

**THE ADVOCATES' BENEVOLENT
ASSOCIATION**

RULE

P. O. Box 72219-00200, Nairobi

Incorporating amendments made at the Annual General Meeting of 24th March, 2018

THE ADVOCATES' BENEVOLENT ASSOCIATION RULES

PRELIMINARY

1. In these Rules, except where the context otherwise requires:-

“Advocate” means any person (whether practising or not) whose name has been entered on the Roll of Advocates, or the Roll of Advocates having the rank of Queen’s Counsel, kept in pursuance of the Advocates Act;

“Board” means the Board of Management of the Association established in accordance with Rule 15;

“Distressed Advocate” means an advocate afflicted by any physical or mental health condition that affects the competent practice of the profession or quality of life.

“Paid up member” means a person who has paid subscriptions of the current Year as an Annual Member or has paid Life Membership subscriptions to the Association.

“Society” means the Law Society of Kenya.

2. The Association shall be called “The Advocates’ Benevolent Association”, and shall consist of subscribers who are paid up members of the Society and of persons admitted to membership by the Board under Rule 16 hereof.

OBJECT

3. The object of the Association is to help distressed members of the Association, pay a token of last expenses of deceased members and support the education of their children up to limits set by the Board of management of the association and to do all things as are incidental or conducive to the attainment of all or any of the foregoing objects and towards the advancements of members welfare.

QUALIFICATION FOR MEMBERSHIP

4. The membership of the Association shall consist of every Advocate who is a paid up member of the Society by virtue of Section 22(b) and 23 (1) of the Advocates Act and of Advocates admitted to membership by the Board under Rule 16.
5. Any Member of the Association who shall for improper conduct be struck off the Roll of Advocates or the Roll of Advocates having the rank of Queen's Counsel, or be suspended from practice, or shall be adjudicated bankrupt, or shall enter into a composition scheme for the benefit of his creditors generally, shall cease to be a Member of the Association as from the date of such happening but shall be eligible for re-instatement to membership after the period of disability shall have ceased.

FUNDS OF THE ASSOCIATION

6. The funds of the Association shall be derived from donations, voluntary subscriptions and bequests by Members of the Association and others.
7. All donations and bequests may (unless special directions respecting the application thereof be given by the respective donors or testators) be applied, in the discretion of the Board, to form or increase the capital of the Association or in affording assistance to any persons eligible to receive the same.
8. All annual subscriptions, additional amounts subscribed to constitute life membership and all dividends and interest arising from capital shall be treated as income arising in the year in which the same shall be received and may be applied (if and as required) to the objects of the Association and to the payment of necessary charges and expenses.
9. The accumulations of income, unexpended donations and bequests (if any), which may arise from year to year, after payment of all such sums as the Board shall appropriate to the object of the Association, and after payment of the other charges and liabilities of the Association shall, to such extent as the Board may from time to time decide, be added to capital and be invested as the Board may direct.
10. In addition to investments for the time being authorised by law for the investment of Trust Funds, the funds of the Association may be invested in or upon such stocks, funds, shares, securities or other investments of whatsoever nature and wheresoever, as the Board shall in its uncontrolled discretion think fit, in all respects as if the Members of the Board were absolutely entitled thereto beneficially, and without any personal liability for loss, with power from time to time to vary any such investments:

Provided that:

- (1) no funds shall be invested in any investment not authorised by law for the investment of Trust Funds which is not either a building society or an investment which is dealt with or quoted upon a recognised Stock Exchange in the United Kingdom or the East African territories;

- (2) no funds shall be invested in any shares or stock of a Company which by reason of not being fully paid up or otherwise carries a liability to contribute by way of calls either in the event of the Company being wound up or otherwise.
11. The Board, subject to any such special directions as are mentioned in Rule 7, may, whenever in its opinion an urgent necessity for so doing exists, resort to capital for funds to be applied to the object of the Association, provided that no such application of capital shall be made without a unanimous resolution of the Board previously passed at a Meeting of the Board at which all Members of the Board then in Kenya shall be present, or previously agreed to in writing by each such Member of the Board who was not present at the meeting at which any such decision was taken.

SUBSCRIPTIONS

12. (1) The Annual/Life membership subscription shall be such amount as may be set by the Board from time to time and approved by the members in an Annual General meeting or Special Meeting of the Association PROVIDED THAT no increase of Annual/Life Membership subscription shall take effect without the approval of two thirds of members present and voting in an Annual General or Special Meeting of the Association.
(2) Life Members shall not be liable to pay the Annual Subscription.
(3) An Annual Member may at any time before the 31st December of any year of membership constitute himself a Life member on payment of the Life membership fee.

13. Annual Subscriptions shall become due and payable on the first day of January in each year, and any Member whose subscription shall be six months in arrears and who neglects to pay such arrears within one calendar month of notice in writing from the Board, shall cease to be a Member of the Association, but the Board shall have power at any time to reinstate such Member on payment of these arrears or on such other terms as the Board may think fit:

Provided that any person who becomes a Member after the first day of July in any year shall only be required to pay a minimum subscription of one half of the Annual Subscription payable by him for that year.

TRUSTEE

The invested funds of the Association shall be vested in the Executor and Trustee Department of a bank to be selected from time to time by the Board. The bank so selected shall act as the Trustee of the funds of the Association but shall conform in all respects with any directions given by the Board as to the investment, realisation and release of any funds or investments belonging to the Association, and shall not be liable for any loss thereby occasioned to the Association. Such bank may charge and retain out of the trust income or other trust funds coming into its hands such remuneration as may from time to time be agreed by the Board.

GOVERNANCE

14.
 - (1) The Association shall be **governed** by the Board of Management.
 - (2) **The Board shall consist of the President, Vice-President and Secretary/ Treasurer for the time being of the Society as ex-officio and Four (4) Members of the Association to be elected in every Second year after the Election of Y2018 at the Annual Association.**
 - (3) **The Board shall have powers to engage the services of such officers/secretariat staff as it shall deem necessary to enable it undertake its functions**
15. The Board shall have power to elect its Chairman, to appoint a Secretary and other officers, to admit persons to membership of the Association, to direct the investment of, and to control and distribute, the funds of the Association, to decide on all applications for relief and the amount to be afforded in respect thereof and the mode of affording it, to make rules and regulations for the management of the Association, not being inconsistent with these Rules, and generally to conduct the business of the Association.
16. The Board shall be empowered to appoint local Advocates, or to promote the formation of local committees, to aid in the investigation of applications for relief and for other purposes connected with the administration of the affairs of the Association.
17. The uninvested funds of the Association shall be kept in the name of the Association at a bank to be selected by the Board. All sums received on the account of the Association shall be paid into the bank and all cheques on the bank shall be drawn by

order of the Board and be signed by one Member of the Board and counter-signed by the Secretary of the Association:

Provided that any cheque drawn for the purposes of relief granted by the Board shall be signed by a Member of the Board who was present at the Meeting at which the decision to grant the relief was taken.

18. In the event of the death, resignation or inability to act of any co-opted or elected Member of the Board, the Board shall have power to co-opt another Member of the Association to fill the vacancy and the person so co-opted shall remain in office until the next election or ratification by members at the next following Annual General Meeting of the Association whichever comes earlier.
19. In the event of the death, resignation or inability to act of any co-opted or elected Member of the Board, the Board shall elect another Member of the Association to fill the vacancy and the person so elected shall remain in office until the termination of the next following Annual General Meeting of the Association.
20. Meetings of the Board shall be held in Nairobi and no Member of the Board shall be entitled to recover any expenses incurred by him in connection with the discharge of his functions as a Member of the Board. Except where otherwise specified in these Rules, a majority of the Members of the Board shall constitute a quorum and, in the absence of such a quorum at any Meeting of the Board, no business shall be transacted.

The Secretary/Treasurer of the Society, being an ex officio Member of the Board, may appoint the Deputy Secretary of the Society to be his or her alternate at any meeting of the Board and in such event the Deputy Secretary shall be entitled to vote at, and shall form part of the quorum of, such meeting.

GENERAL MEETINGS

21. A General Meeting of the Association shall be held annually **before** the holding of the Ordinary General meeting of the Society and subject thereto, at such place and time as shall be appointed by the Board. Special General Meetings may be convened by the Board at any time on its own motion and shall be so convened or on a requisition in writing signed by **at least five per cent of members from each of the Society's branches**. Not less than **Thirty** days' Notice shall be given of any Meeting and Notice convening a Special General Meeting shall specify the objects of that meeting.
22. **The Bi-annual election** of members of the Board to be elected under Rule 15 shall take place at the Annual General Meeting and the serving Members of the Board shall remain in office until other Members of the Board shall have been elected in their stead.
23. No Member of the Association shall be eligible to be elected to the Board unless nominated in writing by at least two Members of the Association, and such nomination shall have been forwarded to the Secretary of the Association at least 14 days before the date of the Annual General Meeting.
24. The Board shall lay a report of the proceedings of the Association and the state of its funds, together with audited accounts, before the Association at each Annual General Meeting.

NOTICES

25. All notices required by these Rules may be sent by post or other electronic means including, but not limited to electronic means via LSK/ ABA website or Short Messaging Services provided by mobile telephony.

REVOCATION OR ALTERATION OF RULES

26. The Rules of the Association may, from time to time, be abrogated, varied or amended, or new rules may be made, at the any General Meeting by a special resolution. Notice of any motion for such abrogation, variation, alteration or new rules must be given to the Secretary of the Association at least five weeks before the Meeting and the Secretary shall, in the notice convening the Meeting, set out the terms of the Motion.

For the purposes of this Rule, a “Special Resolution” means a resolution passed by not less than two thirds of such members of the Association as may be present and vote at a General Meeting of the Association duly convened with notice of the intention to propose such resolution, or in the case of a postal ballot conducted at the instance of the Board, not less than two thirds of those effectively participating therein.

27. On the dissolution of the Association for whatever reason the funds of the Association shall be given or transferred to such other charitable society or organisation for professionals, their widows, children and other dependants, having objects similar to the objects of the Association as the Board may determine Provided That such society or organisation shall itself have a rule similar to this rule dealing with dissolution.