

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

Article 5. Competence of the Ministry of Just

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 Article (Article 4 of the Law of the Republic of Kazakhstan) shall be submitted the following documents:

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 bodi

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

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