



BELLMAC
CONSULTING LLP



**BUSINESS LEGAL
SOLUTIONS &
REGULATORY
COMPLIANCE ADVISORY**

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To guarantee the success of your business, there is need to properly manage your legal and regulatory compliance. Proper management of compliance can help streamline your business whereas improper management, results to massive fines and penalties.

Regulatory compliance necessitates businesses to ensure they adhere to the laws, guidelines, rules, requirements and regulations in their industry. The Company's policies, procedures, and processes assist are pertinent to achieving compliance.

Our Services below help you to identify and reduce the legal and compliance risk within your business.



01. CORPORATE LAW SERVICES

We provide support on the entire range of corporate activities including:

(a) Business set up and Registrations.

- (i) We assist in Formation of corporations, limited liability companies, partnerships, NGO's, foundations and/or establishment of local branches.
- (ii) We Draft and make amendments to shareholders' agreements, articles of association and partnership deeds in order to align with clients' needs.
- (iii) We advise on Corporate Governance requirements and statutory compliance.
- (iv) Assistance in opening bank accounts.

(b) Licensing and Statutory Registrations

- (i) The first step to legally operate in a market is the entity set up. Once the registration process is complete, the investor is issued with a certificate of registration; which can be either a certificate of compliance, a certificate of incorporation, certificate of registration,



or a Business Name certificate. Don't forget to request for the other documents of your business registration. For example, the CR12 is very important as it details the company's shareholding and directorship.

- (ii) Other statutory registration that are required and that we can help you procure include:
- a. **Kenya Revenue Authority (KRA) Personal Identification Number (PIN).** This is a unique tax number issued by the Kenya Revenue Authority (KRA). The PIN enables KRA to track the company's compliance with tax, returns and statutory obligations as per the Kenyan law.
 - b. **Permanent Establishment Registration with KRA.** Note that when it comes to taxes, compliance applies for any type of Permanent Establishment (PE).
 - c. **Pay as You Earn (PAYE).** As an employer you are required to deduct PAYE from your employees' salaries and wages at the prevailing rates and remit the same to KRA on or before the 9th of the following month. PAYE is chargeable to persons of employment income of Kshs. 24,000 and above per month.
 - d. **Corporate Income Tax (CIT).** The Corporate Income Tax is one of the obligations for a company in Kenya. The rate of Corporate Income Tax for resident companies, including subsidiary companies of foreign parent companies, is

25%. The CIT rate for branches of foreign companies and PEs is 37.5%.

- e. **Value Added Tax (VAT) Registration-** VAT registration can either be mandatory or voluntary on the following basis: voluntary where the activities of the company involves the purchase and sale of vatiable goods or services. VAT is currently is 14%, it is remitted to KRA on or before the 20th of the following month. The only time registration for VAT becomes a mandatory exercise is when the company reaches the threshold of Kshs. 5 Million turn-over per year.
- f. **Tax Compliance Certificate (TCC)-** This certificate can be very helpful for companies in Kenya as it will be viewed as tax compliance and law-abiding. The major advantage of the TCC is that it proves compliance, thus it facilitates a number of administrative procedures.
- g. **Local Authority Business Permit -** A business permit is proof that a company has been licensed and is authorized to conduct business in a physical space. It is issued by the local county authority.
- h. **NSSF and NHIF Registrations -** The National Hospital Insurance Fund (NHIF) and the National Social Security Fund (NSSF) are the government parastatals that handle health and retirement benefits, respectively. Any new company with at least one employee is required by law to register with the two entities. It is a mandatory requirement to remit NSSF and



NHIF deductions to the local NSSF and NHIF offices on a monthly basis. Failure to register or late remittance of these contributions as required will automatically trigger criminal sanctions and penalties.

- i. **National Industrial Training Authority (NITA) Registration** - Employers need to register as training Levy payers and pay industrial training Levy on regular basis at the rate of Kshs.50 per month per employee. NITA offers high-quality standards of industrial training in Kenya and they can supply well-trained manpower at all levels.
- j **Work Injury Benefit Act (WIBA) Insurance**-This is an insurance cover that protects employers, should their employees incur injuries or die in the course of their employment.

(c) Domiciliation and Representation

- (i) Bellmac offices are available for use by clients as a local registered address.
- (ii) (We assist Clients who require Directors or Trustees by offering staff to act as a local representative to government agencies, banks and/or form part of the legal representation of the company.

(d) Corporate Law, Mergers and Acquisitions

- (i) Our corporate law team is composed of professionals with extensive experience in the corporate field. We advise and

accompany our clients throughout their business journey and ensure that our services are effective and useful in all situations for business people.

- (ii) The transactions that we are involved in include share capital increases, capital reductions, corporate restructurings, sale or purchase of shares, transfers of business assets and liabilities, other share deals, ESOPs, management buy-outs, shareholders' agreements, funding arrangements, debt to equity conversions, change of directors, changes or amendments to the Articles of Association are just a few examples.





02. COMMERCIAL LAW ADVISORY

Our Commercial Law Team specializes in advising on and drafting a wide variety of agreements and contracts that businesses enter into on a daily basis. Whatever your agreement or contract, proposal or issue our Commercial Team is well equipped to advise swiftly, pragmatically and, with your business and commercial interests in mind.

We advise a wide range of companies and business owners in Kenya, ranging from high growth companies, start-ups and investors, to medium-sized enterprises, across multiple sectors on how to make effective commercial decisions – focusing on the issues that matter to you.

We have an in-depth and comprehensive understanding of commercial and corporate law and are able to assess, prepare and negotiate all forms of your business transactions and arrangements.

Our commercial attorneys can advise you on a variety of commercial trading and business arrangements including: Agency agreements, Collaboration agreements, Commercial contracts, Confidentiality and non-disclosure agreements (NDAs), Employment Contracts, Consultancy Agreement, Non-Compete and other Restrictive Trade Agreements, Consultancy agreements Sponsoring Agreement, Franchising, Joint Venture Agreements, Business Lease and Licences, Construction Contracts, Repair and Maintenance Construct, Contract for Works, Partnerships, Manufacturing Contracts, Distribution Agreements, Distributorship Agreements, Reseller agreements, SaaS agreements, Service agreements, Shareholders' Agreement, Sponsorship agreements, Subcontractor Agreements and Terms and Conditions of Trade, Service or Business.



03. DATA PROTECTION, INFORMATION & TECHNOLOGY, AND INTELLECTUAL PROPERTY

Bellmac Data Privacy Services is a trusted, data protection service provider that allows you to outsource a range of much needed data protection and related services to ensure that your organization complies with the Data Protection Laws and Regulations, from across the globe.

Our mission is to help your organization keep up with global best practice in data protection and cyber security by offering a range of data protection and cyber security services.

Our practice combines experts from the ICT, Legal and Cyber Security practice areas to offer you a quality, comprehensive solution to all your Data Privacy, Cyber Security and Compliance needs.

Outsourced Data Protection Officer.

(a) Full time DPO

- (i) Our outsourced DPO offers an effective solution for organizations that may require a DPO but do not wish to hire a full time in-house DPO.
- (ii) Our goal is to provide you with a cost effective solution with the benefit of our years of experience, without having to worry about HR requirements.
- (iii) This includes providing you with a named Data Protection Officer (DPO), supported by our wider team of specialists, to assist your organization in:
 - a. Advisory-advising the data controller or data processor and their employees on data processing requirements provided under the Act or any other laws/regulations



- b. Compliance-ensuring compliance with the Data Protection Laws and regulations;
- c. Capacity Building facilitating capacity building of staff involved in data processing operations
- d. DPIA-providing advice on data protection impact assessment
- e. Co-operating with the DPC and any other authority on matters relating to data protection.

(b) Interim DPO

- (i) For organizations that may already have a full time DPO but require additional resource or on a need basis, we provide you with an interim who will serve as your independent data protection officer for the required period.
- (ii) Our Interim DPO offers you all the services as required to by the Data Protection Act, within the period you require.

DATA PROTECTION ADVISORY

- (a) At Bellmac Data Privacy Service, we do not just answer your concerns and questions we provide practical solutions tailored to the needs of your organization.
- (b) Bellmac Data Privacy Service helps your organization to develop a bespoke solution, tailor made for your organization to help you maintain

ongoing compliance with data privacy laws.

- (c) We recognize the special data compliance requirements vary from industry to industry and we provide you with consultancy service by our most experienced experts depending on the industry and organizational needs.

(d) This includes Consultancy on:

(i) Data Protection Impact Assessment

- a. A Data Protection Impact Assessment (DPIA) describes a process designed to identify risks arising out of the processing of personal data and to minimize these risks as far and as early as possible. DPIAs are important tools for negating risk, and for demonstrating compliance with the Data Protection Laws and global compliance standards.
- b. The DPA under Section 31 mandates that a DPIA shall be carried out where the processing of data shall result in a high risk to the rights and freedoms of a data subject, by virtue of its nature, scope, context, and purposes.
- c. At Bellmac Data Privacy services, we conduct project based Data Protection Impact Assessments to enable you identify and mitigate against any data protection related risks arising from a new project, which may affect your organization or the individuals you engage with.



(ii) Data Subject Management

- a. Data subjects are the individuals, whose personal data is processed by an organization. The Data Protection Act and the GDPR affords data subjects the right to access personal data and supplementary information, the right to have inaccurate personal data rectified, or completed if it is incomplete, the right to erasure in certain circumstances.
- b. Data subjects may wish to enforce their rights to access, correct, or erase data held by the Organizations that hold personal data of consumers. With this in mind organizations need to be prepared for the management of these requests.
- c. At Bellmac Data Privacy Services we help you to manage and respond to data subject access request through our Data Subject Access Requests (SAR) and Data Subject Access Requests (SAR) quality assurance services.
- d. We review any redaction work, provide an assessment of your organizations completed documentation, and ensure compliance with relevant data protection laws.
- e. We provide you with an evaluation of the documents, and provide expert advice on any amendments, deletion if necessary.

ECOMMERCE AND ICT CONSULTANCY

We advise you and guide you in the implementation of emerging and recurrent

best practice Ecommerce and ICT standard and policy guide lines (including internet policies, terms of use of website and cookies policies).

REGULATORY REPRESENTATION

- (a) Bellmac Data Privacy Services provides representation to our clients who have been the subject of regulatory subpoenas, inquiries and actions initiated by the Data Commissioner.
- (b) We act on your behalf to respond to inquiries, submit evidence or relevant documents subject to request from the Data Commissioner and general correspondence with the office of the Data Commissioner.

DATA PROTECTION HEALTH CHECKS

- (a) For organizations that are unsure as to whether they are compliant with the relevant Data Protection Laws generally, Bellmac Data Privacy Service offers routine Data Protection Audits.
- (b) Work with our experts to thoroughly examine your data processing and storage systems and identify loop holes in your organizations data processing process and possible areas of liability exposure.

DATA REGISTRATION SERVICES

- (a) Bellmac advises you on the registration requirements, to help you determine whether you meet the thresh hold for mandatory registration as Data Controller or Data Processor, under the



- laws and regulations
- (b) We then guide you and undertake the registration process on your behalf including;
- (i) Describing of personal data
 - (ii) Describing the purpose for which personal data is to be processed.
 - (iii) Categorization of Data Subjects
 - (iv) Advising, recommending and reporting on the description of risk, safeguards, security measures that will ensure protection of personal data
 - (v) Advising and describing on measures to Indemnify the data subject from unlawful use of data by the data processor or data controller.

INTERNATIONAL DATA TRANSFER COMPLIANCE

- (a) The Data Protection Act requires, certain prior strict compliance requirements for Data Controllers and Data Processors before that are allowed to transfer and process Data outside the country.
- (b) We help you comply with this requirement by offering you the following services:

(i) Liaison with the office of the Data Commissioner

We correspond with the office of the Data commissioner on your behalf to:

- a. Provide evidence of appropriate safeguards with respect to the security and protection of personal data, and the appropriate safeguards including jurisdictions with commensurate data protection laws;

- b. Demonstrate the effectiveness of the security safeguards or the existence of compelling legitimate interests, upon the request of the Data Commissioner.

(ii) Obtaining consent from the Data Subjects

We assist you to obtaining consent of a data subject and on obtaining confirmation of appropriate safeguards.

(iii) Kenyan Data Center Representative

- a. For certain nature of processing that can only be effected through a server or a data center located in Kenya, we offer our offices as data centers and provide you with the necessary establishment details such as an email address, local telephone number answered in the local language, physical address, and a translation service that enables us to correspond in any major language.
- b. Our representation service also includes access to our advice line service and regular information and advice on data protection issues that may impact your operations.

TRAININGS

ADD Learn about key Data Protection theme areas by scheduling for our training classes. Our legal-focused bespoke trainings include: data protection workshops and roundtables.



04. TAX LAW ADVISORY SERVICES

We assist in setting up internal Tax systems, policies and procedures.

We conduct Tax compliance reviews and health checks.

We advise on Tax implications and Exemptions of all commercial agreements, merges and acquisitions.

05. FINANCIAL SERVICES

We provide advice on Kenyan and foreign regulatory matters and financial market laws to local and foreign financial intermediaries including Credit Unions, Banks, Pension Funds, Insurance companies, investment advisors, security dealers and family-owned businesses.

We assist financial intermediaries obtain licenses from the Central Bank of Kenya (CBK) and The Capital Markets Authority (CMA).

We advise on financial market conduct, governance compliance, disclosure and documentation requirements.

We conduct Legal and compliance Risk assessments and reviews, health checks to identify and internal investigations to identify compliance gaps.

We advise financial intermediaries on all aspects of capital transactions including regulatory requirements, due diligence, assets and share deals.

We advise on the structuring, licensing and distribution of Kenyan and foreign collective investment schemes.



06. RESTRUCTURING AND INSOLVENCY

We provide strategic advice to financial intermediaries and corporate clients on operational and financial re-structuring.

With extensive experience in insolvency proceedings, and restructuring, we advise and provide support in the liquidation and winding up process.

We have profound expertise in insolvency related matters such as insolvency proceedings, liquidations, restructurings and other transactions.

07. BUSINESS /CORPORATE IMMIGRATION SERVICES

Our immigration lawyers are dedicated in offering progressive expert legal advice and solutions on all Corporate/Business immigration matters.

We provide detailed corporate/business immigration including;

(a) Offering advisory to variety of business sectors ranging from start-ups, SMEs, Multi-national corporations etc. We assist such in obtaining relevant immigration work permits and all other key immigration compliance requirements.

(b) Comprehensive advisory services to Investors of various categories- We assist investors in procuring the requisite investors work permits. Additionally, we consider the nature of the investment/operations in offering our services and constantly draw on the offerings of the Kenya Investment Authority and other agencies to advise businesses on the soundest investment opportunities in Kenya.



(c) We undertake due diligence guidance regarding the impact of immigration regulations and requirements on corporate restructuring, including mergers and acquisitions, divestitures, and reductions in force.

(d) Offering Human resource professional advice to various organizations on a variety of employment-related immigration issues including those related to relocation of personnel from and into Kenya and the East Africa region by procuring the requisite visa and work authorization permits for their Kenya and regional personnel, including professionals, managers, executives and essential workers.

(e) Regular conduct of immigration audit to ensure that your organization is and remains compliant with the immigration requirements and regulations.

(f) Tax Advisory services to Organizations and investors.

(g) Advice on the procedure for revocation of employees (expatriates) work permits.





08. CONSUMER LAW AND COMPETITION/ ANTI-TRUST LAW COMPLIANCE

Competition Law aims to promote healthy competition. It further prohibits anti-competitive agreements between companies such as Contracts fixing prices or to carve up markets and makes it illegal for companies to abuse a dominant market power position.

As a business, you need to be aware of the competition law main rules to avoid violating the law or becoming a victim of the anti-competitive practices of others. Violation of the law may result to hefty penalties, disqualification as a Director and, in some cases imprisonment.

Under Competition law, Mergers between companies can be prevented if they might reduce competition with uncompetitive markets being investigated through market studies.

Our Competition Law Services include:

(a) Merger Control

(i) We Assist to obtain merger clearances and approvals for transactions including mergers, acquisitions and joint ventures.

(ii) We liaise with the Competition Authority of Kenya to register Mergers and file for exemptions

(b) Compliance

(i) We assist to review and draft agreements including agency, distributorship and supplier agreements to ensure they are compliant with Competition laws.

(ii) We advise on abuse of Dominant market powers including acts that would be termed as abuse of power as described in the Competition Act.

(iii) We advise Clients on restrictive trade practices and assist to report on their behalf restrictive trade practices with the Competition Authority.



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