

**Law of the Republic of Kazakhstan dated April 17, 1995 № 2198
On State Registration of Legal Entities, Branches and
Representations**

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For the attention of users!

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Footnote. The heading has amendments, preliminary statement is excluded, the words – by Law of RK dated 29.10.2002 #348 – are replaced throughout the whole text.

Article 1. The concept of state registration of legal entities and registration of branches and representative offices

The state registration of legal persons include meeting the constituent and other documents submitted for state registration laws of the Republic of Kazakhstan, the issuance of the certificate of state registration and given a registration number, inclusion of information about entities in a single State register.

Registration of branches and representative offices includes checking the conformity of the documents submitted for registration, the legislative acts of the Republic of Kazakhstan, the issuance of certificates of registration and given a registration number, record the details of the branches and representative offices in the register of branches and representative offices.

Footnote. Article 1 is in version of Law of RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publications).

Article 2. The objectives of the state registration of legal entities and registration of branches and representative offices

State Registration of Legal Entities and Registration of branches and representations made in order to:

certification of facts of establishment, reregistration, registration of amendments and additions to constitutional documents, reorganization and termination of legal entity, also establishment, record reregistration, registration of amendments and additions in documents and cease of of activity of branches and representative offices;

records created, restructured and ceased its operations of legal entities, as well as established and passed record reregistration and ceased their activities of branches and representative offices in the territory of the Republic of Kazakhstan;

creating of National register of business-identification numbers;

realization of public information about legal entities, their branches and representative offices (excluding information on business and commercial secret) according to the procedure established by legislation of the Republic of Kazakhstan.

Footnote. Article 2 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication).

Article 3. The legal entities, branches and offices to be registered

State registration subject to all legal entities established in the territory of the Republic of Kazakhstan, regardless of the purpose of their establishment, type and nature of their activities, participants (members).

Branches and representative offices of legal entities located in the territory of the

Republic of Kazakhstan are subject to registration with the acquisition of legal personality.

Footnote. Article 3 is with amendments made by Laws of the RK dated 29.10.2002 #348; dated 18.03.2004 #537 (shall be entered into force upon the expiry of six months from the day of its first official publication).

Article 4. State authorities making registration

Judicial authorities make state registration of legal entities and record registration of branches and representative offices (registering authorities).

Footnote. Article 4 is in version of Law of RK dated 23.03.2000 #40; with amendments made by laws of the RK dated 29.10.2002 #348; dated 05.06.2006 #146 (order of entering into force refers to art.2); dated 05.07.2012 #30-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); dated 24.11.2015 #422-V (shall be entered into force from 01.01.2016).

Article 5. Competence of the Ministry of Justice of the Republic of Kazakhstan in making state registration of legal entities and record registration of branches and representative offices

The Ministry of Justice of the Republic of Kazakhstan shall:

make state registration of legal entities and record registration of branches and representative offices in accordance with this Law;

maintain the National Register of business identification numbers;

provide methodological guidance for state registration of legal entities and record registration of branches and representative offices;

monitor the compliance of the territorial bodies of the Ministry of Justice with provisions of this Law;

review complaints on the actions of its territorial agencies related to state registration of legal entities and record registration of branches and representative offices;

provide information to the government authorities vested with control and supervisory functions, as requested, in the cases provided for by legislative acts of the Republic of Kazakhstan;

exercise other authorities provided for 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 is with amendments made by laws of the RK dated 19.06.1997 #132; dated 23.03.2000 #40; dated 02.03.2001 #162; dated 29.10.2002 #348; dated 18.03.2004 #537 (shall be entered into force upon the expiry of six months from the day of its first official publication); dated 05.07.2011 #452-IV (shall be entered into force from 13.10.211); dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication).

Article 6. Procedure order of state registration of legal entities

For state registration of legal entity, an application shall be filed to the registering authority in the form established by the Ministry of Justice of the Republic of Kazakhstan with the statutory documents referred to in Article 7 of this Law attached. These documents shall be compiled in the Kazakh and Russian languages and submitted in three copies.

Articles of Association (Regulations) of legal entities attributed as the medium and large enterprises, their branches and representative offices, except for the articles of association (regulations) of joint stock companies, their branches and representative offices, shall not be submitted for the state registration.

State registration of a legal entity which is a subject of small business, shall be made in accordance with the procedure provided for in Article 6-1 of this Law.

In cases provided by legislation of the Republic of Kazakhstan for state registration of legal entity nature of business of which is rendering financial services, additionally requires permission from the National Bank of the Republic of Kazakhstan (hereinafter refer to as – the National Bank).

For state registration of legal entities - members of the Regional Financial Center of Almaty city, an application shall be submitted to the registering authority in form established by the National Bank of the Republic of Kazakhstan (hereinafter - the National Bank). Information about legal entities - participants of the Regional Financial Center of Almaty city shall be entered by judicial authorities into the National Register of business identification numbers on the basis of notification letters sent by the National Bank.

In the cases provided for by the legislation of the Republic of Kazakhstan, for the state registration of a legal entity, the main activity of which is provision of financial services, the permission of the National Bank is also required.

State registration of market entities having dominant or monopolistic position on the relevant market, as well as of the state-owned enterprises, legal entities, more than fifty per cent of shares (participation shares in the authorized capital) of which belong to the state, and of their affiliated entities, which will operate on the territory of the Republic of Kazakhstan, except for cases when such establishment is directly provided by the laws of the Republic of Kazakhstan, decrees of the President of the Republic of Kazakhstan or resolutions of the Government of the Republic of Kazakhstan, shall be carried out by registering authority with the consent of antimonopoly body. Antimonopoly body shall submit to registering authorities the register of market entities having dominant or monopolistic position on the relevant market and the list of the state-owned enterprises, legal entities, more than fifty per cent of shares (participation shares in the authorized capital) of which belong to the state, and of their affiliated entities established with the consent of antimonopoly body.

For state registration of a legal entity attributed as medium and large business, an application shall be signed and submitted to the registering authority by the founder or co-founder or person authorized by the founder in cases where a foreigner or a foreign legal entity, the Government of the Republic of Kazakhstan or state authority or National Bank is the sole founder. The statutory documents certified by a notary in the cases provided for by legislative acts of the Republic of Kazakhstan application shall be attached to the application.

For state registration of a legal entity, which is not subject of private entrepreneurship, an application shall be signed and submitted to the registering authority by the founder (s) or authorized person. The statutory documents certified by a notary in the cases provided for by legislative acts of the Republic of Kazakhstan application shall be attached to the application.

State registration of legal entities attributed as subjects of medium and large enterprises with foreign investments shall be made in the manner established for the state registration of legal entities of the Republic of Kazakhstan attributed as medium and large businesses. Unless otherwise is established by international agreements ratified by the Republic of Kazakhstan, the following documents shall be attached additionally to the application:

legalized extract from the Commercial Register or any other legalized document certifying that the parent company - foreign entity is a legal entity under the laws of a foreign country, with notarized translation into Kazakh and Russian languages;

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

State registration of public and religious associations shall be made in the manner established by this Article, taking into account specific features provided for by the Laws of the Republic of Kazakhstan “On Public Associations”, “On political parties”, “On Religious Activity and Religious Associations”.

At the same time registering authority is submitted with a receipt or any other document confirming payment of the registration fee for the state registration of a legal entity, with the exception of legal entities related to small and medium-sized businesses.

Requiring of any documents and information, except for as provided by this Law and other legislative acts of the Republic of Kazakhstan, is prohibited.

State registration of a legal entity can be made on the basis of the electronic application

submitted through the Internet, in the manner established by the Ministry of Justice of the Republic of Kazakhstan.

At the state registration of a legal entity related to the subject of private enterprise, the subject determines the category, in accordance with the criteria of the private enterprise subject, established by the legislation of the Republic of Kazakhstan on private enterprise, and indicates it in an application.

Footnote. Article 6 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by laws of the RK dated 02.07.2014 #225-V (shall be entered into force upon the expiry of ten calendar days after the day of its first official publication); dated 29.12.2014 #269-V (shall be entered into force from 01.01.2015); dated 22.04.2015 #308-V (shall be entered into force upon the expiry of ten calendar days after the day of its first official publication); dated 29.10.2015 #376-V (shall be entered into force from 01.01.2016); dated 24.11.2015 #422-V (shall be entered into force from 01.01.2016).

Article 6-1. Notification procedure for state registration of a legal entity attributed as the small business

For the state registration of a legal entity related to a small business, registering authority is submitted by the founder (s) with a notification of the commencement of business activities in the form prescribed by the Ministry of Justice of the Republic of Kazakhstan.

State registration of a legal entity related to a small business can be carried out by submitting an electronic notification that is filled on the web portal of “electronic government”.

Articles of associations (regulations) of legal entities attributed as small business entities, their branches and representative offices are not subject to state registration.

State registration of legal entities attributed as small businesses with foreign investments shall be made in accordance with the procedure established for the registration of legal entities of the Republic of Kazakhstan attributed as small businesses. Unless otherwise is provided for by international agreements ratified by the Republic of Kazakhstan, the following documents shall be attached additionally to the application:

legalized extract from the Commercial Register or any other legalized document certifying that the parent company - foreign entity is a legal entity under the laws of a foreign country, with notarized translation into Kazakh and Russian languages;

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

The acceptance of notice on commencement of business shall be confirmed with certificate of state registration of the legal entity.

Certificate of state registration of the legal entity shall be issued not later than one business day following the day of submission of the notice on commencement of business.

Footnote. Article 6-1 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by laws of the RK dated 02.07.2014 #225-V (shall be entered into force upon the expiry of ten calendar days after the day of its first official publication); dated 29.12.2014 #269-V (shall be entered into force from 01.01.2015).

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

For the branch (representative office) registration registering authority is submitted with an application in the form prescribed by the Ministry of Justice of the Republic of Kazakhstan. Application shall be signed by a person, an authorized legal entity that establishes the branch (representative office) and shall be certified by the seal of a legal entity (if present).

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

For the branches (representative offices) of a legal entity which is not subject of private entrepreneurship, as well as for Joint-stock companies, Regulations on the branch (representative

office) in three copies in the Kazakh and Russian languages, approved by the legal entity, a copy of the Articles of association (regulations) and the power of attorney of the legal entity (except for the public and religious associations), issued to the head of the branch (representative office).

Record registration of branches (representative offices) of foreign legal entities shall be made in accordance with the legislative acts of the Republic of Kazakhstan regarding record registration of branches (representative offices) of legal entities of the Republic of Kazakhstan. In addition to the documents provided for by this procedure, unless otherwise is provided for by international agreements ratified by the Republic of Kazakhstan, the following documents shall be submitted: legalized extract from the Commercial Register, statutory documents or other legalized document of the foreign legal entity confirming that the foreign legal entity establishing the branch (representative office) is a legal entity under the laws of a foreign country, as well as proof of tax registration of the foreign legal entity in the country of incorporation, specifying the number of tax registration (or its equivalent). Documents of the foreign legal entity establishing the branch (representative office), shall be submitted with a notarized translation into Kazakh and Russian languages.

When establishing a branch (representative office) by a state enterprise, the document shall be submitted confirming consent of the National Bank or the Authorized Body responsible for State Property Management (local executive authority) to establish a branch (representative office).

Footnote. The Law is amended with article 6-2 in accordance with Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by Law of the RK dated 29.12.2014 #269-V (shall be entered into force from 01.01.2015).

Article 6-3. State registration of a legal entity established through reorganization

For state registration of a legal entity created through reorganization, the following documents shall be submitted to the registering authority:

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

2) decision of the legal entity's property owner or the body authorized by such owner or founders (participants), decision of the body authorized by the statutory documents of the legal entity, or a court decision in the cases provided for by legislative acts of the Republic of Kazakhstan;

3) in the case of merger, consolidation, reorganization - the deed of transfer, in the case of separation, division - the separation balance sheet specifying regulations on succession of the obligations of the legal entity under reorganization, approved by the legal entity's property owner or the authority which made decision on the reorganization of the legal entity, and the decision of the authorized body of the legal entity approving the deed of transfer and the separation balance sheet;

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

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

The legal entity shall be considered reorganized, except for in cases of reorganization through merger, after the state registration of the newly established legal entities.

The legal entity which terminated its activities due to merger, separation, division or transformation shall be excluded from the National Register of business identification numbers (exclusion from the National Register of business identification numbers shall be made by entry of information of the legal entity's termination), and this shall be specified in the order on state registration of the newly established entity.

The legal entity which terminated its activities due to consolidation, shall be excluded from the National Register of business identification numbers (exclusion from the National Register of business identification numbers shall be made by entry of information of the legal entity's termination), and this shall be specified in the order regarding exclusion from the National

Registry of business identification numbers at the time of state re-registration or registration of amendments and additions to the statutory documents of the legal entity to which the reorganized entity was consolidated.

In reorganization of natural monopolies, a document confirming consent of the authorized body responsible for management in the spheres of natural monopolies and regulated markets shall be submitted to the registering authority.

The state registration of a legal entity created through the reorganization shall be made within the terms provided for in Article 9 of this Law.

Footnote. The Law is amended with article 6-3 in accordance with Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication).

Article 7. Statutory documents of legal entities

The Articles of association shall be submitted to the registering authority, unless otherwise provided by this Law or other legislator acts of the Republic of Kazakhstan.

Statutory documents of economic partnerships, joint stock companies, production cooperatives and associations of legal entities in the form of associations (unions) include Foundation Agreement and Articles of association.

Statutory documents of economic partnerships, joint stock companies, which were established by a single person (sole participant) and of other legal entities, except for those indicated in Part Two of this Article hereof include Articles of association (Regulations) and the decision to establish a legal entity formalized in writing (decision of sole founder).

In cases provided for by the legislative acts of the Republic of Kazakhstan, legal entities which are non-profit organizations may act on the basis of common Provisions on the organization of this type.

Legal entities being small, medium and big businesses, can operate on the basis of a standard charter, the content of which is determined by the Ministry of Justice of the Republic of Kazakhstan.

If the founders of the legal entity choose to operate on the basis of the model Articles of association, they are not required to submit the Articles of association for state registration of the legal entity.

In this case registering authority is submitted with three copies of an application in the form prescribed by the Ministry of Justice of the Republic of Kazakhstan, which are notarized, except for business partnerships, which are the subjects of small and medium-sized businesses.

Footnote. Article 7 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by laws of the RK dated 29.09.2014 #239-V (shall be entered into force upon the expiry of ten calendar days after the day of its first official publication); dated 29.12.2014 #269-V (shall be entered into force from 01.01.2015).

Article 8. Content of the statutory documents

Statutory documents of the legal entity must contain the data provided for by the legislation of the Republic of Kazakhstan, depending on the legal form of the legal entity.

Regulations on the branch (representative office) shall contain the name, location (addresses of all units of the bank branch, located within the same area, city of republican status or capital), the main area of activity, procedure of management and competence of the head of the branch (representative office), as well as name, location, main area of activity and information about state registration of the legal entity that establishes this branch (representative office).

Footnote. Article 8 is with amendments made by laws of the RK dated 05.01.2001 #135; dated 18.03.2004 #537 (shall be entered into force upon the expiry of six months from the day of its official publication); dated 23.12.2005 #107 (order of entering into force refers to art.2 of the Law #107); dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days of after its first official publication).

Article 9. Terms of state registration (re-registration) of legal entities, record

registration (re-registration) of branches (representative offices) and issuance of documents

State registration (re-registration) of legal entities owned by private entrepreneurs, record registration (re-registration) of their branches (representative offices),

except for the Joint-Stock Companies and their branches (representative offices) operating under their Articles of association, which differ from the model Articles of association, must be made no later than one business day following the date of filing the application with attachment of required documents.

State registration of legal entities related to small and medium-sized businesses, with the exception of legal entities - participants of the regional financial center of Almaty and joint stock companies, their branches (representative offices), through the web portal of “electronic government” must be carried out within one hour of a business day from the moment of application.

State registration (re-registration), registration of amendments and additions to constitutional documents of legal entities that are irrelevant to private businesses, also of joint-stock companies that carry out an activity on the basis of not standard charter, except political parties, record registration (re-registration) of their branches (representative offices) should be made not later than ten business days following after the day of submission of application with necessary documents attached.

For legal entities owned by private entrepreneurs, their branches (representative offices), except for Joint-Stock Companies operating under their Articles of association, which differ from the model Articles of association and their branches (representative offices), certificate of state registration (re-registration) of a legal entity, certificate of record registration (re-registration) of the branch (representative office) shall be issued and their application for state registration (re-registration) of the legal entity (in the case of implementation of activity based on the model Articles of association) shall be returned on the next business day following filing of the application with attachment of required documents.

For legal entities not owned by private entrepreneurs, as well as Joint-Stock Companies operating under their Articles of association, which differ from the model Articles of association, except for the political parties and their branches (representative offices), the certificate of state registration (re-registration) of a legal entity, certificate of record registration (re-registration) of the branch (representative office), shall be issued as well as the Articles of association (regulations) shall be returned not later than fourteen days following the date of filing the application with attachment of the required documents.

State registration (re-registration) of political parties and record registration (re-registration) of their branches (representative offices) must be completed no later than one month following the date of filing the application with attachment of the required documents.

In cases of incomplete submission of documents, availability of shortcomings in them, need to receive an expert’s opinion on the statutory documents, as well as when there are other grounds provided for by legislative acts of the Republic of Kazakhstan, the term of state registration, record registration (re-registration), registration of termination of the legal entity, removal from the record registration of branches (representative offices), registration of amendments and additions to the statutory documents of legal entity not owned by a private entrepreneur, as well as of the Joint-Stock Company, Regulations of their branches (representative offices) shall be interrupted to eliminate shortcomings or receipt of relevant opinion (expert’s opinion).

Footnote. Article 9 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by laws of the RK dated 29.12.2014 #269-V (shall be entered into force from 01.01.2015); dated 24.11.2015 #422-V (shall be entered into force from 01.01.2016).

Article 10. Payment of registration fee

At the state registration (re-registration), state registration of termination of legal entity,

record registration (re-registration) or removal from record registration of branches (representative offices), the registration fee shall be levied in accordance with the procedure established by the Code of the Republic of Kazakhstan “On taxes and other obligatory payments to the budget” (Tax Code) (hereinafter - the Tax Code).

Footnote. Article 10 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication).

Article 11. Refuse of state registration, record registration and re-registration of legal entities, branches (representative offices)

Refuse of state registration (re-registration) of legal entity shall be made in the following cases:

1) violation of the procedure for establishment, re-registration and reorganization of legal entity, as established by the legislative acts of the Republic of Kazakhstan, non-compliance of the statutory documents to the law of the Republic of Kazakhstan;

2) failure to submit the act of transfer or separation balance sheet or if they miss the provisions on the succession of the reorganized legal entity;

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

4) if a natural person who is a founder (participant) and (or) the head of a legal entity, is the sole founder (participant) and (or) the head of non-operating legal entities and (or) was recognized incapable or partially capable, and (or) was declared missing, and (or) was declared dead, and (or) has an outstanding or unexpunged conviction for crimes under articles 215, 237, 238 and 240 of the Criminal Code of the Republic of Kazakhstan, as well as in case if the founder (a natural and (or) legal entity), the head of the legal entity, the founder and (or) the head of the legal entity who established the entity, is the debtor under an executive document, except for the entity being the debtor under an enforcement procedure for recovery of periodic payments and not having arrears on the enforcement procedure for periodic collection for more than three months;

4-1) if a natural person, who is a founder (participant) and (or) head of a legal entity, is included to the list of organizations and persons related to financial terrorism and extremism in accordance with the legislation of the Republic of Kazakhstan;

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

6) availability of judicial acts and decisions (bans, arrests) of court executives and law enforcement bodies.

Additional grounds for refuse of registration and re-registration of religious associations are established in the Law of the Republic of Kazakhstan “On Religious Activity and Religious Associations”.

Refuse of record registration and re-registration of the branch (representative office) shall be made in cases of violation of the procedure for establishment of branch (representative office) as provided for by the legislation of the Republic of Kazakhstan, non-compliance of documents submitted for record registration to the laws of the Republic of Kazakhstan.

In case of refuse of registration or re-registration of legal entity, record registration or re-registration of the branch (representative office), the registering authority within the period provided for in Article 9 of this Law, shall issue a reasoned refusal in writing, which shall contain reference to the discrepancy between the documents and requirements of the legislation of the Republic of Kazakhstan.

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

Grounds for refusal of state registration (re-registration) provided for in this Article shall not apply to legal entities attributed as small businesses.

Footnote. Article 11 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by laws of the RK dated 15.01.2014 # 164-V (shall be entered into force upon the expiry of ten calendar days after the day of its first official publication); dated 07.03.2014 #177-V (shall be entered into force upon the expiry of ten calendar days after the

day of its first official publication); dated 03.07.2014 #227-V (shall be entered into force from 01.01.2015); dated 02.08.2015 #343-V (shall be entered into force upon the expiry of six months after the day of its first official publication).

Article 12. Document confirming the state registration (re-registration) of a legal entity or record registration (re-registration) of a branch (representative office)

The document confirming the state registration (re-registration) of a legal entity or record registration (re-registration) of a branch (representative office) is a certificate issued by the registering authority in the form prescribed by the Ministry of Justice of the Republic of Kazakhstan.

Certificate of state registration (re-registration) of a legal entity contains the following information: date of issue, name of registering authority, business identification number, date of state registration (re-registration), name and location of the legal entity.

Certificate of record registration (re-registration) of the branch (representative office) contains information on the date of issue, registering authority, business identification number, date of record registration (re-registration), name and location of the branch (representative office), name of the entity that established the branch (representative office).

Availability of document confirming state registration (re-registration) of a legal entity, does not serve as a ground for commencement of activities requiring a license under the laws of the Republic of Kazakhstan. The legal capacity of a legal entity in the sphere of licensed activity arises from the moment of receipt of relevant license and shall terminate with termination of the license or holding it invalid in accordance with the procedure established by the legislative acts of the Republic of Kazakhstan.

Footnote. Article 12 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by laws of the RK dated 02.07.2014 #225-V (shall be entered into force upon the expiry of ten calendar days after the day of its first official publication); dated 29.09.2014 #239-V (shall be entered into force upon the expiry of ten calendar days after the day of its first official publication).

Article 13. State statistical recording

Footnote. Article 13 is excluded by Law of the RK dated 19.03.2010 #258-IV.

Article 14. State re-registration of legal entity, record re-registration of the branch (representative office)

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

In this case, the following documents shall be submitted to the registering authority:

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

2) a decision or an extract from the decision of the authorized body of a legal entity on the state re-registration stipulating changes and additions to the constituent documents of a legal entity, statute on a branch (representative office) certified by the seal of a legal entity (if present);

3) three copies of statutory documents (regulations) as amended and added - for the legal entity, which is not attributed as a subject of private entrepreneurship, as well as for the Joint-Stock Company, their branches (representative offices);

4) original of previous statutory documents of legal entity, which is not attributed as a subject of private entrepreneurship, as well as of the Joint-Stock Company and regulations of their branches (representative offices);

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

For the state re-registration of economic partnerships on the reason of change of participants, except for the partnerships in which the register of members of partnership is maintained by the professional participant of the securities market, licensed to implement activity on maintaining the system of securities holders registers, the document shall be submitted confirming alienation (concession) of rights on share in the property (authorized capital) of the partnership previously belonging to the retiring member of the partnership or its part in accordance with the legislative acts of the Republic of Kazakhstan and the statutory documents.

In the case when an individual is a party of the alienation (concession) of rights of the retiring member of the partnership on the share in the property (authorized capital) of the partnership or a part of it, then, the authenticity of the individual's signature shall be notarized.

State re-registration of subjects of natural monopolies requires the consent of the authorized body managing in the spheres of natural monopolies and on the regulated markets; re-registration of market entities having dominant or monopolistic position on the relevant market, as well as of the state-owned enterprises, legal entities, more than fifty per cent of shares (participation shares in the authorized capital) of which belong to the state, and of their affiliated entities, which will operate on the territory of the Republic of Kazakhstan, except for cases when such establishment is directly provided by the laws of the Republic of Kazakhstan, decrees of the President of the Republic of Kazakhstan or resolutions of the Government of the Republic of Kazakhstan requires the consent of the antimonopoly body.

Amendments to incorporation documents of banks, organizations executing certain types of banking operations, insurance and reinsurance organizations shall be implemented taking into account specifications provided appropriately by the banking legislation of the Republic of Kazakhstan, and the legislation of the Republic of Kazakhstan on insurance and insuring activity.

Footnote. Article 14 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by laws of the RK dated 21.06.2013 #106-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); dated 29.12.2014 #269-V (shall be entered into force from 01.01.2015); dated 22.04.2015 #308-V (shall be entered into force upon the expiry of ten calendar days after the day of its first official publication).

Article 14-1. State registration of amendments and additions to the statutory documents of legal entity which is not attributed as a subject of private entrepreneurship, as well as of the Joint-Stock Company and to the regulations of their branches (representative offices)

In case of making amendments and additions to the statutory documents of the legal entity, which is not attributed as a subject of private entrepreneurship, as well as of the Joint-Stock Company, regulations of their branches (representative offices) that do not involve the state (record) re-registration, the legal entity, branch (representative offices) shall notify the registering authority within one month from the date the making decision on amendments and additions to the Articles of association (regulations).

Notification shall be attached to a decision or an extract from the decision of the authorized body of a legal entity on making changes and additions to the constituent documents and the text of the made changes and additions to the constituent documents of a legal entity not related to the subject of private enterprise as well as of the joint stock company, statutes on their branches (representative offices) certified by the seal of a legal entity (if present).

State registration of amendments and additions to the statutory documents of a legal entity which is not attributed as a subject of private entrepreneurship, as well as of the Joint-Stock Company, regulations of their branches (representative offices) shall be made in cases of any change in location or adoption of Articles of association (regulations) as amended.

For state registration of amendments and additions to the statutory documents of a legal entity which is not attributed as a subject of private entrepreneurship, as well as of the Joint-Stock Company, regulations of their branches (representative offices) that do not involve the state (record) re-registration, the following documents shall be submitted to the registering authority:

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

2) a decision or an extract from the decision of the authorized body of a legal entity on making changes and additions to the constituent documents of a legal entity, statute on a branch (representative office) certified by the seal of a legal entity (if present);

3) three copies of the text of changes and additions to the constituent documents of a legal entity, statute on a branch (representative office) or the new edition of three copies of the constituent documents of a legal entity, statute on a branch (representative office) certified by the seal of a legal entity (if present);

4) originals of previous statutory documents of the legal entity, regulations of the branch (representative office);

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

Refuse of state registration of amendments and additions to the statutory documents of the legal entity which is not attributed as a subject of private entrepreneurship, as well as of the Joint-Stock Company, regulations of their branches (representative offices) shall be made in the following cases:

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

2) availability of judicial acts and decisions (bans, arrests) of court executives and law enforcement bodies.

In case of refuse to register the amendments and additions to the statutory documents of the legal entity which is not attributed as a subject of private entrepreneurship, as well as of the Joint-Stock Company, regulations of their branches (representative offices), the registering authority within the period provided for in the **Article 9** of this Law, shall issue a reasoned refusal in writing, containing reference to the incompliance of the documents with the requirements of legislation of the Republic of Kazakhstan.

In case of change of location of the legal entity which is attributed as a subject of private entrepreneurship, except for the Joint-Stock Company, their branches (representative offices), the legal entity, the branch (representative office) shall notify the registering authority on the actual address within one month period from the date of making decision to change the location.

Footnote. The Law is amended with article 14-1 in accordance with Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by Law of the RK dated 29.12.2014 #269-V (shall be entered into force from 01.01.2015).

Article 15. Issuance of duplicate Articles of association (regulations) of the legal entity, which is not attributed as a subject of private entrepreneurship, as well as the Joint-Stock Company, their branches and representative offices

On the request of the legal entity, the registering authority, within three working days, shall produce a duplicate Articles of association (regulations) of the legal entity, which is not attributed as a subject of private entrepreneurship, as well as of the Joint-Stock Company, their branches and representative offices.

To issue the duplicate Articles of association (regulations) of the legal entity, which is not attributed as a subject of private entrepreneurship, as well as of the Joint-Stock Company, their branches and representative offices the following documents shall be submitted:

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

2) a decision or an extract from the decision of the authorized body of a legal entity on receipt of a duplicate of Articles of Association (statute) certified by the seal of a legal entity (if present);

3) document confirming publication in a periodical printed media of information about loss of the original Articles of association (regulations).

Footnote. Article 15 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with

amendments made by Law of the RK dated 29.12.2014 #269-V (shall be entered into force from 01.01.2015).

Article 16. State registration of termination of a legal entity

For state registration of termination of a legal entity on the reason of its liquidation, the following documents shall be submitted:

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

2) a decision of the legal entity's property owner or the body authorized by the owner or the legal entity body authorized by the constituent documents certified by the seal of a legal entity (if present);

3) document confirming publication in the periodical printed media of the Ministry of Justice of information about liquidation of the legal entity, procedure and timing of claims by the creditors;

Note of RCLI!

Subparagraph 4) is specified to be excluded by Law of the RK dated 03.12.2015 #432-V (shall be entered into force from 01.07.2017).

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

5) certificate of cancellation of share issue and (or) shares and (or) report on the results of bond redemption, or a letter of authorized body that carries out state control of security market on absence of registered issue of shares and (or) bonds in authorized organs that carries out state control of security market;

6) document on the destruction of the seal of the legal entity (if present);

7) a receipt or any other document confirming payment of the registration fee for state registration of the termination of activities of a legal entity, with the exception of legal entities related to small and medium-sized businesses;

8) statutory documents.

Application for state registration of liquidation of the legal entity shall be submitted to the registering authority not earlier than after expiration of two months from the date of publication of information about liquidation of the legal entity.

State registration of termination of the legal entity that has been liquidated by a court decision, shall be made based on the court decision and the court order on the completion of liquidation proceeding.

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

1) application for 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 authority) on privatization of the state-owned enterprise as a property complex;

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

4) copy of the deed of transfer of state enterprise;

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

The registering authority, having received the decision on liquidation of the legal entity, shall inspect the compliance with the procedure for liquidation, established by legislative acts of the Republic of Kazakhstan and shall enter information of the liquidation of the legal entity to the National Register of business identification numbers.

Note of RCLI!

The sixth part of article 16 is provided in version of Law of the RK dated 03.12.2015 #432-V (shall be entered into force from 01.07.2017).

Note of RCLI!

Provided amendments in the sixth part by Law of the RK dated 02.08.2015 #342-V (shall be

entered into force from 01.01.2018).

Bodies of state revenues on the basis of information of the National register of business identification numbers shall represent data about the absence (presence) of tax debts, debts on mandatory pension contributions or social contributions on a legal entity terminating its activities or shall refuse to present these data on the debt in the event that such legal entity fails to fulfill tax obligations in the manner prescribed by the Tax Code.

If in the process of inspection, no any violations of the procedure for liquidation are revealed, the registering authority, within five working days following the date of submission of application for state registration of liquidation of the legal entity with all necessary documents attached, registers termination of the legal entity. State registration of termination of a subject of natural monopoly shall be made by the registering authority with the prior approval of the authority responsible for management in the spheres of natural monopolies and regulated markets.

Note of RCLI!

The eighth part of article 16 is provided in version of Law of the RK dated 03.12.2015 #432-V (shall be entered into force from 01.07.2017).

Note of RCLI!

Provided amendments in the eighth part by Law of the RK dated 02.08.2015 #342-V (shall be entered into force from 01.01.2018)

At revealing violations of the procedure of liquidation of a legal entity, as well as in cases of branches (representative offices) of the liquidated legal entity with unremoved registration, presence of tax debts, debts on mandatory pension contributions or social contributions or refusal of bodies of state revenues to present these data on the debt in the event that such legal entity fails to fulfill tax obligations in the manner prescribed by the Tax Code, the registering authority shall make a decision to refuse state registration of the termination of activities of a legal entity.

The legal entity is deemed to terminate its operation after entering this information to the National Register of business identification numbers.

Footnote. Article 16 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by laws of the RK dated 07.11.2014 #248-V (shall be entered into force upon the expiry of ten calendar days after the day of its first official publication); dated 29.12.2014 #269-V (shall be entered into force from 01.01.2015); dated 29.10.2015 #376-V (shall be entered into force from 01.01.2016).

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

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

- 1) application of the legal entity for termination of operation of the branch (representative office) in the form established by the Ministry of Justice of the Republic of Kazakhstan;
- 2) regulations of the branch (representative office);
- 3) receipt or other document confirming payment of the registration fee for removal from record registration of the branch (representative office).

Note of RCLI!

The second part of article 16-1 is provided in version of Law of the RK dated 03.12.2015 #432-V (shall be entered into force from 01.07.2017).

Note of RCLI!

Provided amendments in the second part by Law of the RK dated 02.08.2015 #342-V (shall be entered into force from 01.01.2018).

Bodies of state revenues on the basis of information of the National register of business identification numbers shall represent data about the absence (presence) of tax debts, debts on mandatory pension contributions or social contributions on a branch (representative office) of the foreign legal entity terminating its activities or shall refuse to present these data on the debt in the

event that such branch (representative office) of the foreign legal entity fails to fulfill tax obligations in the manner prescribed by the Tax Code.

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

1) regulations of the branch (representative office);

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

Note of RCLI!

The fourth part of article 16-1 is provided in version of Law of the RK dated 03.12.2015 #432-V (shall be entered into force from 01.07.2017).

Note of RCLI!

Provided amendments in the fourth part by Law of the RK dated 02.08.2015 #342-V (shall be entered into force from 01.01.2018).

At revealing violations of the procedure of termination of activities of a branch (representative office) of a legal entity established by the legislative acts of the Republic of Kazakhstan as well as in cases of tax debts, debts on mandatory pension contributions or social contributions at a branch (representative office) of the foreign legal entity or refusal of bodies of state revenues to present these data on the debt in the event that such branch (representative office) of the foreign legal entity fails to fulfill tax obligations in the manner prescribed by the Tax Code, the registering authority shall make a decision to refuse the removal of registration of a branch (representative office).

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

Footnote. Article 16-1 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by laws of the RK dated 07.11.2014 #248-V (shall be entered into force upon the expiry of ten calendar days after the day of its first official publication).

Article 17. Settlement of disputes

Refusal of state registration of legal entities and record registration of branches (representative offices), as well as avoidance of such registration, as well as other disputes between founders of a legal entity and registering authorities may be appealed in the court.

Footnote. Article 17 is in version of Law of the RK dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its first official publication); with amendments made by laws of the RK dated 24.11.2015 #422-V (shall be entered into force from 01.01.2016).

Article 18. Responsibility for violation of the law

Is not allowed to operate as a legal entity without registration. Income derived from activity without state registration shall be withdrawn towards the republican budget in accordance with the legislation of the Republic of Kazakhstan.

For failure to represent, within one month period, information on changes in any data of the legal entity, involving state registration in accordance with the procedure established by the Law, the legal entity shall be liable under the laws of the Republic of Kazakhstan.

In the case of unlawful refusal of the registering authority in state (record) registration (re-registration) of legal entities, branches (representative offices), registration the amendments and additions to the statutory documents of legal entities, regulations of their branches (representative

offices), the Applicant has the right to demand compensation for losses incurred through the court.

In the case of failure to submit by the Joint Stock Company of documents to the National Bank for the state registration of the issue of shares or assignment of national identification numbers in established time period, this company is subject to liquidation or transformation in accordance with the legislative acts of the Republic of Kazakhstan.

Footnote. Article 18 is with amendments made by Law of the RK dated 05.01.2001 #135; dated 29.10.2002 #348; dated 18.03.2004 #537 (shall be entered into force upon the expiry of six months from the day of its official publication); dated 05.07.2012 #30-V (shall be entered into force upon the expiry of ten calendar days after its official publication); dated 24.12.2012 #60-V (shall be entered into force upon the expiry of ten calendar days after its official publication).

Article 19. The order of entering into force of this Law

This Law shall be entered into force from the date of publication.

President of the Republic of Kazakhstan
N. NAZARBAYEV

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