

COUNCIL OF LEGAL EDUCATION



KENYA SCHOOL OF LAW

ADOCATES TRAINING PROGRAMME {ATP}

Overall Objective

To equip the student with practical skills to handle commercial transactions

Specific Objective

To enable students prepare documentation relating to commercial transactions.

Course Description

1. Companies:

- (i) Incorporation of companies (forms memorandum & articles of association instruments of incorporation)

- (ii) statutory compliance documentation (notices of registered offices, appointments of officers, share allotment, list of directors, annual returns & changes of directors, shareholders).

- (iii) conversion of companies from private to public companies, prospectus

- (iv) Company securities, debentures, charges & chattels/mortgages, directors' guarantees

- (v) Management of, companies, Agenda, minutes, resolutions notices, committee work, meetings (special, annual extraordinary etc)

- (vi) share transfers, the digital issue of shares and the operations of the Central Depository System (CDS).

- (vii) raising of capital (public offering, stocks, shares and bonds etc), relevant statutes & regulations, procedures & approvals – CMA, Monopolies

Commission, Nairobi Stock Exchange etc

(viii) Winding up & Liquidations, notices by companies by creditors

2. Partnerships:

(i) Deeds of partnership

(ii) Forms of statutory compliance

(iii) Registration

(iv) Change of partners

(v) Dissolution

3. Agencies:

(i) Agency agreements

(ii) Powers of attorney

(iii) Forms of appointment of various agents (bailee del credere agents, brokers, factors, forms of commission agents/estate agents, liens, banks and auctioneers)

4. Sale of Goods Acts:

(i) Contract documents

(ii) Agreement to sell

(iii) Relevant statutes/common law as relates to construction of agreement

(iv) Documentation relating to CIF, FOB

(v) Documentation relating to insurance and taxation

(vi) INCO terms

(vii) Auction sales/documentation

5. Hire Purchase:

- (i) Hire Purchase Agreements
- (ii) Licenses
- (iii) Registration process

6. Chattels Transfer:

- (i) Chattels mortgages
- (ii) Letters of hypothecation
- (iii) Instruments of transfer, forms of such instruments
- (iv) Registration and renewal
- (vi) Notices to third parties
- (vii) Attestation of chattel transfers, & other instruments
- (viii) Effect of non registration

7. Negotiable instruments :

- (i) Forms of various negotiable instruments (cheques, promissory notes, bills of exchange bills of lading, some types of share warrants)
- (ii) crossing of instruments
- (iii) implication of taxation on negotiable instruments, implication of non-compliance
- (iv) effect of non-compliance with forms
- (v) preparation of international instruments (incorporating international convention and instruments)
- (vi) Forms of acceptance, presentation and dishonor of instruments,

endorsements of instruments, bank rates, bank-drafts, dividend and warrants, deposits, receipts, and IOUs.

(vii) Electronic Funds Transfers

8. **Insolvencies Documentation:**

(i) Notices

(ii) Petitions, appointments, notices to the parties after the petition has been filed,

(iii) Standard forms to be considered,

(iv) Administration of bankruptcies,

(v) Appointment of receivers, filing of documents at the companies registries, bankruptcy officers, court processes,

(vi) Final orders & documentation, proof of debts

(vii) Distribution (payment of debts, deed of arrangement/scheme of arrangement/composition, discharges, vestment orders & documentation, statement of affairs/substantive law)

9. **Commercial Agreements:**

(i) Mergers & Acquisitions

(ii) Joint ventures

(iii) International commercial agreements

(iv) Intellectual property documentation

10. **Construction of specialized documents:**

(i) Insurance policies, building contracts, maritime contracts