



On State Registration of Legal Entities and Record Registration of Branches and Representatives

Unofficial translation

The Law of the Republic of Kazakhstan dated 17 April 1995 No. 2198

Footnote. Title is amended, the preamble is excluded, throughout the whole text, the words are substituted by the Law of the Republic of Kazakhstan dated 29.10.2002 No. 348.

Article 1. Definition of state registration of legal entities and record registration of branches and representatives

State registration of legal entities shall include inspection of conformance of documents represented for the state registration to legislation of the Republic of Kazakhstan, issuance of certificates on state registration to them with assignment of business identification number, entering of details on legal entities to the National register of business identification numbers.

Record registration of branches and representatives shall include inspection of conformance of documents represented for record registration to legislative acts of the Republic of Kazakhstan, issuance of certificate on record registration to them on record registration with assignment of business identification number, entering of details on branches and representatives to the National register of business identification numbers.

Footnote. Article 1 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication).

Article 2. Purpose of state registration of legal entities and record registration of branches and representatives

State registration of legal entities and record registration of branches and representatives shall be carried out for the purpose of:

certification of the fact of creation, reregistration, registration of introduced amendments and supplements in constitutive documents, reorganization and termination of activity of legal entity, as well as creation, record reregistration, registration of introduced amendments and supplements in documents and termination of activity of branches and representatives;

record of legal entities that created, reregistered, reorganized and terminated the activity, as well as branches that created, passed record reregistration and terminated the activity in the territory of the Republic of Kazakhstan;

keeping the National register of business identification numbers;

realization of publicly available information on legal entities, their branches and representatives (with the exception of information that is official or commercial secret) in the manner established by the legislation of the Republic of Kazakhstan.

Footnote. Article 2 is in the wording of the Law of the Republic of Kazakhstan dated

24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication).

Article 3. Legal entities, branches and representatives subjected to registration

All the legal entities created in the territory of the Republic of Kazakhstan shall be subject to state registration independently from the purposes of their creation, nature and character of their activity, composition of participants (members).

Branches and representatives of legal entities located in the territory of the Republic of Kazakhstan shall be subject to record registration without acquisition of the right of legal entity by them.

Footnote. Article 3 as amended by the Laws of the Republic of Kazakhstan dated 29.10.2002 No. 348; dated 18.03.2004 No. 537 (shall be enforced upon expiry of six months from the date of its official publication).

Article 4. State bodies carrying out registration

State registration of legal entities and record registration of branches and representatives shall be carried out by bodies of justice, state registration of legal entities-participants of regional financial centre of Almaty – shall be carried out by the National Bank of the Republic of Kazakhstan (registering bodies).

Footnote. Article 4 is the wording of the Law of the Republic of Kazakhstan dated 23.03.2000 No. 40; as amended by the Laws of the Republic of Kazakhstan dated 29.10.2002 No. 348; dated 05.06.2006 No. 146 (the order of enforcement see Article 2); dated 05.07.2012 No. 30 -V (shall be enforced upon expiry of ten calendar days after its first official publication).

Article 5. Competence of the Ministry of Justice of the Republic of Kazakhstan upon carrying out of state registration of legal entities and record registration of branches and representatives

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

- state registration of legal entities and record registration of branches and representatives in accordance with this Law;
- keeping the National register of business identification numbers;
- organizational supervision of the activity of state registration of legal entities and record registration of branches and representatives;
- control of compliance and territorial bodies of the Ministry of Justice with requirements of this Law;
- consideration of complaints against the actions of its territorial bodies on the issues of state registration of legal entities and record registration of branches and representatives ;
- representation of information to state bodies charged with control and supervisory functions, upon their request in cases provided by the legislative acts of the Republic of Kazakhstan;
- other powers provided by this Law, other Laws of the Republic of Kazakhstan, acts of the President of the Republic of Kazakhstan and the Government of the Republic of Kazakhstan.

Footnote. Article 5 as amended by the Laws of the Republic of Kazakhstan dated 19.06.1997 No. 132; dated 23.03.2000 No. 40; dated 02.03.2001 No. 162; dated 29.10.2002 No. 348; dated

18.03.2004 No. 537 (shall be enforced upon expiry of six months from the date of its official publication); dated 05.07.2011 No. 452-IV (shall be enforced from 13.10.2011); dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication).

Article 6. Procedure for state registration of legal entities

Application in the form established by the Ministry of Justice of the Republic of Kazakhstan shall be filed to registering body for state registration of legal entities, and documents mentioned in Article 7 of this Law drawn up in Kazakh and Russian languages and presented in three copies shall be enclosed.

Charters (provisions) of legal entities related to the subjects of medium and large business, their branches and representatives, with the exception of charters (provisions) of joint stock companies, their branches and representatives shall not be represented upon state registration.

State registration of legal entity related to the subject of small business shall be carried out in the manner provided by Article 6-1 of this Law.

Application in the form established by the National Bank of the Republic of Kazakhstan (hereinafter - National Bank) shall be filed to registering body for the state registration of legal entity - participant of regional financial centre of the city of Almaty. Details on legal entities - participants of the regional financial centre of the city of Almaty shall be entered into the National register of business identification numbers by bodies of justice on the basis of notifications directed by the National Bank.

In cases provided by the legislation of the Republic of Kazakhstan, the permission of the National Bank for the state registration of legal entity the subject to activity of which is rendering of financial services shall be required additionally.

State registration of subjects of market holding dominant or monopoly position at the relevant trade market, as well as of state enterprises, legal entities more than fifty percent of stocks (shares of participation in charter capital) of which belong to the state, and persons affiliated with them that will carry out their activity in the territory of the Republic of Kazakhstan with the exception of cases when such creation directly provided by the Laws of the Republic of Kazakhstan shall be carried out by registering body with preliminary agreement of anti-monopoly body.

Anti-monopoly body shall represent register of the subjects of market to registering bodies holding dominant or monopoly position at the relevant trade market, and list of the state enterprises, legal entities, more than fifty percent of stocks (shares of participation in charter capital) of which belong to the state, and persons affiliated with them created with the agreement of anti-monopoly body.

Upon state registration of legal entity related to the subject of medium and large business, the application shall be signed and filed to registering body by a founder or one of the founders or person authorized by a founder in cases when one single founder or one of the founders is a foreign person or foreign legal entity, Government of the Republic of Kazakhstan or state bodies or the National Bank, accompanied by notarial certified constitutive documents in cases provided by the legislative acts of the Republic of Kazakhstan.

Upon the state registration of legal entity not related to the subject of private enterprise, the application shall be signed and filed to registering body by a founder (founders) or authorized person accompanied by notarially certified constitutive documents in cases provided by the legislative acts of the Republic of Kazakhstan.

State registration of legal entities related to the subjects of medium and large business with foreign participation shall be performed in the manner established for the state registration of legal entities of the Republic of Kazakhstan related to the subjects of medium and large business. Unless otherwise established by international treaties ratified by the Republic of Kazakhstan, it shall be represented additionally as follows:

legalized abbreviate from the trade register or other legalized document certifying that a founder – foreign legal entity is a legal entity under the legislation of foreign state, with notarial certified translation to Kazakh and Russian languages;

copy of passport or other document certifying identity of a founder-foreigner with notarial certified translation to Kazakh and Russian languages.

State registration of public and religious associations shall be carried out in the manner established by this Article in recognition of special aspects provided by the Laws of the Republic of Kazakhstan “On public associations”, “On political parties”, “On religious activity and religious associations”.

Receipt or another document certifying payment of registration fee to the budget for state registration of legal entity shall be represented at the same time, with the exception of legal entities related to the subjects of small and medium business.

Requirement of any documents and details except for those provided by this Law and other legislative acts of the Republic of Kazakhstan shall be prohibited.

State registration of legal entity may be performed on the basis of electronic application filed by the Internet in the manner determined by the Ministry of Justice of the Republic of Kazakhstan.

Upon state registration of legal entity related to the subject of private enterprise, the subject shall determine a category on an independent basis in accordance with criteria of the subject of private enterprise established by the legislation of the Republic of Kazakhstan on private enterprise and shall state it in the application.

Footnote. Article 6 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Laws of the Republic of Kazakhstan dated 02.07.2014 No . 225-V (shall be enforced upon expiry of ten calendar days after the date of its first official publication); dated 29.12.2014 No. 269-V (shall be enforced from 01.01.2015).

Article 6-1. Notification procedure for state registration of legal entity related to the subject of small business

Notification on beginning of carrying out the entrepreneurial activity in the form established by the Ministry of Justice of the Republic of Kazakhstan shall be filed to registering body for the state registration of legal entity related to the subject of small enterprise by a founder (founders).

State registration of legal entity related to the subject of small enterprise may be carried out by filing electronic notification that shall be filled on a website of “electronic government”.

Charters (provisions) of legal entities related to the subjects of small enterprise, their branches and representatives in the process of state registration shall not be represented.

State registration of legal entities related to the subjects of small business with foreign participation shall be performed in the manner established for the registration of legal entities of the Republic of Kazakhstan related to the subjects of small business. Unless otherwise established by international treaties ratified by the Republic of Kazakhstan, it shall be represented additionally as follows:

legalized abbreviate from the trade register or other legalized document certifying that a founder – foreign legal entity is a legal entity under the legislation of foreign state, with notarial certified translation to Kazakh and Russian languages;

copy of passport or other document certifying identity of a founder-foreigner with notarial certified translation to Kazakh and Russian languages.

Confirmation on acceptance of notification on beginning of the carrying out entrepreneurial activity is an issuance of certificate on state registration of legal entity.

Issuance of certificate on state registration of legal entity shall be carried out no

later than one business day next to the day of filing notification on beginning of carrying out the entrepreneurial activity.

Footnote. Article 6-1 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its official publication); as amended by the Laws of the Republic of Kazakhstan dated 02.07.2014 No. 225-V (shall be enforced upon expiry of ten calendar days after the date of its first official publication); dated 29.12.2014 No. 269-V (shall be enforced from 01.01.2015).

Article 6-2. Procedure for record registration of branch (representative)

Application in the form established by the Ministry of Justice of the Republic of Kazakhstan shall be filed to registering body for record registration of branch (representative). Application shall be signed by a person authorized by legal entity creating the branch (representative) and shall be under the seal of the legal entity (upon its availability).

Application shall be accompanied by receipt or other document confirming payment of registration fee to budget for record registration of the branch (representative).

Provision on the branch (representative) in three copies in Kazakh and Russian languages confirmed by legal entity, copies of charter (provision) and power of attorney of legal entity (with the exception of public and religious associations) issued to a head of the branch (representative) shall be represented additionally for the branches (representatives) of legal entities not related to the subjects of private enterprise, as well as joint stock companies.

Record registration of branches (representatives) of foreign legal entities shall be performed in the manner established by the legislative acts of the Republic of Kazakhstan for record registration of the branches (representatives) of legal entities of the Republic of Kazakhstan. Besides the documents provided by this procedure, unless otherwise established by international treaties ratified by the Republic of Kazakhstan, a legalized abbreviate from the trade register, constitutive documents or other legalized document of foreign legal entity confirming that the foreign legal entity creating the branch (representative) is a legal entity under the legislation of foreign state, as well as document confirming tax registration in a country of incorporation of foreign legal entity specifying the number of tax registration (or its analog) shall be represented additionally. Documents of foreign legal entity creating a branch (representative) shall be represented with notarized translation to Kazakh and Russian languages.

Upon creation of a branch (representative) by a state enterprise, the document confirming agreement of the National Bank or authorized body on management of state property (local executive body) to creation of a branch (representative) shall be represented additionally.

Footnote. The Law is supplemented by Article 6-2 in accordance with the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Law of the Republic of Kazakhstan dated 29.12.2014 No. 269-V (shall be enforced from 01.01.2015).

Article 6-3. State registration of legal entity created by reorganization

For the state registration of legal entity created by reorganization, it shall be filed to registering body as follows:

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

2) decision of owner of the property of a legal entity or body authorized by the owner, founders (participants), decision of body authorized by the constitutive documents of a legal entity, or court decision in cases provided by the legislative acts of the Republic of

Kazakhstan;

3) upon merger, alignment, transformation - transfer act, upon division, spin-off - separation balance sheet with specification of provisions on legal succession on obligations of reorganized legal entity approved by owner of the property of a legal entity or body that took decision on reorganization of legal entity, and decision of authorized body of a legal entity on approval of the transfer act and separation balance sheet;

4) document confirming written notification of creditors on reorganization of legal entity;

5) receipt or other document confirming the payment of registration fee to the budget for termination of activity of reorganized legal entity.

Legal entity shall be considered as reorganized from the date of state registration of newly created legal entities with the exception of cases of organization in the form of alignment.

Legal entity that terminated the activity upon merger, division, transformation shall be subject to exclusion from the National register of business identification numbers (exclusion from the National register of business identification numbers shall be performed by entering of details to it on termination of activity of a legal entity), that shall be stated in order on the state registration of newly created legal entity.

Legal entity that terminated the activity upon alignment shall be subject to exclusion from the National register of business identification numbers (exclusion from the National register of business identification numbers shall be performed by entering of details to it on termination of activity of a legal entity), that shall be stated in order on exclusion from the National register of business identification numbers or upon state reregistration, registration of introduced amendments and supplements in constitutive documents of a legal entity to which the reorganized legal entity is aligned.

Upon reorganization of subjects of natural monopolies, the agreement of the authorized body carrying out management in the scopes of natural monopolies and at regulated markets shall be represented to the registering body.

State registration of legal entity created by reorganization shall be performed in terms provided in Article 9 of this Article.

Footnote. The Law is supplemented by Article 6-3 in accordance with the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication).

Article 7. Constitutive documents of legal entities

Unless otherwise provided by this Law or other legislative acts of the Republic of Kazakhstan, the charter shall be represented to registering body.

Foundation agreement and charter are the constitutive documents of economic partnerships, joint stock companies, production cooperatives and associations of legal entities in the form of associations (unions).

Constitutive documents of economic partnerships, joint stock companies that shall be approved by one person (one participant) and other types of legal entities except for those mentioned in a part two of this Article of the Law are the charter (provision) and decision in written form on establishment of a legal entity (decision of a single founder).

In cases provided by the legislative acts of the Republic of Kazakhstan, legal entities that are non-commercial organizations may act on the basis of general provision on such type organizations.

Legal entities related to the subjects of small, medium and large business may carry out the activity on the basis of standard type charter the content of which shall be determined by the Ministry of Justice of the Republic of Kazakhstan.

In case if founders of legal entity took decision to carry out the activity on the basis of standard type charter, the representation of charter in the process of state registration of

legal entity shall not be required.

By this, three copies of application in the form established by the Ministry of Justice of the Republic of Kazakhstan certified notarially shall be represented to registering body with the exception of economic partnerships that are the subject of small and medium business.

Footnote. Article 7 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Laws of the Republic of Kazakhstan dated 29.09.2014 No. 239-V (shall be enforced upon expiry of ten calendar days after the date of its first official publication); dated 29.12.2014 No. 269-V (shall be enforced from 01.01.2015).

Article 8. Content of constitutive documents

Constitutive documents of legal entity shall contain a data provided by the legislation of the Republic of Kazakhstan independently from legal organizational form of a legal entity.

Provision of a branch (representative) shall contain name, location (addresses of all the premises of the bank's branch located within one oblast, city of republican significance, the capital), subject of activity, procedure for management and competence of a head of branch (representative), as well as name, location, subject of activity, data on state registration of legal entity creating the branch (representative).

Footnote. Article 8 as amended by the Laws of the Republic of Kazakhstan dated 05.01.2001 No. 135; dated 18.03.2004 No. 537 (shall be enforced upon expiry of six months from the date of its official publication); dated 23.12.2005 No. 107 (the order of enforcement see Article 2 of the Law No. 107); dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication).

Article 9. Terms of state registration (reregistration) of legal entities, record registration (reregistration) of branches (representatives) and issuance of documents

State registration (reregistration) of legal entities related to the subjects of private entrepreneurship, record registration (reregistration) of their branches (representatives), as well as state registration (reregistration) of legal entities-participants of the regional financial centre of the city of Almaty, with the exception of joint stock companies, their branches (representatives) carrying out the activity on the basis of charter that is not of standard type shall be performed no later than one business date next to the date of issuance of application accompanied by necessary documents.

State registration of legal entities related to the subjects of small and medium business, with the exception of legal entities-participants of the regional financial centre of the city of Almaty and joint stock companies, their branches (representatives), through the website of "electronic government" shall be carried out within one hour of business date from the date of filing the application.

State registration (reregistration), registration of introduced amendments and supplements to the constitutive documents of legal entities not related to the subjects of private entrepreneurship, as well as joint stock companies carrying out the activity on the basis of the charter that is not of standard type, with the exception of political parties, the record registration (reregistration) of their branches (representatives) shall be performed no later than ten business days next to the date of filing the application accompanied by necessary documents.

For legal entities related to the subjects of small business, their branches (representatives) with the exception of joint stock companies carrying out the activity on the basis of charter that is not of standard type, their branches (representatives), the issuance of certificate on state registration (reregistration) of legal entity, certificates on record

registration (reregistration) of branch (representative), return of application on state registration (reregistration) of legal entity (in case of carrying out the activity on the basis of standard type charter) shall be performed on the next business date after filing application accompanied by necessary documents.

For legal entities not related to the subjects of private enterprise, as well as joint stock companies carrying out the activity on the basis of charter that is not of standard type, with the exception of political parties, their branches (representatives), issuance of certificate on state registration (reregistration) of legal entity, certificate on record registration (reregistration) of the branch (representative), as well as return of charter (provision) shall be performed no later than fourteen business days from the date of filing application accompanied by necessary documents.

State registration (reregistration) of political parties and record registration (reregistration) of their branches (representatives) shall be performed no later than one month from the date of filing application accompanied by necessary documents.

In case of representing incomplete package of documents, existence of their deficiencies, necessity of receiving opinion of an expert (specialist) on constitutive documents, as well as on other grounds provided by the legislative acts of the Republic of Kazakhstan, the term of state (record) registration (reregistration), registration of termination of activity of legal entities, deregistration of branches (representatives), registration of introduced amendments and supplements to constitutive documents of legal entity not related to the subject of private entrepreneurship, as well as joint stock company, provisions on their branches (representatives) shall be interrupted until elimination of detected deficiencies or receipt of the relevant conclusion (opinion).

Footnote. Article 9 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Law of the Republic of Kazakhstan dated 29.12.2014 No. 269-V (shall be enforced from 01.01.2015).

Article 10. Payment of registration fee

Upon state registration (reregistration), state registration of termination of the activity of legal entities, record registration (reregistration), deregistration of their branches (representatives), the registration fee shall be collected in the manner determined by the Code of the Republic of Kazakhstan "On taxes and other compulsory payments to budget" (Tax Code) (hereinafter – Tax Code).

Footnote. Article 10 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication).

Article 11. Refusal in state (record) registration and reregistration of legal entities, branches (representatives)

Refusal in state registration (reregistration) of legal entities shall be carried out in cases of:

- 1) violation of procedure for creation, reregistration and reorganization of a legal entity established by the legislative acts of the Republic of Kazakhstan, non-conformance of constitutive documents to the Law of the Republic of Kazakhstan;
- 2) non-representation of transfer act or separation balance sheet or absence of provisions in them on legal succession of reorganized legal entity;
- 3) if legal entity or single founder (participant) of legal entity is inactive legal entity;
- 4) if individual that is a founder (participant) and (or) head of legal entity is a

single founder (participant) and (or) head of inactive legal entities and (or) recognized as incapable or partially capable, and (or) recognized as missing, and (or) declared as diseased, and (or) have outstanding or unexpunged conviction for crimes according to Articles 215, 216, 238 and 240 of the Criminal Code of the Republic of Kazakhstan, as well as in a case, if a founder (individual and (or) legal entity), head of legal entity, founder and (or) head of legal entity that created the legal entity are debtors according to enforcement order, with the exception of a person that is a debtor according to execution proceeding on recovery of periodical payments and that doesn't have debts according to execution proceeding on periodical recoveries more than three months;

5) representation of lost and (or) invalid documents certifying identity;

6) existence of court acts and regulations (prohibitions, arrests) of officers of justice and law enforcement bodies.

Additional grounds for refusal in state registration and reregistration of religious association shall be established by the Law of the Republic of Kazakhstan "On religious activity and religious associations".

Refusal in record registration and reregistration of the branch (representative) shall be carried out in cases of violation of the procedure for creation of the branch (representative) established by the legislative acts of the Republic of Kazakhstan, non-conformance of documents represented for record registration to the Laws of the Republic of Kazakhstan.

In case of refusal in state registration or reregistration of legal entity, record registration or reregistration of branch (representative), the registering body shall issue a substantiated refusal in written form to it containing a link to non-conformance of represented documents to requirements of the legislative act of the Republic of Kazakhstan in terms provided in Article 9 of this Law.

Return of paid registration fee for state (record) registration or reregistration of legal entities, their branches (representatives) shall be performed in cases provided by the Tax Code.

The grounds for refusal in state registration (reregistration) provided by this Article shall not apply to legal entities related to the subjects of small business.

Footnote. Article 11 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 NO. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Laws of the Republic of Kazakhstan dated 15.01.2014 No . 164-V (shall be enforced upon expiry of ten calendar days after the date of its first official publication); dated 07.03.2014 No. 177-V (shall be enforced upon expiry of ten calendar days after the date of its first official publication); dated 03.07.2014 No. 227-V (shall be enforced from 01.01.2015).

Article 12. Document confirming state (record) registration (reregistration) of legal entity, branch (representative)

Document confirming the state registration (reregistration) of legal entity, record registration (reregistration) of branch (representative) is a certificate issued by the registering body in the form established by the Ministry of Justice of the Republic of Kazakhstan.

Certificate on state registration (reregistration) of legal entity shall contain details on a date of its issuance, registering body, business identification number, date of state registration (reregistration), name and location of legal entity.

Certificate on record registration (reregistration) of branch (representative) shall contain details on the date of its issuance, registering body, business identification number, date of record registration (reregistration), name and location of branch (representative), name of legal entity that created the branch (representative).

Existence of document confirming the state registration (reregistration) of legal entity is a ground for beginning of activity requiring receipt of a license in accordance with the

Laws of the Republic of Kazakhstan. Legal capacity of legal entity in the scope of licensed activity shall be created from the date of receipt of the relevant license and shall be terminated from the date of termination of license validity or recognition as invalid in the manner established by the legislative acts of the Republic of Kazakhstan.

Footnote. Article 12 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Laws of the Republic of Kazakhstan dated 02.07.2014 No. 225-V (shall be enforced upon expiry of ten calendar days after the date of its first official publication); dated 29.09.2014 No. 239-V (shall be enforced upon expiry of ten calendar days after the date of its first official publication).

Article 13. State statistical record

Footnote. Article 13 is excluded by the Law of the Republic of Kazakhstan dated 19.03.2010 No. 258-IV.

Article 14. State reregistration of legal entity, record reregistration of branch (representative)

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

By this, it shall be represented to the registering body as follows:

- 1) application in the form established by the Ministry of Justice of the Republic of Kazakhstan;
- 2) decision or abbreviate from the decision of authorized body of a legal entity on state (record) reregistration providing introduction of amendments and supplements to the constitutive documents of legal entity, provision on branch (representative) affixed with seal of the legal entity (upon its availability);
- 3) three copies of constitutive documents (provisions) with introduced amendments and supplements for a legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, their branches (representatives);
- 4) originals of previous constitutive documents of a legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, provisions of their branches (representatives);
- 5) receipt or other document confirming payment of registration fee to the budget for the state reregistration of legal entity or record reregistration of branch (representative).

For the state reregistration of economic partnerships, on the ground of changing a composition of participants with the exception of economic partnerships in which keeping of register of participants of economic partnership is carried out by professional participant of securities market having a license for carrying out the activity on maintaining the system of registers of security holders, the document confirming alienation (cession) of right of leaving participant of economic partnership to the share in property (charter capital) of the partnership or its parts shall be represented in accordance with the legislative acts of the Republic of Kazakhstan and constitutive documents.

In case when the party of alienation (cession) contract of the right of leaving participant of economic partnership to the share in property (charter capital) of partnership or its part is an individual, the authenticity of a signature of the individual shall be subject to be notarized.

For the state reregistration of subjects of natural monopoly, the agreement of authorized body carrying out management in the scopes of natural monopolies and at regulated market shall be required; for reregistration of market subjects holding dominant or monopoly position at the relevant trade market, as well as state enterprises, legal entities, more than fifty percent of

stocks (participation shares in charter capital) of which belong to the state, and persons affiliated with them that will carry out their activity in the territory of the Republic of Kazakhstan, with the exception of cases when such creation is directly provided by the Laws of the Republic of Kazakhstan, the agreement of anti-monopoly body shall be required.

Introduction of amendments and supplements to the constitutive documents of banks, organizations carrying out separate types of banking operations, insurance and reinsurance organizations shall be carried out in recognition of special aspects provided respectively by the bank legislation of the Republic of Kazakhstan, legislation of the Republic of Kazakhstan on insurance and insurance activity.

Footnote. Article 14 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Laws of the Republic of Kazakhstan dated 21.06.2013 No. 106-V (shall be enforced upon expiry of ten calendar days after its first official publication); dated 29.12.2014 No. 269-V (shall be enforced from 01.01.2015).

Article 14-1. State registration of introduced amendments and supplements to the constitutive documents of legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, provisions on their branches (representatives)

In case of introduction of amendments and supplements to the constitutive documents of legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, provisions of their branches (representatives) that do not entail state (record) reregistration, the legal entity, branch (representative) shall notify registering body about this in a monthly term from the date of taking decision on introduction of amendments and supplements to the charter (provision).

Notification shall be accompanied by decision or abbreviate from the decision of authorized body of legal entity on introduction of amendments and supplements to the constitutive document, as well as the text of introduced amendments and supplements to the constitutive documents of legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, provisions of their branches (representatives) affixed with seal of the legal entity (upon its availability).

State registration of introduced amendments and supplements to the constitutive documents of legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, provisions on their branches (representatives) shall be carried out in cases of changing location, adoption of charter (provision) in a new wording.

For the state registration of introduced amendments and supplements to the constitutive documents of legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, provisions on their branches (representatives) that do not entail state (record) reregistration, it shall be represented to the registering body as follows:

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

2) decision or abbreviate from the decision of authorized body of a legal entity on introduction of amendments and supplements to the constitutive documents of legal entity, provision on branch (representative) affixed with seal of the legal entity (upon its availability);

3) three copies of a text of amendments and supplements to the constitutive documents of legal entity, provision on branch (representative) or three copies of the constitutive documents of legal entity, provision on branch (representative) drawn up in a new wording, affixed with seal of the legal entity (upon its availability);

4) originals of previous constitutive documents of legal entity, provisions on branch (representative);

5) document confirming the factual location (in case of changing the location).

Refusal in the state registration of introduced amendments and supplements to the constitutive documents of legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, provisions on their branches (representatives) shall be carried out in cases of:

1) violation of the procedure for introduction of amendments and supplements to the constitutive documents of legal entity, provision on branch (representative), non-conformance of the constitutive documents (provisions) to the Law of the Republic of Kazakhstan;

2) existence of court acts and regulations (prohibitions, arrests) of officers of justice and law enforcement bodies.

In case of refusal in the state registration of introduced amendments and supplements to the constitutive documents of legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, provisions on their branches (representatives), the registering body shall issue a substantiated refusal in written form to it containing a link to non-conformance of represented documents to requirements of the legislative act of the Republic of Kazakhstan in terms provided in Article 9 of this Law

Upon change of location of legal entity related to the subject of private entrepreneurship, with the exception of joint stock company, their branches (representatives), the legal entity, branch (representative) shall notify the registering body about this on factual address in a monthly term from the date of adoption of decision on change of location.

Footnote. The Law is supplemented by Article 14-1 in accordance with the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Law of the Republic of Kazakhstan dated 29.12.2014 No. 269-V (shall be enforced from 01.01.2015).

Article 15. Issuance of duplicate of the charter (provision) of legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, their branches and representatives

Upon application of a legal entity, the registering body shall perform issuance of duplicate of the charter (provision) of legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, their branches and representatives within three business days.

For issuance of duplicate of the charter (provision) of legal entity that doesn't relate to the subject of private entrepreneurship, as well as joint stock company, their branches and representatives, it shall be represented as follows:

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

2) decision or abbreviate from the decision of authorized body of a legal entity on receipt of duplicate of the charter (provision) affixed with seal of the legal entity (upon its availability);

3) document confirming the publication of information on loss of origin of the charter (provision) in periodic printed publication.

Footnote. Article 15 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Law of the Republic of Kazakhstan dated 29.12.2014 No. 269-V (shall be enforced from 01.01.2015).

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

For the state registration of termination of the activity of legal entity, on the ground of liquidation, it shall be represented as follows:

- 1) application on state registration of liquidation of legal entity in the form established by the Ministry of Justice of the Republic of Kazakhstan;
- 2) decision of owner of the property of legal entity or body authorized by the owner or body of legal entity authorized by the constitutive documents affixed with seal of the legal entity (upon its availability);
- 3) document confirming the publication of information on liquidation of legal entity, procedure and terms of laying claims by creditors in official print publications of the Ministry of Justice;
- 4) certificate on absence of debts on customs duties, taxes and customs fees;
- 5) testimony on cancellation of issuance of stocks (for joint stock companies);
- 6) document on destruction of seal of legal entity (upon its availability);
- 7) receipt or another document confirming payment of registration fee to the budget for the state registration of termination of the activity of legal entity, with the exception of legal entities that are the subjects of small and medium business;
- 8) constitutive documents.

Application on state registration of liquidation of legal entity shall be represented to the registering body no earlier than upon expiry of two months from the date of publication of information on liquidation of legal entity.

State registration of termination of the activity of legal entity liquidated under the court decision, shall be carried out on the basis of court decision and court ruling on termination of liquidating proceeding.

For the state registration of termination of the activity of state enterprise privatized as property complex, a buyer shall represent:

- 1) application on state registration in the form established 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 state enterprise as property complex;
- 3) copy of buy-and-sell agreement of property complex of state enterprise;
- 4) copy of transfer act of state enterprise;
- 5) receipt or another document confirming payment of registration fee to the budget for the state registration of a legal entity or record registration of branch (representative).

After receipt of the decision on liquidation of legal entity, the registering body shall inspect conformance of procedure for liquidation established by the legislative acts of the Republic of Kazakhstan, introduce details on liquidation of legal entity to the National register of business identification numbers.

On the basis of details of the National Register of business identification numbers, the bodies of government revenues shall represent details on absence (existence) of debts for taxes, debts for compulsory pension contributions and social expenditures of a legal entity terminating the activity or refuse in representing mentioned details on debts in case of non-fulfillment of the tax obligation by such legal entity in the manner established by the Tax Code.

If in the process of inspection, the violations of the procedure for liquidation are not detected, the registering body shall register termination of the activity of legal entity within five business days next to the date of filing the application on state registration of liquidation of legal entity accompanied with necessary documents. State registration of termination of the activity of subject of natural monopoly shall be carried out by the registering body with preliminary agreement of authorized body carrying out the management in the scopes of natural monopolies and at the regulated markets.

Upon detection of violations of the procedure for liquidation of legal entity, as well as in cases of existence of not deregistered branches (representatives) of liquidated legal entity, existence of debts for taxes, debts for compulsory pension contributions and social expenditures or refusal of the bodies of government revenues in representing the mentioned

details on debts in cases of non-fulfillment of the tax obligation by such legal entity in the manner established by the Tax Code, the registering body shall pass a decision on refusal in the state registration of termination of the activity of legal entity.

Legal entity shall be considered as terminated its activity after introduction of details about this to the National Register of business identification numbers.

Footnote. Article 16 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Laws of the Republic of Kazakhstan dated 07.11.2014 No. 248-V (shall be enforced upon expiry of ten calendar days after the date of its first official publication); dated 29.12.2014 No. 269-V (shall be enforced from 01.01.2015).

Article 16-1. Deregistration of branch (representative) of legal entity

Branch (representative) shall be subject to deregistration on the basis of:

- 1) application of legal entity on termination of the activity of branch (representative) in the form established by the Ministry of Justice of the Republic of Kazakhstan;
- 2) provision on branch (representative);
- 3) receipt of another document confirming payment of registration fee to the budget for deregistration of branch (representative).

On the basis of details of the National Register of business identification numbers, the bodies of government revenues shall represent details on absence (existence) of debts for taxes, debts for compulsory pension contributions and social expenditures of a branch (representative) of foreign legal entity terminating the activity or refuse in representing mentioned details on debts in case of non-fulfillment of the tax obligation by such branch (representative) of foreign legal entity in the manner established by the Tax Code.

Deregistration of the branch (representative) of legal entity in respect of which the court passed decision on compulsory liquidation shall be carried out on the basis of such decision accompanied by:

- 1) provision on a branch (representative);
- 2) receipt or another document confirming payment of registration fee to the budget for deregistration of a branch (representative).

Upon detection of violations of procedure for termination of the activity of a branch (representative) of legal entity established by the legislative acts of the Republic of Kazakhstan, as well as in cases of existence of debts for taxes, taxes for compulsory pension contributions and social expenditures of a branch (representative) of foreign legal entity or refusal of the bodies of government revenues in representing such details on debts in case of non-fulfillment of the tax obligations by such branch (representative) of foreign legal entity in the manner established by the Tax Code, the registering body shall pass decision on refusal in deregistration of the branch (representative).

Deregistration of a branch (representative) of legal entity shall be carried out within five business days next to the date of filing the application of a legal entity on termination of the activity of a branch (representative) accompanied by necessary documents.

Footnote. Article 16-1 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication); as amended by the Law of the Republic of Kazakhstan dated 07.11.2014 No. 248-V (shall be enforced upon expiry of ten calendar days after the date of its first official publication).

Article 17. Consideration of disputes

Refusal in state registration of legal entities and record registration of branches (representatives), as well as avoidance from such registration, equally as other disputes between founders of a legal entity and registering bodies may be appealed in court.

Footnote. Article 17 is in the wording of the Law of the Republic of Kazakhstan dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication).

Article 18. Responsibility for violation of the Law

Activity in capacity of a legal entity without state registration shall not be allowed. Incomes received from the activity without state registration shall be withdrawn to the revenue of republican budget in accordance with the legislation of the Republic of Kazakhstan.

For non-representation of details in a monthly term on change of data of a legal entity entailing its state reregistration in the manner established by the Law, the responsibility shall be incurred in accordance with the Laws of the Republic of Kazakhstan.

in case of illegal refusal in the state (record) registration (reregistration) of legal entities, branches (representatives), registration of introduced amendments and supplements to the constitutive documents of legal entities, provisions on their branches (representatives) by the registering body, the applicant shall have the right to require compensation for losses incurred by him (her) in a judicial proceeding.

In case of non-presentation of documents by a joint-stock company for the state registration of issuance of stocks or assignment of national identification numbers to the National Bank in established terms, this company shall be subject to liquidation or transformation in the manner established by the legislative acts of the Republic of Kazakhstan.

Footnote. Article 18 as amended by the Laws of the Republic of Kazakhstan dated 05.01.2001 No. 135; dated 29.10.2002 No. 348; dated 18.03.2004 No. 537 (shall be enforced upon expiry of six months from the date of its official publication); dated 05.07.2012 No. 30-V (shall be enforced upon expiry of ten calendar days after its first official publication); dated 24.12.2012 No. 60-V (shall be enforced upon expiry of ten calendar days after its first official publication).

Article 19. Procedure for entering of this Law into force

This Law enters into force from the date of publication.

*The President
of the Republic of Kazakhstan*