

Annex III

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

On State Registration of Juridical Persons and Statistical Registration of Branches and Representative Offices

Article 1. The Concept of State Registration of Juridical Persons and Statistical Registration of Branches and Representative Offices

State registration of juridical persons shall include the examination of the compliance of constituent and other documents, submitted for state registration, with the legislative acts of the Republic of Kazakhstan, the issuance of a certificate on state registration with assignment of the registration number, and entering of juridical persons data into the unified State Register.

Statistical registration of branches and representative offices shall include the examination of the compliance of the documents, submitted for statistical registration, with the legislative acts of the Republic of Kazakhstan, issuance of a certificate on statistical registration with assignment of registration number, and entering of data on branches and representative offices into the unified register of the branches and representative offices.

Article 2. The objectives of the state registration of juridical persons and statistical registration of branches and representative offices

State registration of juridical persons and statistical registration of branches and representative offices shall be carried out with the purposes of:

averment of the fact of establishment, reorganization and termination of the juridical person as well as the establishment and termination of branches and representative offices;

registration of established, reorganized and terminated juridical persons as well as the established, reorganized and terminated branches and representative offices on the territory of the Republic of Kazakhstan;

keeping the unified state register of juridical persons and the register of branches and representative offices;

sale of the information about juridical persons, their branches and representative offices (except for the information, being official or commercial secret) according to tariffs fixed by anti-monopoly agency.

Article 3. Juridical persons, branches and representative offices subject to registration

All juridical persons established on the territory of the Republic of Kazakhstan, irrespectively of the purposes of establishment, type and origin of their activity, the composition of participants (members) shall be subject to registration.

Branches and representative offices of juridical person, located on the territory of the Republic of Kazakhstan shall be subject to statistical registration, without assignation of the rights of the juridical person.

Article 4. State bodies carrying out registration

State registration of juridical persons and statistical registration of branches and representative offices shall be carried out by justice institutions (registration bodies).

Article 5. Competence of the Ministry of Justice of the Republic of Kazakhstan when carrying out state registration of juridical persons and statistical registration of branches and representative offices

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

- state registration of juridical persons and statistical registration of branches and representative offices in accordance with this Law;
- keeping of Unified State Register of juridical persons and the register of branches and representative offices in accordance with the procedure established by the legislation of the Republic of Kazakhstan;
- methodical guidance of the activities on state registration of juridical persons and statistical registration of branches and representative offices;
- control over the observance of the requirements of this Law by the territorial bodies of the Ministry of Justice;
- consideration of complaints on actions of its territorial bodies regarding state registration of juridical persons and statistical registration of branches and representative offices;
- submission of information to the state bodies with controlling and supervising functions at their request in cases provided for by the legislation of the Republic of Kazakhstan.

Article 6. The procedure for the state registration of juridical persons

For registration of the juridical person an application shall be submitted to the registration body in the form established by the Ministry of Justice of the Republic of Kazakhstan and constitutive documents, specified in the Article 7 of this Law, written in state and Russian languages and presented in three copies.

In the cases stipulated by the legislation of the Republic of Kazakhstan for the registration of the juridical person dealing with banking and insurance activity, it is necessary additionally to obtain the permission of the authorized state body on regulating and supervision of financial market and financial institutions, and for the statistical registration of branches and banks' representative offices as well as insurance (reinsurance) organizations there shall be the consent of the above mentioned body.

Territorially isolated bank subdivisions of banks, which are not branches or representative offices, shall be established in the order determined by the banking legislation and shall not be subjected to the registration (state) records.

For the registration of the juridical person dealing with attraction of pension payments as well as execution of pension payments, it is necessary for it's opening to obtain the permission of the authorized state body on regulating and supervision of financial market and financial institutions.

In cases when the founder of the juridical person is another juridical person, the statement from the taxation body on the absence of debts of the founder juridical person should be presented along with the constitutive and other documents.

State registration of market participants, holding dominant (monopolistic) position on the appropriate market of goods (works, services), as well as subjects of natural monopolies, shall be carried out with the preliminary consent of anti-monopoly agency.

Application shall be signed by the founder or by a person authorized by the founder with constitutive documents enclosed, certified in accordance with the procedure established by the legislation of the Republic of Kazakhstan.

Registration of juridical persons with foreign participation shall be carried out in the order established for the registration of juridical persons of the Republic of Kazakhstan. In addition to the documents stipulated by this order, if it is not otherwise established by the international treaties, ratified by the Republic of Kazakhstan, the following documents shall be submitted:

legalized extract from the commercial register or any other legalized document, certifying that the founder – foreign juridical person is a juridical person according to the legislation of a foreign country with the translation into the state and Russian languages notarized;

passport copy or any other document identifying the person of the founder – foreign juridical person, with translation into the state and Russian languages notarized.

Registration of non-governmental and religious organizations shall be carried out in the order established by this Article considering the peculiarities provided for by the Laws of the Republic of Kazakhstan “On non-governmental organizations”, “On freedom of belief and religious organizations”.

Simultaneously the registration body shall be provided with the document identifying the location of the juridical person as well as the receipt or any other document for confirmation of payment of juridical persons state registration fee into the budget. Small enterprises shall not submit the document identifying their location.

For the registration of the juridical person formed as a result of reorganization of one or several juridical persons there shall be an assignment or separation balance sheet, the document certifying the written notice of the creditors of the reorganized juridical person on such reorganization.

The claim for any documents and information, in addition to those stipulated by this Law or other legislative acts, shall be prohibited.

Article 6-1. The procedure for statistical registration of branch and representative office

For the statistical registration of a branch or representative office there shall be submitted an application in due form established by the Ministry of Justice of the Republic of Kazakhstan. The application shall be signed by a person authorized by the juridical person, arranging branch or representative office.

The decision of a juridical person to establish a branch (representative office), sealed by the juridical person, three copies of the statement of the branch (representative office) in the state and Russian languages, approved by the juridical person, copies of the charter (statement) and the state registration certificate of the juridical person, letter of attorney form the juridical person (except for non-governmental and religious organizations), issued to the head of the branch (representative office), documents confirming payment of state registration fee and location of the branch (representative office) shall be attached to the application.

The registration of branches and representative offices of foreign juridical persons shall be carried out in accordance with the procedure established by the legislation of the Republic of Kazakhstan for the registration of branches and representative offices of juridical persons of the Republic of Kazakhstan. In addition to the documents stipulated by this procedure, there shall be legalized extract from the commercial register or other legalized document of foreign juridical person, which confirms that the foreign juridical person, establishing the branch (representative office) is a juridical person under the legislation of a foreign country if other is not provided by the international treaties, ratified by the Republic of Kazakhstan. Documents of the foreign juridical person, establishing the branch (representative office) shall be submitted with notarized translation into the state and Russian languages.

Article 7. Constitutive documents to be submitted by the juridical persons for the registration

Registration body shall be submitted with the charter if otherwise is not provided by the legislative acts of the Republic of Kazakhstan.

The constitutive documents of the economic partnership, joint-stock companies, production cooperatives and unions of juridical entities in the form of associations (unions) shall be constituent agreement and charter.

The constitutive documents of economic partnerships, joint-stock companies, being established by one person (one participant), and other types of juridical persons, except for those specified in the part two of this article of the Law shall be the charter or statement.

Juridical persons being not commercial organization shall act on the basis of general provision on organizations of such type of the Republic of Kazakhstan in cases provided for by the legislative acts of the Republic of Kazakhstan.

Small enterprise juridical person may carry out it's activity on the basis of standard charter, the content of which shall be determined by the Government of the Republic of Kazakhstan.

Article 8. The content of constitutive documents

Constitutive documents of the juridical person shall include the data provided for by the legislation of the Republic of Kazakhstan, depending on the organizational and legal form of the juridical person.

Statement on the branch (representative office) shall contain the name, location, subject of activity, management procedures and competence of the head of the branch (representative office), as well as the name, location, subject of activity, data on registration of the juridical person establishing the branch (representative office).

Article 9. The terms of the state registration (reregistration) of juridical persons and statistical registration (re-registration) of branches and representative offices

State registration (re-registration) of small enterprises and statistical registration (re-registration) of its branches and representative offices shall be carried out not later than three days since the day of submission of the application with all necessary documents attached. The state registration (re-registration) of other juridical persons and statistical registration (re-registration) of their branches and representative offices – not later than 10 working days since the day of the submission of the application with the necessary documents attached.

The term of the state registration shall be terminated in cases when of submission of incomplete package of documents, with imperfections, the necessity of obtaining the expert's (specialist's) report on constitutive documents, as well as on other grounds, stipulated by the legislative acts of the Republic of Kazakhstan.

Article 10. Payment for the State Registration (Records)

There shall be the charge collected in accordance with the procedure established by the Taxation Code of the Republic of Kazakhstan upon the state registration (records) of establishment and termination of economic activities of the juridical persons, their branches and representative offices, their re-registration, as well as of obtaining the duplicate of the certificate on state registration (records).

Article 11. Refusal in State Registration (Records) and Re-registration

Breach of the procedure of establishment and reorganization of the juridical person, established by the legislative acts of the Republic of Kazakhstan, non-conformity of constitutive documents with the legislative acts of the Republic of Kazakhstan, as well as failure to submit a transfer deed or separation balance sheet or absence of provisions on juridical succession of the reorganized juridical person shall entail refusal in state registration and re-registration of the juridical person.

Refusal in registration or reregistration of a branch (representative office) can take place in cases of infringement of the procedure for establishing of a branch (representative office) established by the legislation of the Republic of Kazakhstan, non-conformity of the documents submitted for registration or reregistration with the Laws of the Republic of Kazakhstan.

In case of refusal in state registration or re-registration of the juridical person, statistical registration or re-registration of the branch (representative office), the registration authority shall give to the juridical person the reasoned reply in writing on the refusal within the time frame stipulated in the Article 9 of this Law, referring to non-conformity of the submitted documents with the requirements of legislative acts of the Republic of Kazakhstan.

Refund of the fee paid for the state (records) registration or re-registration of juridical persons, their branches and representative offices shall be carried out in cases provided for by the Tax Code of the Republic of Kazakhstan.

Article 12. The Certificate of the State (Records) Registration or Re-registration

Following the results of the examination of conformity of the constitutive and other documents of juridical persons with the legal acts of the Republic of Kazakhstan, the registration authority shall issue the state registration certificate to the newly established juridical person and re-registration certificate to the re-registered juridical person. Branches and representative offices shall be granted with certificate of the records registration, and in case of re-registration they shall be given the certificate of records re-registration.

To open a bank account juridical person shall present state registration certificate of the juridical person or certificate of the statistical registration of the branch or representative office.

The issuance of the state registration certificate of the juridical person shall not be regarded as a ground for commencement of activity which requires acquisition of license in accordance with the Laws of the Republic of Kazakhstan. Legal capacity of the juridical person in the area of licensable activity shall be initiated from the moment of obtaining of the appropriate license and shall be terminated since the time of its removal, expiration of validity or invalidation in accordance with the procedure established by the legislative acts of the Republic of Kazakhstan.

Article 13. State Statistical Registration

The registration authority shall notify the state statistics body about the state (records) registration (reregistration), registration of termination of activity and about changing of the location of the juridical person, branch, and representative office within 1 working day following the day of registration.

The form of notification and the order of its submission to the state statistics bodies shall be approved by the Ministry of Justice of the Republic of Kazakhstan on co-ordination with the authorized state statistics body.

The state statistics bodies based on the notification of the registration authority shall assign unified identification and other systematic-registration codes within two working days to the juridical persons, branches and representative offices and enter the information about them into the State statistics register.

The document, confirming the assignment of unified identification and other systematic-registration codes and registration in the state statistical register shall be the statistical card which is to be sent to the registration agency within one working day following the day of registration for giving it to the juridical person, branch or representative office, which have passed the state (records) registration or reregistration.

The state statistical bodies shall send notification to the taxation bodies within the term of one working day following the day of assignment of the unified identification and other systematic-registration codes to the juridical persons, branches and representative offices for the state registration of a taxpayer.

Article 14. Re-registration of the juridical person, branch or representative office

In cases provided for by the legislative acts of the Republic of Kazakhstan, juridical person shall be subject to the re-registration in accordance with the legislation of the Republic of Kazakhstan.

At that the following documents shall be submitted to the registration authority: the decision or extract of the resolution of the authorized body on the introduction of amendments and addenda into the constitutive documents, under the seal of the juridical person, constitutive documents with introduced amendments, notarized, in cases provided for by the legislative acts of the Republic of Kazakhstan, document, confirming payment of fees for the state registration of juridical persons to the budget.

In case, when the composition of the participants of the juridical person (shareholders of closed joint-stock company) includes a new participant – juridical person, then the reference of the taxation body on the absence of tax debt of the new participant - juridical person along with the constitutive documents shall be submitted to the registration agency.

For re-registration of the economic partnerships on the grounds of change of the participants composition, except for the economic partnerships with not less than one hundred participants, the document confirming alienation (concession) or transfer of the right of the leaving participant for share in the property (charter capital) shall be submitted in accordance with the legislation of the Republic of Kazakhstan and constitutive documents.

For re-registration of subjects of natural monopoly the consent of the anti-monopoly agency shall be required.

Upon reorganization of the juridical person, the transfer deed or separation balance sheet with specification of provisions on legal succession under the obligations of reorganized juridical person shall be submitted to the registration authority.

Registration authority shall inform taxation bodies at the place of location of the juridical person within 10 days on state re-registration made, as well as on the change of location of the juridical person.

Introduction of amendments and addenda into the constitutive documents of banks, organizations, carrying out certain types of bank operations, insurance and reinsurance organizations, as well as saving pension funds shall be done taking into account the peculiarities provided for by the banking legislation of the Republic of Kazakhstan correspondingly, by the legislation of the Republic of Kazakhstan on insurance and insurance activities and legislation of the Republic of Kazakhstan on pension provision.

Branches and representative offices shall be subject to re-registration in case of change in name.

Article 15. Issuance of the duplicate certificate of state registration of juridical person and statistical registration of the branch and representative office

Registration body shall issue the duplicate of the state registration certificate and statistical registration of branches and representative offices upon the application of the juridical person within three working days.

For issuance of the duplicate state registration certificate of the juridical person and statistical registration of branches and representative offices, a fee for the state registration shall be collected in accordance with the procedure established by the Taxation Code of the Republic of Kazakhstan.

Article 16. Registration of termination of juridical person's activities

The body, carrying out the state registration of juridical persons, having obtained resolution on liquidation or reorganization of the juridical person, shall check the observance of the procedure of liquidation or reorganization, stipulated by the legislative acts of the Republic of Kazakhstan.

For registration of the termination of juridical person's activity on the ground of liquidation the following papers shall be submitted:

- 1) application for registration of liquidation in the due form, established by the Ministry of Justice of the Republic of Kazakhstan;
- 2) resolution of property owner of the juridical person or a body authorized by the owner, or the body of the juridical person, authorized for this by the constitutive documents, under the seal of the juridical person;
- 3) constitutive documents, certificate of state registration (re-registration) and statistical card;
- 4) document confirming publishing in the publication of information on the liquidation of the juridical person, the procedure and terms of statement of claim by creditors;
- 5) intermediate liquidation balance sheet, containing the information on the composition of the property of the juridical person to be liquidated, the list of creditors' claims, as well as the results of their consideration;
- 6) liquidation balance sheet;
- 7) decision of the owner of the property of juridical person or any other body, which made a decision on liquidation of the juridical person, on approval of intermediate and liquidation balance sheets, under the seal of the juridical person;
- 8) document with information concerning the liquidation of juridical person's seal;
- 9) document, confirming deregistration of branches and representative offices of the juridical person to be liquidated (if present);
- 10) reference concerning absence of tax liability;
- 11) reference of customs bodies on the absence of debts on customs duties and incomplete foreign transactions;
- 12) notification of the authorized body on annulment of shares issue (for joint-stock companies);
- 13) receipt or document confirming payment of fee for state registration of juridical persons into the budget.

Registration of termination of activity of the juridical person, liquidated under the court decision, shall be carried out on the grounds of court decision.

If no infringement of the established procedure of liquidation or reorganization has been found during the check, the registration agency shall register termination of juridical person's activity within 10 days. Registration of termination of activity of market participant, being dominant (monopolist) on the corresponding market of goods (works and services) as well as

subjects of natural monopoly shall be carried out by the registration agency with preliminary consent of anti-monopoly agency.

Under the exposure of infringements of the established procedure of liquidation or reorganization of juridical person, the registration agency shall make a decision on refusal in registration.

Juridical person shall be considered as ceased its activity after the entering the note of this fact into the Single State Register of juridical persons.

Registration of a juridical person established as result of reorganization of the other juridical person shall be carried out in accordance with the procedure established by the Article 6 of this Law.

Upon reorganization of the joint-stock company the notification of the authorized body on annulment of all issues of shares of the given joint-stock company shall be submitted to the registration agency.

Article 16-1. Removal from the Register of the branch and representative office of the juridical person

Branch (representative office) shall be subject to removal from the register on the ground of the decision of a juridical person on termination of activity of branch (representative office), original certificate of statistical registration (re-registration) and the statement of the branch (representative office), receipt or a document, confirming payment of the fee for the state registration of juridical persons.

For removal from the register of the branch (representative office) beside the documents specified in the first part of this Article it is necessary to submit the reference of the taxation body at the place of location of the branch (representative office) on absence of tax liabilities.

Article 17. Consideration of disputes

Refusal in state registration as well as avoidance of such registration likewise other disputes between the founders of the juridical person and state body, carrying out registration, can be appealed at the court.

Article 18. Responsibility for Infringement of Law

The activity of juridical person without state registration shall not be allowed. Revenues obtained as a result of activity without state registration shall be withdrawn to the Republican budget in accordance with the legislation of the Republic of Kazakhstan.

For non-submission within one month of the information concerning changes of juridical person details, entailing its reregistration in accordance with the procedure established by the law, the responsibility in accordance with the Laws of the Republic of Kazakhstan shall come into effect.

In case of illegal refusal in registration of the juridical person and statistical registration and re-registration of the branch (representative office) by the registration agency the applicant shall have right to claim compensation for losses judicially

In case of failure by the joint-stock company to present documents for state registration of issue of shares or assignment of national identification numbers into the authorized body within the established terms, such company shall be subject to liquidation or reorganization in accordance with the procedure established by the legislative acts of the Republic of Kazakhstan.

Article 19. The procedure for the entry of this law into the force

This Law shall come into force since the day of its publication.

President of the Republic of Kazakhstan