

LAW No. 2198 of 17th APRIL 1995 OF THE REPUBLIC OF KAZAKHSTAN

**CONCERNING THE STATE REGISTRATION OF LEGAL ENTITIES AND
ACCOUNTING REGISTRATION OF AFFILIATES AND REPRESENTATIONS**

Table of Contents

AMENDMENTS AND ADDITIONS INTRODUCED BY:

O) Translation of the original text;

1) Edict No. 2447 of 31st August 1995 of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts» (Article 14; amendment effective as of date of its publication);

(2) Edict No. 2489 of 5th October 1995 of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan and the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the State Registration of Legal Entities» (Articles: 2, 6, 9, 10, 11, and 12; amendments effective as of date of their publication);

3) Edict No. 2824 of 26th January 1996 of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the Introduction of Amendment and Additions to Certain Laws of the Republic of Kazakhstan and Edicts of the President of the Republic of Kazakhstan, Having the Force of Law» (Article 4; amendments effective as of the date of publication);

4) Law No. 30 of 15th July 1996 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan» (Articles: 4, 6, 13, 14);

5) Law of 19th June 1997 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan» (Articles: 5, 6, 7, 9, and 13);

6) Law No. 221 of 22nd April 1998 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan. (Articles 6 and 7);

(7) Law No. 282 of 10th July 1998 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Joint-Stock Companies. (Article 7);

8) Law No. 436 of 16th July 1999 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan» (Articles: 6, 14). Effective from 5th August 1999;

9) Law No. 39 of 23rd March 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Public Associations. [Article 9 replaced]. Effective from the 7th April 2000;

10) Law No. 40 of 23rd March 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments to the Edict of the President of the

Republic of Kazakhstan, Having the Force of a Law «Concerning the State Registration of the Legal Entities» [Article 2, 4 (replaced), 5, 6, 14, 16];

11) Law No. 128 of 18th December 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Insurance and Insurance Activities. (Article 6). Effective from 23rd December 2000;

12) Law No. 135 of 5th January 2001 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law Concerning Registration of Legal Entities. (Articles: 1, 6, 8, 11 replaced, 12, 14, 16, 18). Effective from 23rd January 2001;

(13) Law No. 162 of 2nd March 2001 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions To Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the Banking Activity. (Articles: 5). Effective from 12th March 2001;

14) Law No. 276 of 24th December 2001 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan In Connection With the Adoption of the Code of the Republic of Kazakhstan «Concerning Taxes and Other Obligatory Payments to the Budget» (The Tax Code). (Articles: 6; 10 replaced, 11, 14, 15) Effective from the 1st January 2002;

15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration. (Form, Heading of the Act, Preamble excluded, Articles: 1, 2, 3, 4, 5, 6, 6-1 introduced, 7, 8, 11, 12, 14, 15, 16, 16-1 introduced, 18, 19). Effective from the 2nd December 2002;

16) Law No. 394 of 13th March 2003 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Pension Support. (Articles: 6, 14). Effective from the 15th March 2003;

17) Law No. 483 of 10th July 2003 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Organising an Integrated System of State Regulation and Supervision of Financial Markets and Financial Organisations. (Article 6). Effective from the 1st January 2004;

18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities. (Articles: 1, 2, 3, 5, 6, 6-1, 7, 8, 9, 10, 11, 12, 13 replaced, 14, 16 replaced, 16-1, 18) Effective the 18th September 2004;

19) Law No. 69 of 8th July 2005 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Functioning of the State Authorities Exercising the Regulation of Financial Markets. (Article 6). Effective July 16, 2005;

20) Law No. 67 of 8th July 2005 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Ensuring National Security. (Articles: 6, 9). Effective date n/a;

21) *Law No. 72 of 8th July 2005 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Securities Markets and Joint-Stock Companies. (Article 14). Effective date n/a;*

22) *Law No. 107 of 23rd December 2005 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Licensing and Consolidated Supervision. (Articles: 6, 8). Effective December 30, 2005;*

23) *Law No. 146 of 5th June 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Formation of the Regional Financial Centre of the City of Almaty. (Articles: 4, 6, 9, 13). Effective date n/a;*

24) *Law No. 174 of 7th July 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Supervision and Regulation of Activities of Natural Monopolies and Market Entities Holding Predominant Positions in Relevant Commodity Markets. (Articles: 6, 14, 16). Effective date n/a;*

25) *Law No. 201 of 11th December 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Taxation. (Articles: 6, 6-1, 11, 14, 15, 16, 16-1, 17). Effective January 1, 2007;*

26) *Law No. 224 of 12th January 2007 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the National Identification Numbers Registers. (Articles: 1, 13). Effective August, 2010;*

27) *Law No. 54 of 4th July 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the State Registration of Legal Entities and the Accounting Registration of Affiliates and Representations. (Articles: 6, 7, 9, 11, 14, 15 replaced, 16). Effective date n/a (amendment to paragraph 3) of Article 16 effective August 13, 2010);*

28) *Law No. 101 of 10th December 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Taxation. (Articles: 6-1, 9, 14, 16-1). Effective January 1, 2009;*

29) *Law No. 113 of 25th December 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Competition. (Articles: 6, 14). Effective January 1, 2009;*

30) *Law No. 116 of 29th December 2008 of Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Activities of Independent Sectoral Regulators. (Articles: 6, 14, 16). Effective January 1, 2009;*

31) *Law No. 222 of 7th December 2009 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Further Intensification of Fighting Against Corruption. (Articles: 1, 7). Effective date n/a;*

32) *Law No. 225 of 8th December 2009 of the Republic of Kazakhstan*

Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Suppression of Fraudulent Business. (Articles 6, 6-1, 16 and 16-1). Effective date n/a;

33) *Law No. 239-IV of 20th January 2010 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Simplifying State Registration of Legal Entities and Accounting Registration of Affiliates and Representations. (Articles: 6, 7, 9 replaced, 12, 15). Effective date n/a, except for the fourth part of Article 9 which is effective till August 13, 2010;*

34) *Law No. 258 of 19th March 2010 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of State Statistics and Taxation. (Articles 13 repealed, 16). Effective date n/a;*

35) *Law No. 452 of 5th July 2011 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Revision of the Competence of Authorised State Bodies and of the Government of the Republic of Kazakhstan to Pass Regulatory Legal Acts establishing Requirements to Audited Entities. (Article 5). Effective date n/a;*

36) *Law No. 461 of 15th July 2011 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Improvement of the Permissive System. (Articles: 2, 6, 14, 15, 16, 16-1). Effective date n/a; and*

37) *Law of the Republic of Kazakhstan No. 60-V of 24 December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.*

L) last update

Article 1. The Definition of the State Registration of Legal Entities and Accounting Registration of Affiliates and Representations [added by 15]

as amended by: 12) Law No. 135 of 5th January 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law Concerning Registration of Legal Entities;

15) *Law No. 348 of 29th October, 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration;*

18) *Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities;*

26) *Law No. 224 of 12th January 2007 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the National Identification Numbers Registers; and*

31) *Law No. 222 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on*

Issues of Further Intensification of Fighting Against Corruption.

37) Law of the Republic of Kazakhstan No. 60-V of 24December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

The State registration of legal entities shall include the review of compliance of documents submitted for state registration with the legislation of the Republic of Kazakhstan, issuance of state registration certificates with assigning business-identification number, entry of data on legal entities into the National registry business-identification register.

The accounting registration of affiliates and representations shall include verification compliance of documents submitted for for the accounting registration with the legislative acts of the Republic of Kazakhstan, issuance of accounting registration certificate with assigning business identification number and entry of the data on affiliates and representations into the register of affiliates and representations.

Article 2. Objectives of the State Registration of Legal Entities and Accounting Registration of Affiliates and Representations [added by 15]

as amended by (2) Edict No. 2489 of 5th October 1995 of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan and the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the State Registration of Legal Entities»;

10) Law No. 40 of 23rd March 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the State Registration of the Legal Entities»;

15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration;

18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities; and

36) Law No. 461 of 15th July 2011 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Improvement of the Permissive System.

37) Law of the Republic of Kazakhstan No. 60-V of 24December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

The state registration of legal entities and the accounting registration of affiliates and representations shall be carried out with the following purposes:

To verify the fact of foundation, re-registration or registration of amendments and additions to constituent documents, re-organization and termination of activity of legal entity, also foundation, record registration, registration of entered amendments and additions into documents and termination of activity of branches and representative

offices;

The record of founded, re-registered, re-organized and terminated legal entities as well as founded, re-registration recorded and terminated branches and representative offices within the territory of the Republic of Kazakhstan;

The maintenance of the National registry business-identification register;

The provision of public information on legal entities, its branches and representative offices (except for information on trade or business secret) in accordance with procedure established by the legislation of the Republic of Kazakhstan.”

Article 3. The Legal Entities, Affiliates and Representations [inserted by 15] Which are Subject to Registration

amended by: 15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration; and

18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities.

All the legal entities which are formed in the territory of the Republic of Kazakhstan, irrespective of the purposes of their creation, type and nature of their activities, composition of their participants (members), shall be subject to the state registration.

Affiliates and representations of legal entities which are located in the territory of the Republic of Kazakhstan shall be subject to accounting registration without issuing to them of the right to legal entity.

Article 4. State Bodies Performing Registration

introduced by 10) Law No. 40 of 23rd March 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the State Registration of the Legal Entities»;

amended by 15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration; and

23) Law No. 146 of 5th June 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Formation of the Regional Financial Centre of the City of Almaty

State registration of legal entities and the accounting registration of affiliates and representations shall be carried out by the bodies of justice, state registration of participant legal entities in the regional financial centre of the city of Almaty shall be performed by the authorised state body for regulation of activities of the regional financial centre of the city of Almaty. (registering bodies).

Article 5. The Terms of Reference of the Ministry of Justice of the Republic of Kazakhstan in Carrying Out the State Registration of Legal Entities and Accounting Registration of Affiliates and Representations [added by 18]

as amended by 5) Law of 19th June 1997 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan»;

10) Law No. 40 of 23rd March 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the State Registration of the Legal Entities»;

(13) Law No. 162 of 2nd March 2001 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions To Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the Banking Activity;

15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration;

18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities; and

35) Law No. 452 of 5th July 2011 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Revision of the Competence of Authorised State Bodies and of the Government of the Republic of Kazakhstan to Pass Regulatory Legal Acts establishing Requirements to Audited Entities.

The Ministry of Justice of the Republic of Kazakhstan shall carry out the following:

state registration of legal entities and accounting registration of affiliates and representations in accordance with this Law;

the maintenance of the uniform State Register of legal entities and register of affiliates and representations in accordance with the procedure established by legislation of the Republic of Kazakhstan;

methodological guidance of the activities associated with the state registration of legal entities and accounting registration of affiliates and representations;

supervision of compliance of territorial bodies of the Ministry of Justice with the requirements of this Law;

consideration of complaints on the actions of its territorial bodies in issues of the state registration of legal entities and accounting registration of affiliates and representations;

disclosure of information to the state bodies which are entrusted with the supervisory and monitoring functions, pursuant to their request in the cases provided for by legislative acts of the Republic of Kazakhstan;

other powers provided for by this Law, other laws of the Republic of Kazakhstan, acts of the President of the Republic of Kazakhstan and Government of the Republic of Kazakhstan.

Article 6. Procedure for the State Registration of Legal Entities [added by

18]

as amended by (2) Edict No. 2489 of 5th October 1995 of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan and the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the State Registration of Legal Entities»;

(4) Law No. 30 of 15th July 1996 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan»;

(5) Law of 19th June 1997 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan»;

(6) Law No. 221 of 22nd April 1998 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan;

(8) Law No. 436 of 16th July 1999 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan»;

10) Law No. 40 of 23rd March 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the State Registration of the Legal Entities»;

11) Law No. 128 of 18th December 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Insurance and Insurance Activities;

12) Law No. 135 of 5th January 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law Concerning Registration of Legal Entities;

14) Law No. 276 of 24th December 2001 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan In Connection With the Adoption of the Code of the Republic of Kazakhstan «Concerning Taxes and Other Obligatory Payments to the Budget» (The Tax Code);

15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration;

16) Law No. 394 of 13th March 2003 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Pension Support;

17) Law No. 483 of 10th July 2003 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Organising an Integrated System of State Regulation and Supervision of Financial Markets and Financial Organisations;

18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities;

19) Law No. 69 of 8th July 2005 of the Republic of Kazakhstan. Concerning the

Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Functioning of the State Authorities Exercising the Regulation of Financial Markets;

20) *Law No. 67 of 8th July 2005 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Ensuring National Security;*

22) *Law No. 107 of 23rd December 2005 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Licensing and Consolidated Supervision;*

23) *Law No. 146 of 5th June 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Formation of the Regional Financial Centre of the City of Almaty;*

24) *Law No. 174 of 7th July 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Supervision and Regulation of Activities of Natural Monopolies and Market Entities Holding Predominant Positions in Relevant Commodity Markets;*

25) *Law No. 201 of 11th December 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Taxation;*

27) *Law No. 54 of 4th July 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the State Registration of Legal Entities and the Accounting Registration of Affiliates and Representations;*

29) *Law No. 113 of 25th December 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Competition;*

30) *Law No. 116 of 29th December 2008 of Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Activities of Independent Sectoral Regulators;*

32) *Law No. 225 of 8th December 2009 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Suppression of Fraudulent Business;*

33) *Law No. 239-IV of 20th January 2010 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Simplifying State Registration of Legal Entities and Accounting Registration of Affiliates and Representations; and*

36) *Law No. 461 of 15th July 2011 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Improvement of the Permissive System.*

37) *Law of the Republic of Kazakhstan No. 60-V of 24 December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.*

In order to register a legal entity, the application in accordance with the form established by the Ministry of Justice of the Republic of Kazakhstan with the attached foundation documents, indicated in Article 7 of this Law compiled in the Kazakh language and Russian languages in three copies and shall be submitted to the registration body, in three copies.

Charters (provisions) of legal entities that belong to medium and large scale businesses and their branches and representative offices, except for charters (provisions) of Joint Stock Companies and their branches and representative offices are not required for submission for the state registration.

State registration of legal entity that belongs to small scale business shall be conducted in order established in Article 6-1 of this Law.

For state registration of legal entity - participant of Regional financial center of Almaty city, application in the form approved by the National Bank of the Republic of Kazakhstan (hereafter – the National Bank) shall be submitted to registration authority. Information on legal entities - participants of Regional financial center of Almaty shall be entered into the single State Register by justice agencies on the basis of notifications sent by the National Bank.

In the cases specified by the legislation of the Republic of Kazakhstan, for the registration of a legal entity whose business is rendering financial services, an additional permit shall be required from the authorised state body for regulation and supervision of financial markets and financial organizations

In the cases where another legal entities is a foundation party of a legal entity, the document from the tax authority shall be submitted to the registering body together with the foundation documents to confirm that the on whether the legal entity which is the foundation party has not (presence)tax arrears .

State registration of market entities, which hold a dominant or monopolist position in the relevant commodity market, as well as state enterprises, legal persons in which over fifty percent of shares (participation interest) is owned by the state, and their affiliates which will conduct their activity in the territory of the Republic of Kazakhstan, except for cases where such establishment is directly provided for by the laws of the Republic of Kazakhstan, shall be carried out by the registration body with preliminary consent of the antimonopoly body. The antimonopoly body shall submit to the registration bodies a register of market entities, which hold a dominant or monopolist position in the relevant commodity market, and a list of state enterprises, legal persons in which over fifty percent of shares (participation interest) are owned by the state, and their affiliates established with the consent of the antimonopoly body.

Where private business entities are registered, the application shall be signed and submitted to the registering body by the founder or either of the founders, or by a person authorised by the founder in cases where the Government of the Republic of Kazakhstan or state authorities, or the National Bank of the Republic of Kazakhstan acts as a founder, with attachment of the foundation documents certified in accordance with the procedure established by the legislation of the Republic of Kazakhstan.

Where legal entities are registered that are not private business entities, the application shall be signed and submitted to the registering body by the founder (founders) or by a person authorised appropriately, with attachment of the foundation documents certified in accordance with the procedure established by the legislation of the Republic of Kazakhstan.

Registration of legal entities with foreign participation shall be carried out in accordance with the procedure established for the legal entities of the Republic of Kazakhstan. Besides documents provided for by this procedure, unless it is otherwise established by international agreements ratified by the Republic of Kazakhstan, the following must be submitted additionally:

legalised extract from the trade register or another legalising document to confirm that the foundation party which is the foreign entity is a legal entity in accordance with the legislation of the foreign state, with a certified translation into the state language and the Russian language;

copy passport or another document certifying the identity of the foundation party who is a physical person, with a certified translation in the state language and the Russian language.

Registration of public associations and religious associations shall be carried out in accordance with the procedure established by this Article subject to special considerations stipulated in. Laws of the Republic of Kazakhstan ‘Concerning Public Associations’, Concerning Political Parties, ‘Concerning the Freedom of Religion and Religious Associations’;

At the same time the receipt or a document which confirms payment to the budget of the levy for state registration of legal entities and accounting registration of affiliates and representations shall be presented to the registering body.

Request of any documents and information other than provided by this Law and other legislative acts of the Republic of Kazakhstan shall be prohibited.

State registration of legal entity may be conducted on the basis of electronic application submitted through Internet, in order, established by the Ministry of Justice of the Republic of Kazakhstan.

Article 6-1. Notification procedure of state registration of legal entity belonging small business *[added by 37]*

For state registration of legal entity belonging to small business, founder (founders) shall submit notification letter on commencing of business activity by filling of electronic document in the form provided by the Ministry of Justice of the Republic of Kazakhstan on the web-site of the “Electronic government”.

Payment of registration fee shall be done through payment gateway of the “Electronic government” or electronic copy of receipt or other document confirming payment of registration fee for state registration of legal entity shall be attached to the notification letter on commencement of business activity.

Charters (provisions) of legal entities belonging to small business, their branches and representative offices are not required for submission during registration.

State registration of legal entities belonging to small business with foreign participation shall be made in order provided for registration of legal entities of the Republic of Kazakhstan relating to small businesses. Unless otherwise stipulated in international treaties ratified by the Republic of Kazakhstan, the following documents shall be additionally submitted:

legalized extract from trade registry or other legalized document certifying that founder - foreign legal entity is legal entity under the laws of foreign country, with notarized translation into the Kazakh and Russian languages;

copy of passport or other identity document of founder-foreign citizen with notarized translation into the Kazakh and Russian languages.

Confirmation of acceptance of notification letter on commencement of business activity is issuance of Certificate of state registration of legal entity.

Issuance of Certificate of state registration of legal entity shall not be later than one business day following the day of submission of notification letter on commencement of business activity ";

Article 6-2. Procedure for record registration of branch (representative office) [added by 37]

For record registration of branch (representative office) application as per the form established by the Ministry of Justice of the Republic of Kazakhstan shall be submitted to the registering body. Application shall be signed by person of authorized by legal entity for opening of branch (representative office), and affixed with sealed of legal entity.

Receipt or other document confirming payment of registration fee for registration of branch (representative office) shall be attached to application.

Branches (representative offices) of legal entities not belonging to private business as well as Joint Stock Companies shall additionally submit the status of the branch (representative office) in three copies in the Kazakh and Russian languages, approved by legal entity, copies of Charters (status) and power of attorney of legal entity (except public and religious associations), issued by the head of the branch (representative office).

Record registration of branches (representative offices) of foreign legal entities shall be in accordance with legislative acts of the Republic of Kazakhstan for registration of branches (representative offices) of legal entities of the Republic of Kazakhstan. Besides documents provided by this order, unless otherwise stipulated by international treaties ratified by the Republic of Kazakhstan, additionally shall be submitted legalized extract from trade registry, constituent documents or other legalized document of foreign legal entity confirming that the foreign legal entity opening the branch (representative office) is a legal entity under the laws of foreign country, as well as proof of tax registration in the country of incorporation of foreign legal entity, with the number of tax registration (or its equivalent). Documents of foreign legal entity opening the branch (representative offices) shall be submitted with notarized translation into the Kazakh and Russian languages.

At opening branch (representative offices) by state enterprise additionally shall be submitted document confirming consent of the National Bank or authorized body on state property management (local executive body) to establish a branch (representative office).

Article 6-3. State registration of legal entity being founded by reorganization [added by 37]

For the state registration of legal entity being founded by reorganization, the following documents shall be submitted to registration body:

1) application in the form provided by the Ministry of Justice of the Republic of Kazakhstan;

2) decision of owner of legal entity property or body authorized by owner, founders (participants), decision of body authorized by constituent documents of legal entity, or court decision in the cases stipulated by legislative acts of the Republic of Kazakhstan;

3) at merging, consolidation, reorganization - act of transfer and acceptance, at separation, demerge - separation balance sheet showing provision on succession of liabilities of reorganized legal entity, approved by owner of the property of legal entity or body that decided on reorganization of legal entity, and decision of authorized body of legal entity on approval of act of transfer and acceptance and separation balance sheet;

4) document confirming written notice to creditors informing on reorganization of legal entity;

5) receipt or other document confirming payment of registration fee for termination of reorganized entity.

Legal entity shall be considered as reorganized, except in reorganization by merger, after the date of state registration of newly formed legal entities.

Legal entity that terminated its activities at merge, division, transformation, shall be excluded from the National registry of business identification numbers (exclusion from the National Registry of business identification numbers is made by entering information on termination of activity of legal entity), as shall be stated in the order on state registration of newly established legal entity.

Legal entity that terminated its activities at accession shall be excluded from the National registry of business identification numbers (exclusion from the National Registry of business identification numbers is made by entering information on termination of activity of legal entity), as shall be stated in the order on exclusion from the National Registry business identification numbers or at state re-registration and registration of changes and additions to constitutive documents of legal entity to which the reorganized entity is merged.

At reorganization of entities of natural monopoly the consent of authorized body responsible for controlling the field of natural monopolies and regulated markets shall be submitted to registration authority.

State registration of legal entity being established by reorganization shall be made in terms stipulated in Article 9 of this Law.”;

Article 7. The Foundation Documents to Be Presented By Entities for Registration Legal Entities

as amended by (5) Law of 19th June 1997 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan»;

(6) Law No. 221 of 22nd April 1998 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan;

(7) Law No. 282 of 10th July 1998 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Joint-Stock Companies;

15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration;

18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities;

27) *Law No. 54 of 4th July 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the State Registration of Legal Entities and the Accounting Registration of Affiliates and Representations;*

31) *Law No. 222 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Further Intensification of Fighting Against Corruption; and*

33) *Law No. 239-IV of 20th January 2010 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Simplifying State Registration of Legal Entities and Accounting Registration of Affiliates and Representations.*

37) *Law of the Republic of Kazakhstan No. 60-V of 24 December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.*

Charter shall be submitted to registration body unless otherwise provided by this Law or other legislative acts of the Republic of Kazakhstan.

Constituent documents of partnerships, Joint Stock Companies, production cooperatives and associations of legal entities in form of associations (unions) are articles of association and charter.

Constituent documents of partnerships, Joint Stock Companies, which are founded by one person (one participant), and other types of legal entities, except as indicated in second part of this article of the Law, are charter (regulations) and the written decision on establishing legal entity (decision of sole founder)

In cases stipulated by legislative acts of the Republic of Kazakhstan, legal entities that are non-profit organizations shall act on the basis of general provisions on organization of this type.

Legal entities belonging to small, medium and large businesses can operate on the basis of model charter which content shall be determined by the Government of the Republic of Kazakhstan.

If founders of legal entity decided to operate on the basis of the model charter, submission of charter during state registration of legal entity is not required.

At this, three notarized copies of application in the form provided by the Ministry of Justice of the Republic of Kazakhstan shall be submitted to registration authority as stipulated by legislative acts of the Republic of Kazakhstan.

Article 8. Contents of Foundation Documents

as amended by: 12) Law No. 135 of 5th January 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law Concerning Registration of Legal Entities;

15) *Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration;*

18) *Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities;*

and

22) *Law No. 107 of 23rd December 2005 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Licensing and Consolidated Supervision*

Foundation documents of a legal entity must contain the information which is contemplated by the legislation of the Republic of Kazakhstan in relation to the organisational and legal form of the legal entity.

The by-law of an affiliate (representation) must contain the business name, address (addresses of all offices of the bank affiliate which are situated within one province (city of national subordination, the capital city), business objects, procedure for the administration and authority of the management of the affiliate (representation) as well as the name, address, business objects, information on registration of the legal entity that is forming the affiliate (representation).

Article 9. Terms for State Registration (Re-registration) of Legal Entities, for Accounting Registration (Re-registration) of Affiliates and Representations, and for Issue of Documents

Introduced by 33) Law No. 239-IV of 20th January 2010 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Simplifying State Registration of Legal Entities and Accounting Registration of Affiliates and Representations.

37) Law of the Republic of Kazakhstan No. 60-V of 24 December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

The State registration (re-registration) of legal entities belonging to private business, record registration (re-registration) of their branches (representative offices) as well as state registration (re-registration) of legal entities - participants of Regional financial center of Almaty, with the exception of Joint Stock Companies, and their affiliates (agencies) that operate under the charter which is not model, shall be conducted not later than one business following the day of filing application with attachment of required documents.

The State registration (re-registration), registration of changes and amendments to constituent documents of legal entities not belonging to private businesses, as well as Joint Stock Companies that operate under Charter which is not Model, except for political parties, record registration (re-registration) of their branches (representative offices) shall be conducted not later than ten working days following the date of filing application with attachment of required documents.

For legal entities belonging to private business, their branches (representative offices), except for corporations that act under Charter that is not Model, and their branches (representative offices), issuance of Certificates of state registration (re-registration) of legal entity, Certificate of record registration (re-registration) of branch (representative offices), returning of application for State registration (re-registration) of

legal entity (if operation is based on the model chart) shall be made on the next business day after filing the application with attachment of required documents.

For legal entities not belonging to private business, as well as Joint Stock Companies that act under Charter that is not Model, except for political parties and their branches (representative offices), issuance of Certificates of state registration (re-registration) of legal entity, Certificate of record registration (re-registration) of branch (representative offices), as well as returning of charter (regulations) shall be made not later than fourteen days from the date of filing the application with attachment of required documents.

State registration (re-registration) of political parties and record registration (re-registration) of their branches (representative offices) shall be completed not later than one month from the date of filing the application with attachment of required documents.

In cases of submission of incomplete set of documents, defects in them, required expert opinion (of specialist) on constitutive documents as well as on other grounds stipulated by legislative acts of the Republic of Kazakhstan, the term of state (record) registration (re-registration), registration of termination of activity of legal entities, removal from record registration of branches (representative offices), registration of entered changes and amendments to constituent documents of legal entity that does not belong to private business, as well as joint stock company, regulations of their branches (representative offices) shall be cancelled until detection of defects obtaining of appropriate conclusion (examination).

Article 10. Payment for State (Accounting) [inserted by 18] Registration

introduced by 14) Law No. 276 of 24th December 2001 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan In Connection With the Adoption of the Code of the Republic of Kazakhstan «Concerning Taxes and Other Obligatory Payments to the Budget» (The Tax Code); and

amended by 18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities.

37) Law of the Republic of Kazakhstan No. 60-V of 24December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

At state registration (re-registration), state registration of termination of activity of legal entities, record registration (re-registration), removal from record registration of branches (representative offices), registration fee is due as per order, determined by the Code of the Republic of Kazakhstan “On taxes and other obligatory payments to the budget” (Tax Code) (hereinafter - the Tax Code).

Article 11. Refusal of State (Accounting) Registration and Re-registration

[modified by 18]

introduced by 12) Law No. 135 of 5th January 2000 of the Republic of

Kazakhstan. Concerning the Introduction of Amendments and Additions to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law Concerning Registration of Legal Entities; and

amended by 14) Law No. 276 of 24th December 2001 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan In Connection With the Adoption of the Code of the Republic of Kazakhstan «Concerning Taxes and Other Obligatory Payments to the Budget» (The Tax Code);

15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration;

18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities;

25) Law No. 201 of 11th December 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Taxation; and

27) Law No. 54 of 4th July 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the State Registration of Legal Entities and the Accounting Registration of Affiliates and Representations.

37) Law of the Republic of Kazakhstan No. 60-V of 24 December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

Refusal of state registration (re-registration) of legal entities shall be conducted in the following cases:

1) violation of order of foundation, re-registration and reorganization of legal entity, provided by legislative acts of the Republic of Kazakhstan, incompliance with of constituent documents with the Law of the Republic of Kazakhstan;

2) failure to submit Act of transfer or separation balance sheet or absence of provisions on succession of reorganized legal entity in them;

3) if legal entity or sole founder (participant) of legal entity is inactive entity;

4) if individual which is founder (participant) and (or) executive of legal entity, is the sole founder (participant) and (or) executive of inactive legal entities and (or) recognized as legally incompetent or partially incompetent, and (or) recognized as missing and (or) declared as dead, and (or) has outstanding conviction or previously convicted for offenses under Articles 192, 216 and 217 of the Criminal Code of the Republic of Kazakhstan;

5) submission of lost and (or) invalid identity documents;

6) available judicial acts and resolutions (bans, arrests) of officers of court and law enforcement bodies.

Additional reasons for refusal of registration and re-registration of religious associations shall be determined in the Law of the Republic of Kazakhstan “On religious activity and religious associations”.

Refusal on record registration and re-registration of branch (representative

office) shall be made in cases of violation, set by the Legislation of the Republic of Kazakhstan, of order of foundation of branch (representative office), incompliance of documents submitted for registration with the Laws of the Republic of Kazakhstan.

In case of refusal of registration or re-registration of legal entity, record registration or re-registration of branch (representative office), registration authority within the period provided for in Article 9 of this Act, shall issue writing reasoned refusal indicating incompliance of submitted documents with requirements of legislation of the Republic of Kazakhstan .

Refund of registration fee paid for state (record) registration or re-registration of legal entities, their branches (representative office) shall be made in cases stipulated by the Tax Code.

Grounds for refusal of state registration (re-registration) under this Article shall not apply to legal entities belonging to small businesses.

Article 12. Document confirming state (record) registration (re-registration) of legal entity, branch (representative office) [modified by 37]

as amended by (2) Edict No. 2489 of 5th October 1995 of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan and the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the State Registration of Legal Entities»;

12) Law No. 135 of 5th January 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law Concerning Registration of Legal Entities;

15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration;

18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities; and

33) Law No. 239-IV of 20th January 2010 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Simplifying State Registration of Legal Entities and Accounting Registration of Affiliates and Representations.

37) Law of the Republic of Kazakhstan No. 60-V of 24December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

The document confirming state registration (re-registration) of legal entity, record registration (re-registration) of branch (representative office), shall be a certificate issued by registration authority in the form provided by the Government of the Republic of Kazakhstan.

Certificate of state registration (re-registration) of legal entity shall contain information about the date of issuance, registration authority, business identification

number, date of state registration (re-registration), name and location of legal entity.

Certificate of record registration (re-registration) of branch (representative office) shall contain information on the date of issuance, registration authority, business identification number, date of registration (re-registration), name and location of branch (representative office), name of the entity that created the branch (representative office).

Opening a bank account is possible only at presenting Certificate of state registration (re-registration) of legal entity or record registration (re-registration) of branch (agencies).

Available document confirming the state registration (re-registration) of legal entity shall not serve as a ground for commencement of business activity which requires a license under the Laws of the Republic of Kazakhstan. Legal capacity of legal entity in sphere of licensed activity shall commence from the date of obtaining of appropriate license and shall terminate according to termination of the license or declaring it as invalid in order provided by the legislative acts of the Republic of Kazakhstan. ";

~~Article 13. Governmental Statistical Accounting~~

Introduced by 18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities;

amended by 23) Law No. 146 of 5th June 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Formation of the Regional Financial Centre of the City of Almaty; and

26) Law No. 224 of 12th January 2007 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the National Identification Numbers Registers.

Repealed by 34) Law No. 258 of 19th March 2010 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of State Statistics and Taxation.

Article 14. State re-registration of legal entity, record re-registration of branch (representative office) [modified by 37]

as amended by 1) Edict No. 2447 of 31st August 1995 of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts»;

by 4) Law No. 30 of 15th July 1996 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan»;

8) Law No. 436 of 16th July 1999 of the Republic of Kazakhstan «Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan»;

10) Law No. 40 of 23rd March 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law «Concerning the State Registration

of the Legal Entities»;

12) *Law No. 135 of 5th January 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law Concerning Registration of Legal Entities;*

14) *Law No. 276 of 24th December 2001 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan In Connection With the Adoption of the Code of the Republic of Kazakhstan «Concerning Taxes and Other Obligatory Payments to the Budget» (The Tax Code);*

15) *Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration;*

16) *Law No. 394 of 13th March 2003 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Pension Support;*

18) *Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities;*

21) *Law No. 72 of 8th July 2005 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Securities Markets and Joint-Stock Companies;*

24) *Law No. 174 of 7th July 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Supervision and Regulation of Activities of Natural Monopolies and Market Entities Holding Predominant Positions in Relevant Commodity Markets;*

25) *Law No. 201 of 11th December 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Taxation;*

27) *Law No. 54 of 4th July 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the State Registration of Legal Entities and the Accounting Registration of Affiliates and Representations;*

28) *Law No. 101 of 10th December 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Taxation;*

29) *Law No. 113 of 25th December 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Competition;*

30) *Law No. 116 of 29th December 2008 of Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Activities of Independent Sectoral Regulators; and*

36) *Law No. 461 of 15th July 2011 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Improvement of the Permissive System.*

37) *Law of the Republic of Kazakhstan No. 60-V of 24December 2012, On*

amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

In cases provided by legislative acts of the Republic of Kazakhstan, legal entity, branch (representative office) shall be subject to state (record) re-registration.

In this case, the following document shall be submitted to registration authority:

1) application in the form provided by the Ministry of Justice of the Republic of Kazakhstan;

2) decision or extract from decision of authorized body of legal entity on state (record) re-registration that provides for amendments and additions to constituent documents of legal entity, regulations of branch (representative office), affixed by sealed of legal entities;

3) three copies of constituent documents (regulations) with amendments and additions for legal entity not belonging to private business, as well as Joint Stock Company and its branches (representative offices);

4) original of former constituent documents of legal entity not belonging to private business, as well as Joint Stock Company, regulations of its branches (representative offices);

5) receipt or other document confirming payment of registration fee for state re-registration of legal entity or record re-registration of branch (representative office).

For state re-registration of business partnerships on grounds of change of participants content, except of business partnerships where maintenance of registry of business partnership members is made by professional participant of securities market, having the license for maintenance of the security holders registry system, the document confirming alienation (concession) of the rights of leaving members of business partnership for share in the property (chart capital) of partnership or in its parts in accordance with legislative acts of the Republic of Kazakhstan and constituent documents.

In cases when a party of alienation (concessions) agreement on the rights of leaving members of business partnership for share in the property (chart capital) of partnership or its part is an individual then authenticity of signature of an individual shall be notarized.

For state re-registration of entity of natural monopoly, the consent of authorized body responsible for controlling the field of natural monopolies and regulated markets is required; for re-registration of market entity that is taking dominant or monopoly position in the appropriate market, as well as state-owned enterprises, legal entities with over fifty percent of shares (shares in the chart capital) owned by state, and their affiliates that will operate within the territory of the Republic of Kazakhstan, except when such establishment is directly provided by the Laws of the Republic of Kazakhstan, the consent of the antimonopoly body is required.

Amendments and additions to constituent documents of banks and organizations engaged in certain types of banking, insurance and reinsurance companies as well as pension funds shall be conducting considering specifics provided by the banking legislation of the Republic of Kazakhstan, legislation of the Republic of Kazakhstan on insurance and insurance activities and the pensions laws of the Republic Kazakhstan.

Article 14-1. State registration of entered amendments and additions to

constitutive documents of legal entities that do not belong to private business, as well as joint stock company, regulations of its branches (representative offices)

[added by 37]

37) Law of the Republic of Kazakhstan No. 60-V of 24 December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

In the case of amendments to constituent documents of legal entity that does not belong to private business as well as Joint Stock Company, regulations of its branches (representative offices) that are not subject to state (record) re-registration, legal entity, branch (representative office) shall notify on it the registration authority within one month from the date of taking decision on amendments and additions to charter (regulations).

The notification shall be attached by decision or extract from decision of authorized body of legal entity on amendments and additions to constituent documents, as well as the text of amendments and additions to constituent documents of legal entity that does not belong to private business as well as Joint Stock Company, regulations of its branches (representative offices) affixed with seal of legal entity.

The State registration of amendments and additions to constituent documents of legal entity that does not belong to private business as well as Joint Stock Company, regulations of its branches (representative offices) shall be made in cases of change of location, approval of charter (regulation) in new wording.

For state registration of amendments and additions to constituent documents of legal entity that does not belong to private business as well as Joint Stock Company, regulations of its branches (representative offices) that are not subject to state (record) re-registration, the following documents shall be submitted to registration body:

1) application in the form provided by the Ministry of Justice of the Republic of Kazakhstan;

2) decision or extract from decision of authorized body of legal entity on amendments to constituent documents of legal entity, regulation of branch (representative office), affixed with seal of legal entity;

3) three copies of the text of amendments and additions to constituent documents of legal entity, regulation of branch (representative office), or three copies of constituent documents of legal entity, regulations of branch (agency) in new wording, affixed with seal of legal entity;

4) original of former constituent documents of legal entity, regulations of branch (agency);

5) document confirming the actual address (in case of change of address).

Refusal of state registration of amendments and additions to constituent documents of legal entity not belonging to private business as well as Joint Stock Company, regulations of its branches (representative offices) shall be conducted in the following cases:

1) violation of order of amendments and additions to constituent documents of legal entity, regulations of branch (representative office), incompliance of constituent documents (regulations) with the Law of the Republic of Kazakhstan;

2) available judicial acts and resolutions (bans, arrests) of court officials and law enforcement bodies.

In case of refusal to register amendments and additions to constituent documents of legal entity not belonging to private business as well as Joint Stock Company, regulations of branches (representative offices), registration authority within the period provided by Article 9 of this Act, in writing form shall issue a reasoned refusal indicating incompliance of submitted documents with requirements of legislation of the Republic of Kazakhstan.

At changing location of legal entity not belonging to private business, except for Joint Stock Company, its branches (representative offices), the legal entity, branch (representative office) shall notify on it the registration authority from the actual address within one month from the date of taking decision on changing the location.

Article 15. Issuance of duplicate charter (regulations) of legal entity not belonging to private business as well as joint-stock company, its branches and representative offices

Introduced by 27) Law No. 54 of 4th July 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the State Registration of Legal Entities and the Accounting Registration of Affiliates and Representations.

Amended by 33) Law No. 239-IV of 20th January 2010 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Simplifying State Registration of Legal Entities and Accounting Registration of Affiliates and Representations;

36) Law No. 461 of 15th July 2011 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Improvement of the Permissive System.

37) Law of the Republic of Kazakhstan No. 60-V of 24December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

Upon application of legal entity the registration authority, within three working days, shall issue a duplicate charter (regulations) of legal entity not belonging to private business as well as joint-stock company, its branches and representative offices.

For issuance of duplicate charter (regulations) of legal entity not belonging to private business as well as joint-stock company, its branches and representative offices the following shall be submitted:

- 1) application in form provided by the Ministry of Justice of the Republic of Kazakhstan;
- 2) decision or an extract from decision of authorized body of legal entity on receipt of duplicate charter (regulations), affixed with seal of legal entity;
- 3) document confirming publication in printed periodical on the loss of original charter (regulations).

Article 16. State registration of termination of activity of legal entity

Introduced by 18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities;

amended by 24) Law No. 174 of 7th July 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Supervision and Regulation of Activities of Natural Monopolies and Market Entities Holding Predominant Positions in Relevant Commodity Markets;

25) Law No. 201 of 11th December 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Taxation;

27) Law No. 54 of 4th July 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of the State Registration of Legal Entities and the Accounting Registration of Affiliates and Representations;

30) Law No. 116 of 29th December 2008 of Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Activities of Independent Sectoral Regulators;

32) Law No. 225 of 8th December 2009 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Suppression of Fraudulent Business;

34) Law No. 258 of 19th March 2010 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of State Statistics and Taxation; and

36) Law No. 461 of 15th July 2011 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Improvement of the Permissive System.

37) Law of the Republic of Kazakhstan No. 60-V of 24December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

For state registration of termination of activity of legal entity on the grounds of liquidation, the following documents shall be submitted:

1) application for state registration of liquidation of legal entity in the form provided by the Ministry of Justice of the Republic of Kazakhstan;

2) decision of property owner of legal entity or authorized by owner body or body of legal entity authorized by constituent documents, affixed with seal of legal entity;

3) document confirming publication in printed official publication of the Ministry of Justice on liquidation of legal entity, the order and time of acceptance of creditors' claims;

4) certificate of absence of debts on customs duties, taxes and customs fees;

5) certificate of cancellation of share issue (for joint stock companies);

6) document of destruction of seal of legal entity;

7) receipt or other document confirming payment of registration fee for state registration of termination of legal entity;

8) articles of incorporation.

Application for state registration of liquidation of legal entity submitted to registration authority not earlier than after two months from the date of publication of information on liquidation of legal entity.

State registration of termination of activity of legal entity liquidated by court decision, shall be made on the bases of court decision and determination of court on completion of liquidation proceedings.

For state registration of termination of state enterprise privatized as a property complex, buyer shall submit the following documents:

1) application for state registration in the form provided by the Ministry of Justice of the Republic of Kazakhstan;

2) decision of the Government of the Republic of Kazakhstan (local executive body) on privatization of the state enterprise as a property complex;

3) copy of contract of purchase and sale of property complex of the state enterprise;

4) copy of transfer act of state enterprises;

5) receipt or other document confirming payment of registration fee to budget for state registration of legal entity or record registration of branch (representative office).

Registration authority, having received the decision on liquidation of legal entity, shall check observance of order of liquidation, established by legislative acts of the Republic of Kazakhstan, enter data on liquidation of legal entity into the National registry of business identification numbers.

Tax authorities on the basis of data of the National registry of business identification numbers shall submit data on absence (presence) of tax arrears, arrears of pension contributions and social contributions of terminating activity of legal entity or refuse to present these data on debts if such legal entity failed to implement tax obligations in the set by the Tax Code.

If during examination no violation of order of liquidation is revealed, registration authority within five working days following the day of filing application on state registration of liquidation of legal entity with attached all necessary documents, shall register termination of activity of legal entity. State registration of termination of activity of entity of natural monopoly shall be executed by registration authority with prior consent of authorized body controlling the field of natural monopolies and regulated markets.

In case of revealing violations of liquidation order of legal entity, as well as presence of not revoked record registration of branches (agencies) of legal entity under liquidation, outstanding tax arrears, arrears of pension contributions and social contributions or refusal of tax authorities to provide the data on debts when such legal entity failed to implement its tax obligations in order set by the Tax Code, registration authority shall make decision to refuse registration of termination of legal entity.

Legal entity shall be deemed as terminated after entering such data into the National registry of business identification numbers.

Article 16-1. Removal from record registration of branch (representative office) of legal entity

Introduced by 15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration;

Amended by 18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities;

25) Law No. 201 of 11th December 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Taxation;

28) Law No. 101 of 10th December 2008 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Taxation;

32) Law No. 225 of 8th December 2009 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Suppression of Fraudulent Business; and

36) Law No. 461 of 15th July 2011 of the Republic of Kazakhstan Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan on Issues of Improvement of the Permissive System.

37) Law of the Republic of Kazakhstan No. 60-V of 24December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

Branch (representative office) shall be subject to removal from registration on the following basis:

1) application of legal entity to terminate the activities of branch (representative office) in the form set by the Ministry of Justice of the Republic of Kazakhstan;

2) regulations of branch (representative office);

3) receipt or other document confirming payment of registration fee for removal from registration of branch (representative office).

Tax authorities on the basis of data of the National registry of business identification numbers shall submit data on absence (presence) of tax arrears, arrears of pension contributions and social contributions of branch (representative office) under termination of foreign legal entity or refuse to present these data on debt in case of failure of such branch (representative office) of foreign legal entity to fulfill tax liability in accordance with the Tax Code.

Removal from record registration of branch (representative office) of legal entity in respect of which the court rendered decision on involuntary liquidation, shall be conducted on the basis of such a decision with the following documents attached:

1) regulations of branch (representative office);

2) receipt or other document confirming payment of registration fee for removal from registration of branch (representative office).

In case of revealed violation of order of termination of branch (representative office) of legal entity, set by legislative acts of the Republic of Kazakhstan, as well as in case of presence of outstanding tax debts, arrears of pension contributions and social contributions of branch (representative office) of foreign legal entity or refusal of tax authorities in provision of such data on debts due to failure of such branch

(representative office) of foreign legal entity to fulfill tax liability in accordance with the Tax Code, registration authority shall make decision to refuse removal from registration of branch (representative office).

Removal from registration of branch (representative office) of legal entity shall be made within five working days following the day of filing application of legal entity to terminate activities of branch (representative office), with attached required documents.

Article 17. Settlement of Disputes

Amended by 25) Law No. 201 of 11th December 2006 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of Taxation

37) Law of the Republic of Kazakhstan No. 60-V of 24December 2012, On amendments and addenda to certain legislative acts of the Republic of Kazakhstan relating to issues of registration of legal entities and Accounting Registration of Affiliates and Representations.

Refusal of state registration of legal entities and record registration of branches (representative offices) and also avoidance of such registration, as well as other disputes between founder of legal entity and registration authorities shall be challenged in the court.

Article 18. Responsibility for Violation of the Law

as amended by: 12) Law No. 135 of 5th January 2000 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to the Edict of the President of the Republic of Kazakhstan, Having the Force of a Law Concerning Registration of Legal Entities;

15) Law No. 348 of 29th October 2002 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration; and

18) Law No. 537 of 18th March 2004 of the Republic of Kazakhstan. Concerning the Introduction of Amendments and Additions to Certain Legislative Acts of the Republic of Kazakhstan Concerning Issues of State Registration of Legal Entities.

Without registration it shall be prohibited to carry out activities [in the capacity] of a legal entity. Income received from activities without state registration shall be confiscated as a revenue of the Republic's Budget in accordance with the legislation of the Republic of Kazakhstan.

Responsibility in accordance with the laws shall arise for a failure to present within one month of information concerning alterations in a legal entity, which entails its re-registration in accordance with the procedure established by law.

In the case of an unlawful denial by a registering body of registration a legal entity and of accounting registration and reregistration of the affiliate (representation), the applicant shall have the right to claim reimbursement of losses inflicted upon it in a judicial procedure.

In the case of the failure of a joint-stock company to submit to the authorised body the documents for the state registration of its issues of shares or for the assignment of the National identification numbers, within established deadlines, that

company shall be subject to liquidation or reorganization in accordance with the procedure established by legislative acts of the Republic of Kazakhstan.

Article 19. Procedure for Entering into Force of this Law *[modified by 15]*

This Law shall enter into force from the date of its publication.

President of the Republic of Kazakhstan
N. NAZARBAEV