less than five years in their respective field; and(d) meets the requirements of Chapter Six of the Constitution.

Disqualifications.	<p>90. A person is not qualified for appointment as a member of the Tribunal if the person—</p> <ul style="list-style-type: none"> (a) is of unsound mind; (b) is an undischarged bankrupt; (c) has been removed from any office for gross violation of the Constitution or any other written law; or (d) has been convicted of a felony.
Tenure.	<p>91. (1) The chairperson and other members of the Tribunal shall be appointed for a term of three years and shall be eligible for re-appointment for one further term of three years.</p> <p>(2) The chairperson and members of the Tribunal shall serve on a part time basis.</p>
Vacancy in the office of member.	<p>92. (1) The office of the chairperson, or member of a Tribunal becomes vacant if the holder —</p> <ul style="list-style-type: none"> (a) dies; (b) resigns from office by notice in writing addressed to the Commission; (c) accepts any office the holding of which, if the person were not a member of the Tribunal, would make that person ineligible for appointment to the office of a member of the Tribunal;
	<ul style="list-style-type: none"> (d) is convicted of a felony; (e) completes their term of office; (f) is absent from three consecutive meetings of the Tribunal without good cause; or (g) is removed from office on any of the following grounds— <ul style="list-style-type: none"> (i) gross violation of the Constitution or any other written law; (ii) gross misconduct or misbehaviour; (iii) inability to perform functions of the office arising out of physical or mental infirmity;
	<ul style="list-style-type: none"> (iv) incompetence or neglect of duty; or (v) bankruptcy. <p>(2) A vacancy under this section shall be filled within three</p>

	<p>months from the date such vacancy arises.</p>
<p>Jurisdiction of the Tribunal.</p>	<p>93. (1) The Tribunal shall hear and determine disputes arising from the following matters;</p> <ul style="list-style-type: none"> (a) appeals arising from the Registrar’s decision on any matter under this Act; (b) matters referred to the Tribunal by the Registrar; (c) disputes— <ul style="list-style-type: none"> (i) between members of an association and the officers of that association; (ii) amongst members of an association; or (vii) between two or more associations. <p>(2) Despite subsection (1), the Tribunal shall not consider—</p> <ul style="list-style-type: none"> (a) a matter arising from the decision of the Registrar under section 70 unless the matter has been heard and determined by the Attorney General; (b) a dispute specified in paragraph (c) of subsection (1) unless the dispute resolution mechanisms provided for in the constitution of the association have been exhausted. <p>(3) The jurisdiction conferred upon the Tribunal under sub-section (1) excludes criminal jurisdiction.</p>
<p>Power to seek technical advice.</p>	<p>94. (1) The Tribunal may seek technical advice from persons whose specialized knowledge or experience may assist the Tribunal in its proceedings.</p> <p>(2) A person whose advice is sought under subsection (1) shall disclose any interest they may have in the matter before the Tribunal or any subsequent interest acquired relating to the matter in question.</p>
<p>Proceedings of the Tribunal.</p>	<p>95. (1) The Tribunal shall, upon an application made to it in writing by any party on any matter relating to this Act, inquire into the matter and make an award, give directions, make orders or make decisions thereon, and every award, direction, order or decision made shall be notified by the Tribunal to the parties concerned or any relevant</p>

	<p>committee thereof, as the case may be.</p> <p>(2) The Tribunal shall sit at such times and in such places as it may appoint.</p> <p>(3) The proceedings of the Tribunal shall be open to the public save where the Tribunal, for good cause, otherwise directs.</p>
	<p>(4) Except as expressly provided in this Act, the Tribunal shall regulate its own proceedings.</p> <p>(5) Subject to this Act or any other law, the Tribunal shall—</p> <ul style="list-style-type: none"> (a) conduct its proceedings with minimum formality; (b) hear and determine the matter expeditiously; (c) not be bound by the rules of evidence and procedure; (d) encourage mediation, arbitration and other forms of alternative dispute resolution; (e) undertake investigation of fact if the Tribunal is of the opinion that such investigation is necessary for the ends of justice; and (f) act according to equity, good conscience and the substantial merits of the case without undue regard to legal technicalities.
<p>Quorum.</p>	<p>96. (1) The chairperson of a Tribunal shall preside at all sittings of the Tribunal at which the chairperson shall be present and in the absence of the chairperson, the vice-chairperson shall preside.</p> <p>(2) The quorum of a Tribunal shall be three members including the chairperson or the vice-chairperson as the case may be.</p>
<p>Disclosure of interest.</p>	<p>97. (1) The chairperson or a member of the Tribunal who has a direct or indirect personal interest in a matter being considered or to be considered by the Tribunal shall as soon as reasonably practicable after the relevant facts concerning the matter have come to their knowledge, disclose the nature of such interest.</p> <p>(2) A disclosure of interest made under subsection (1) shall be recorded in the minutes of the meeting and the chairperson or member shall not take part in the consideration or discussion or hearing of or vote during any deliberations on the matter.</p> <p>(3) A chairperson or member of the Tribunal who knowingly fails or neglects to disclose an interest commits an offence.</p>

<p>Powers of the Tribunal.</p>	<p>98. (1) The Tribunal may—</p> <ul style="list-style-type: none"> (a) make such orders for the purposes of securing the attendance of any person at any place where the Tribunal is sitting, discovery or production of any document concerning a matter before the Tribunal or the investigation of any contravention of this Act as it deems necessary or expedient; (b) take evidence on oath and may for that purpose administer oaths; or (c) on its own motion summon and hear any person as witness.
	<p>(2) Any person who—</p> <ul style="list-style-type: none"> (a) fails to attend the Tribunal after having been required to do so under subsection (1)(a); (b) refuses to take oath or affirmation before the Tribunal or being a public officer refuses to produce any article or document when lawfully required to do so by the Tribunal; (c) knowingly gives false evidence or information which the person knows to be misleading before the Tribunal; or (d) at any sitting of the Tribunal— <ul style="list-style-type: none"> (i) insults any member or officer of the Tribunal; (ii) wilfully interrupts the proceedings or commits any contempt of the Tribunal; or (iii) fails or neglects to comply with a decision, order, direction or notice issued by the Tribunal, <p>commits an offence.</p>
<p>Power of review.</p>	<p>99. Any person who is aggrieved by—</p> <ul style="list-style-type: none"> (a) a decision of the Tribunal from which an appeal is allowed by this Act, but from which no appeal has been preferred; or (b) a decision of the Tribunal from which no appeal is allowed by this Act, <p>may apply for a review of the decision to the Tribunal and the Tribunal may make such order thereon as it deems fit.</p>
<p>Staff of the Tribunal.</p>	<p>100. The Commission shall appoint such number of staff as may be necessary for the effective discharge of the functions of the Tribunal.</p>

Appeals to the High Court.	<p>101. (1) Any person who is aggrieved by a decision or order of the Tribunal may, within thirty days of the decision or order, appeal against such decision or order to the High Court.</p> <p>(2) The decision or order of the Tribunal shall remain in force until an appeal is lodged and determined or a stay order has been issued by the High Court.</p>
	<p>(3) Upon the hearing of an appeal under this section, the High Court may—</p> <ul style="list-style-type: none"> (a) confirm, set aside or vary the decision or order in question; (b) remit the proceedings to the Tribunal with such instructions for further consideration, report, proceedings or evidence as the court may deem fit; (c) exercise any of the powers which could have been exercised by the Tribunal in the proceedings in connection with which the appeal is brought; or
	<ul style="list-style-type: none"> (d) make such other order as it may deem just, including an order as to costs of the appeal or of earlier proceedings in the matter before the Tribunal. <p>(4) The decision of the High Court on any appeal under this section shall be final.</p>
Enforcement of decisions.	<p>102. Decisions of the Tribunal shall be executed and enforced in the same manner as that of a court of law.</p>
Rules.	<p>103. The Chief Justice may, in consultation with the chairperson of the Tribunal, and by notice in the Gazette, make rules governing the practice and procedure of the Tribunal.</p>
General penalty under Part XII.	<p>104. A person who commits an offence under this Part shall on conviction be liable to a fine not exceeding two hundred and fifty thousand shillings or to imprisonment for a term not exceeding six months, or to both.</p>
	<p>PART XIII— MISCELLANEOUS PROVISIONS</p>
Register of Associations.	<p>105. (1) The Registrar shall keep a register of associations in the prescribed form.</p> <p>(2) The register shall be open for public inspection upon payment</p>

	<p>of the prescribed fee to enable members of the public to have access to—</p> <ul style="list-style-type: none">(a) information about the purposes, constitution, contact details and officers of the associations; and(b) the financial statements of associations. <p>(3) The register shall include the following details for each association registered under this Act—</p> <ul style="list-style-type: none">(a) the number issued to the association by the Registrar on its registration or incorporation;(b) its name;(c) any previous names and the dates they were in use;(d) its current registered address and the date registered;(e) its previous registered address and the date registered;(f) its current postal address;(g) whether or not it is currently registered;(h) the date it was registered;(i) the name and date of appointment of its current officers;(j) the name and date of appointment of previous officers;(k) the date on which the financial year of the association ends;(l) a copy of each financial statement lodged and the date of lodgement;(m) the date of its last annual general meeting;(n) a copy of its constitution and the date it was adopted by the association; and(o) any other information prescribed by the regulations. <p>(4) For each association whose registration has been suspended or cancelled, the register shall contain the date that its registration was suspended or cancelled.</p>
Correction of register.	<p>106. (1) The Registrar may, where necessary, correct any error or omission in the register of associations.</p> <p>(2) The Registrar may correct the register by—</p> <ul style="list-style-type: none">(a) inserting an entry;(b) amending an entry; or(c) omitting an entry.

	<p>(3) Despite subsection (2) the Registrar shall not omit an entry in the register unless satisfied that the whole of the entry was included in error.</p>
Restriction on personal information.	<p>107. (1) A person whose personal information is held in the register of associations may apply to the Registrar to restrict public access to some or all of that personal information.</p> <p>(2) If the Registrar is satisfied that there are special circumstances which justify doing so, the Registrar may restrict public access to some or all of that person’s personal information.</p> <p>(3) The restriction of public access under subsection (2) may be for such period and subject to such conditions as the Registrar thinks fit.</p>
Release of restricted information.	<p>108. (1) A person may apply to the Registrar for the release of personal information the access to which is otherwise restricted under section 107.</p> <p>(2) If the Registrar is satisfied that it is in the public interest to do so, the Registrar may decide to release some or all of the information to the person on any condition that the Registrar thinks fit.</p> <p>(3) If the Registrar decides to release restricted personal information, the Registrar shall give written notice of the decision to the person to whom the information relates.</p> <p>(4) The Registrar shall not release a person’s restricted personal information without the consent of the person unless—</p> <p>(a) at least twenty-eight days have elapsed since the Registrar gave notice to the person under subsection (3); and</p> <p>(b) the person has not sought a review of the decision.</p>
Right of review.	<p>109. (1) A person whose interests are affected by a decision of the Registrar under section 108 may apply to the Registrar for a review of the decision.</p> <p>(2) An application under subsection (1) shall be lodged with the Registrar within twenty-eight days after notice of the decision was given.</p>
Inspection of register and obtaining copies of documents.	<p>110. (1) Any person may, on payment of the prescribed fee, inspect—</p> <p>(a) the register of associations; or</p> <p>(b) prescribed documents or documents of a prescribed class kept by the Registrar relating to an association.</p>

	<p>(2) Any person may, on payment of the prescribed fee, obtain—</p> <ul style="list-style-type: none"> (a) a copy of a document that the person may inspect under subsection (1)(b); or (b) a certified copy of a document that the person may inspect under subsection (1)(b). <p>(3) If a reproduction, transparency or electronic copy of a document or an extract of information contained in a document and recorded in the register is produced for inspection, a person is not entitled under subsection (1) to require the production of the original of the document.</p>
<p>Duplicate certificate of registration.</p>	<p>111. A person may, on payment of the prescribed fee, obtain from the Registrar a certified duplicate of a certificate of registration of an association.</p>
<p>Lodgement of documents on payment of fee.</p>	<p>112. Where a fee is payable to the Registrar for the lodgement of a document with the Registrar, the document is taken not to have been lodged until the fee has been paid.</p>
<p>Orders binding if served.</p>	<p>113. An order made by the Registrar to any association under sections 17 or 29, shall be binding—</p> <ul style="list-style-type: none"> (a) on the association if served in accordance with section 114; and (b) on every officer thereof upon whom the order or a copy thereof is served.
<p>Service of summons.</p>	<p>114. (1) Every order, notice, summons or other document issued under this Act shall be validly served—</p> <ul style="list-style-type: none"> (a) on an association, if it is sent by registered post addressed to it at its registered postal address; (b) on an individual, if it is served or is sent by registered post addressed to that person at the registered postal address of the association with which he or she is concerned; or (c) if it is served through substituted service in a newspaper of nation-wide circulation or any other manner for the time being recognized by law. <p>(2) Any document served by being sent through registered post shall be deemed to have reached the person or association to whom or to which it is addressed at the end of seven days after the time of posting.</p>

Indemnification of public officers.	<p>115. A suit shall not lie against any public officer for anything done or omitted to be done by the public officer in good faith and without negligence in the intended exercise of any power or the intended performance of any duty conferred on the public officer by or under this Act.</p>
General penalty.	<p>116. (1) Where an association commits an offence under this Act for which no penalty is expressly provided, the association shall on conviction be liable to a fine not exceeding fifty thousand shillings, and in addition every officer thereof shall be on conviction of the like offence be liable to the like fine or to imprisonment for a term not exceeding six months or to both.</p> <p>(2) Where an employee or agent of an association commits an offence, or aids another to commit an offence, the employee or agent shall on conviction be liable to a fine not exceeding fifty thousand shillings or to imprisonment for a term not exceeding six months, or to both.</p> <p>(3) Despite subsection (2) an employee or agent shall not be convicted of the offence if the employee or agent establishes to the satisfaction of the court that they exercised due diligence to prevent its commission and that the offence occurred by reason of matters beyond their control.</p>
Regulations.	<p>117. (1) The Attorney General may make regulations prescribing anything which under this Act may be prescribed, and generally for the better carrying out of the provisions of this Act.</p> <p>(2) Without prejudice to the generality of the powers conferred by subsection (1) the regulations may prescribe—</p> <ul style="list-style-type: none">(a) the form of accounts to be kept by such associations as may be named, from time to time by notice in the <i>Gazette</i>, by the Cabinet Secretary responsible for matters relating to finance;(b) the submission to the Registrar of periodical returns relating to the constitution, membership and management of associations;(c) penalties;(d) the particulars to be included in applications or notifications to the Registrar;

	<ul style="list-style-type: none"> (e) forms for the purposes of this Act; (f) the fees payable to the Registrar in relation to— <ul style="list-style-type: none"> (i) applications and notifications; (ii) submission of documents; (iii) inspection of the register of associations; (iv) the production of copies of documents or duplicate certificates of registration or incorporation; (g) the model constitution; (h) matters to be included in the financial statements of an association; (i) additional information to be included in the register of associations; (j) the documents contained in the register of associations that a person may inspect; (k) the value of the gross assets of an association below which the association may apply to the Registrar to cancel its incorporation; (l) the fees an association may charge a member for the inspection or the copying of its constitution and minutes; (m) forms for electronic applications; (n) generally, for any other matter or thing required or permitted by this Act to be prescribed or necessary to be prescribed to give effect to this Act.
<p>Transitional provisions. Cap 108</p>	<p>118. (1) All societies registered under the Societies Act shall on commencement of this Act be deemed to be registered under this Act.</p> <p>(2) Despite subsection (1), every society shall seek fresh registration under this Act within one year of the commencement of this Act.</p> <p>(3) All contracts and other legal obligations that a society had contracted shall continue to be in force as if they had been contracted under this Act.</p> <p>(4) Nothing in this Act shall affect the validity of ownership of any property, including copyrights and patents, held in trust for societies.</p> <p>(5) A person holding office at the time this Act comes into effect shall be deemed to be the <i>bonafide</i> office holder and shall continue in office for the remainder of their term.</p>

	<p>(6) Any association which has property at the commencement of this Act shall within one year of such commencement, apply for incorporation under section 17.</p> <p>(7) All assets and liabilities of a society shall be deemed to be the assets and liabilities of that society until registered or incorporated under this Act.</p> <p>(8) All licences and permits issued, acquired or otherwise obtained by a society under the Societies Act shall continue to be in force until registration or incorporation of that society under this Act.</p> <p>(9) Nothing in this Act shall be construed to amount to, or result in a change of name of any society registered under the Societies Act.</p>
Repeal of Cap 108.	119. The Societies Act is repealed.

SCHEDULE

(s.26).

MATTERS TO BE PROVIDED FOR IN THE CONSTITUTION OF AN ASSOCIATION

1. The name of the association
2. The whole of the objects for which the association is to be established.
3. The persons to whom membership is open.
4. The rates of entrance and subscription fees (if any) for membership.
5. The method of suspension or expulsion of members.
6. The titles of officers and auditors and their terms of office, and the method of their election, appointment, dismissal and suspension.
7. The composition of committees (if any) of the association, the terms of office of members of such committees and the method of their election, appointment, dismissal and suspension.
8. The authority for and the method of filling vacancies on committees.
9. The frequency of, quorums for and dates of the general meetings.
10. The custody and investment of the funds and property of the association, and the designation of the persons responsible therefor.
11. The purposes for which the funds may be used, and in particular the prohibition of the distribution of funds among members.
12. The inspection of the books and list of members of an association, by any member or officer.
13. The annual or periodical audit of accounts.
14. The formation of branches, if branches may be formed.
15. The manner of amending the name and constitution of the association.
16. The manner of dissolution of the association and the disposal of its property on dissolution.
17. Grievance procedures as provided for under section 49 of this Act.

18. Disciplinary procedures

MEMORANDUM OF OBJECTS AND REASONS

This principal object of this Bill is to provide a framework for the registration, incorporation and regulation of associations. The Bill also seeks to promote corporate governance of associations and to provide a mechanism for the resolution of disputes relating to associations.

Part I of the Bill provides for preliminary matters including interpretation of terms used in the Bill and the objects of the Bill.

Part II of the Bill provides for the appointment of the Registrar of Associations, Deputy Registrars of Associations and Assistant Registrars of Associations and the functions and powers of the Registrar. It also gives the Registrar the power to appoint any person or body to act as an agent of the Registrar.

Part III of the Bill stipulates the circumstances under which an association may be declared unlawful and creates offences with respect to the management and membership of unlawful associations.

Part IV of the Bill provides for the registration, incorporation and amalgamation of associations and gives the Registrar the power to refuse registration. It permits persons to apply for registration of associations electronically. It requires any registered association which intends to acquire property to apply for incorporation. Upon incorporation, an association becomes a body corporate with perpetual succession, a common seal, ability to sue and be sued in its corporate name and the ability to hold, acquire or dispose of movable or immovable property. Registration of the branches of an association is also provided for under this part. The part also specifies the contents of an association's constitution and provides a model constitution which may be adopted by an association. It also outlines the procedure for the amendment of an association's constitution.

Part V of the Bill provides for the registration of foreign associations.

Part VI of the Bill provides for the internal administration of associations. It makes provision for the election of officers of an association, membership, limited liability of members, dispute resolution within an association, disciplinary action, the keeping of financial records and rendering of accounts, the filing of annual returns and the holding of annual general meetings. The part also permits

associations to hold general meetings using any form of technology that allows members to simultaneously communicate with each other.

Part VII of the Bill provides for the administration of insolvent associations. It stipulates persons who may apply to court for the appointment of an administrator and the circumstances under which the court may appoint an administrator or revoke the appointment of an administrator. It also outlines the functions and powers of an administrator. Once an administrator is appointed the officers of an association cease to hold office and are not eligible for election while the administrator is in office.

Part VIII of the Bill provides for the suspension and cancellation of the registration of associations. It outlines the grounds on which an association may be suspended or cancelled and the manner of effecting suspension or cancellation. It also provides for appeals from orders of the Registrar of refusal, suspension or cancellation of registration.

Part IX of the Bill provides for liquidation of associations, appointment of a liquidator and revocation of appointment of a liquidator. It also provides that the Insolvency Act shall apply in the liquidation of associations.

Part X of the Bill provides for the investigation of offences committed by associations or their officers.

Part XI of the Bill provides for the admissibility of evidence and presumption of certain facts in proceedings against associations.

Part XII of the Bill provides for the establishment, composition and jurisdiction of the Associations Tribunal. The Tribunal is comprised of the chairman and four members, selected by the Attorney-General and appointed by the Judicial Service Commission. This Part also includes requirements for their qualifications and grounds for their dismissal. It makes provision for the quorum and powers of the Tribunal as well as the proceedings of the Tribunal. It also gives the Tribunal the power to review its own decisions and to seek technical advice from experts in the course of its proceedings. Appeals from the Tribunal lie in the High Court.

Part XIII of the Bill provides for the keeping, maintenance and correction of the Register of Associations. It allows member of the public to inspect the register of associations and make copies of documents kept by the registrar. It also empowers the Registrar to restrict public access to personal information held in the register of associations. It contains provision for making of regulations by the Attorney-General to achieve the objectives of the Act. The Regulations are intended to prescribe, among others, the form of accounts to be kept by associations, the model constitution and the submission to the registrar of periodical returns.

This Bill does not concern county governments within the meaning of Article 110 of the Constitution.

The enactment of this Act will occasion additional expenditure of public funds which will be provided for through the annual estimates.

Dated the....., 2018.

**KIHARA KARIUKI,
Attorney-General,**