

**Law of the Republic of Kazakhstan dated April 17, 1995 № 2198**  
**On State Registration of Legal Entities, Branches and Representations**  
*( with alterations and amendments as of 29.12.2008)*

*Heading was reworded as follows, preamble was excluded according to the Law of RK dated 29.10.02 № 348-II (see old version)*

*See about alterations into the Law:*

*The law of RK dated January 12, 2007 № 224-III (shall be put into after expiration of three years of six months from the date of putting into effect of the Law)*

*Alterations were introduced into Article 1 according to the Law of RK dated 05.01.01 № 135-II (see old version); the Law of RK dated 29.10.02 № 348-II (see old version); the Law of RK dated 18.03.04 № 537-II (see old version)*

**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.

**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:

permit the establishment, reorganization and termination of legal entities, as well as the creation and termination of branches and representative offices;

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

conduct a single state register of legal persons, and the roster of branches and representative offices;

implementation of legal entities, their branches and offices (with the exception of information which is proprietary or trade secret) at the rates set by the competition authority.

**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.

**Article 4.** The public authorities, to register

The state registration of legal entities and registration of branches and representative offices carry out justice (registration authorities).

**Article 5.** The jurisdiction of the Ministry of Justice of the Republic of Kazakhstan in the implementation of the state registration of legal entities and registration of branches and representative offices

Ministry of Justice of the Republic of Kazakhstan is:

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

maintaining a unified state register of legal persons and branches and representations of the registry in the manner prescribed by the laws of the Republic of Kazakhstan;  
methodological guidance for the state registration of legal entities and registration of branches and representative offices;

Monitoring compliance with the territorial bodies of the Ministry of Justice of the requirements of this Act;

consideration of complaints against its territorial bodies of state registration of legal entities and registration of branches and representative offices;

submission of information by public bodies vested with supervisory and oversight functions, on request, in the cases stipulated by legislative acts of the Republic of Kazakhstan.

**Article 6.** The order of state registration of legal entities

To register a legal person in the registrar on the application form prescribed by the Ministry of Justice of the Republic of Kazakhstan, and the enclosed constituent documents specified in Article 7 of this Act, compiled in the state and Russian languages and submitted in triplicate.

To register a legal person whose sole activity is the exchange of foreign currency, an additional permission of National Bank of Kazakhstan on state registration of the judiciary.

In cases stipulated by legislation of the Republic of Kazakhstan, for the registration of a legal person, the subject of which is the banking and insurance activities, an additional authorization of the public authority for the regulation and supervision of financial market and financial organizations, for registration of branches and representative offices of banks and insurance (reinsurance) organizations - the consent of that body.

Territorially discrete units of banks that are not affiliates and representative offices, established in the manner determined by, respectively, banking law, and accounting (public) are not subject to registration.

To register a legal person, the subject of which is the attraction of pension contributions and pension payments, an additional authorization for the opening of the public authority for the regulation and supervision of financial market and financial organizations.

In cases where the founder of the legal entity is another entity, the registrar, together with the constituent and other documents provided by the tax authority certificate on the lack of a founder-legal person tax arrears.

The state registration of subjects of the market dominant (monopolistic) position in the relevant market of goods (works, services) as well as subjects of natural monopolies being the registration authority with the prior consent of the antimonopoly body.

A statement signed by the founder or the founder of the authorized person with a constituent documents certified in the manner prescribed by the laws of the Republic of Kazakhstan.

Register of legal entities with foreign participation, the policy established for the registration of legal entities of the Republic of Kazakhstan. In addition to the documents provided by this order, unless otherwise stipulated by international treaties ratified by the Republic of Kazakhstan, in addition should be submitted to:

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

copy of passport or other identity documents, the founder of a foreign natural person, with a notarized translation into the state and Russian languages.

Registration of public and religious associations is carried out in accordance with the procedure established by this Article, taking into account the peculiarities stipulated by the Law of the Republic of Kazakhstan «On public associations», «On Political Parties», «On freedom of religion and religious associations».

At the same time, the registration authority to a document certifying the location of the legal person, as well as a receipt or a document confirming payment to the fee for state registration of legal persons. Small businesses do not provide documents showing their location.

For state registration of legal entity created by the reorganization of one or more entities,

presented as an act of transfer or separation balance sheet, a document confirming written notice to creditors of the reorganized legal entity such reorganization.

The requirement of any documents and information than provided for in this Law and other laws, is prohibited.

**Article 6-1.** The order of registration of branch and representative offices

For registration of branch and representative offices of the registrar on the application form prescribed by the Ministry of Justice of the Republic of Kazakhstan. A statement signed by a person authorized by a legal entity, created a branch or representative office.

The application decision on the establishment of a legal person branch (representative office), sealed a legal person, the situation on the branch (representative) in triplicate in the state and Russian languages, approved legal entity, a copy of the statute (regulations) and the certificate of state registration of legal entities, authorization of legal entity (except for public and religious associations), issued by the head of branch (representative office), proof of payment of fee for state registration of legal entity and the location of the branch (representative office).

Registration of branches and representative offices of foreign legal entities is performed according to the legislation of the Republic of Kazakhstan for the registration of branches and representative offices of legal entities of the Republic of Kazakhstan. In addition to the documents provided by this order, unless otherwise stipulated by international treaties ratified by the Republic of Kazakhstan, in addition must be submitted legalized extract from the trade register or other document legalized foreign legal persons, confirming that the foreign legal entity, creating a branch (representative office), is a legal person under the laws of a foreign state. Documents of foreign legal entities established a branch (representative office) shall be submitted with the notarized translation into the state and Russian languages.

**Article 7.** Institutional documents submitted by stakeholders for the registration of legal entities In the registration authority to the charter, unless otherwise stipulated by the legislation of the Republic of Kazakhstan.

Constitutive documents of partnerships, joint stock companies, cooperatives and associations of legal entities in the form of associations (unions) are the Memorandum and Articles.

Constitutive documents of partnerships, joint stock companies, which are established by one person (one participant), and other types of legal persons, other than specified in Part Two of this article, the Act is a provision of the statute.

In cases stipulated by legislative acts of the Republic of Kazakhstan, legal entities, non-profit organizations may operate on the basis of the general situation of organizations of this type of Republic of Kazakhstan.

A legal person is the subject of small business can operate on the basis of a model statute, the content of which is determined by the Government of the Republic of Kazakhstan.

**Article 8.** Contents of the founding documents

Foundation documents of legal entity should contain the data provided in the legislation of the Republic of Kazakhstan, according to the organizational and legal form of legal entity.

The situation on the branch (representative) must contain the name, location, purpose of activity, the management and the competence of the head of branch (representative office), the name, location, purpose of activity, the data on registration of legal entities established a branch (representative office).

**Article 9.** Dates of state registration (re-) entities, and registration (re-) branches and representative offices

The state registration (re-) of small businesses and account registration (or re) of their branches and representations should be made not later than three working days from the date of application with the required application documents, and state registration (re-) other legal entities and user registration (re-) their branches and representative offices - no later than ten working days from the date of application with the required application documents.

The state registration (re-) political parties and the account registration (or re) of their branches and representations should be made no later than one month from the date of application with the

required application documents.

In the case of an incomplete set of documents, the existence of these deficiencies, the need for the constituent documents of the expert (the expert) as well as on other grounds provided by legislation of the Republic of Kazakhstan, the term state (discount) registration and resuspended.

**Article 10.** Payment of the state (discount) registration

When the state (discount) registration of establishment and cessation of activity of legal entities and their subsidiaries and representative offices, their re-, as well as receipt of a duplicate certificate of the state (discount) registration fee is levied in the manner determined by the Tax Code of the Republic of Kazakhstan.

**Article 11.** Denial of the State (discount) registration and re -

Violation of the order of creation and reorganization of a legal entity established by legislation of the Republic of Kazakhstan, the constituent documents of the legislative acts of the Republic of Kazakhstan, as well as the act or failure to transfer the balance of the separation or lack of provisions on the succession of the reorganized legal entity involve the denial of state registration and re-registration of legal entity.

Refusal of registration and re-branch (representative) is permitted in cases of violation of established laws of the Republic of Kazakhstan, the order of the creation of a branch (representative office), inconsistency of the registration documents to the laws of the Republic of Kazakhstan.

In case of refusal to register or re-legal person, registration or re-branch (representative) body of registration within the deadline stipulated in Article 9 of this Act, in writing, issue a reasoned denial, which refers to the discrepancy of the documents submitted to the legislative act of the Republic of Kazakhstan .

Refund of paid fees for the state (accounting) or re-registration of legal entities, their branches and representations made in the cases stipulated by the Tax Code of the Republic of Kazakhstan.

**Article 12.** Certificate of State (discount) registration or re -

As a result of checking the conformity of the constituent and other documents of legal entities of legislative acts of the Republic of Kazakhstan the registrar shall issue a newly created entity a certificate of state registration, a legal person, re-passed, - a certificate of re. Branches and representative offices are given a certificate of registration, if they pass re - re-registration certificate.

Opening a bank account is only possible when submitting the certificate of state registration of legal person or a certificate of registration of branch and representative offices.

Issuance of certificate of state registration of legal persons is not a basis for start-up that requires a license in accordance with the laws of the Republic of Kazakhstan. The legal entity, in the area of licensed activity arises from the receipt of a license is terminated and the date of its retirement, expiration or invalidation of the order established by legislation of the Republic of Kazakhstan.

**Article 13.** State statistics

The registration authority within one working day from the date of registration shall send to the public notice of the statistics produced by the state (discount) registration (re-) registration of the cessation of activity and changing the location of legal entity, branch and representative offices.

Form of notice and its submission to the state statistics are approved by the Ministry of Justice of the Republic of Kazakhstan in agreement with the authorized body of state statistics.

State statistics on the basis of notices to the registration authority within two working days assign legal entities, branches and representations of unified identity and other system-account codes, include information about them to the state statistical register.

The document confirming assignment of unified identification both other system - registration codes registration in the State statistical register is the statistical card which within one working day from the date of registration shall send to the registration authority for location of its legal entity, branch and representation, past the state (discount) registration (re-) registration or (re-) registration.

Bodies of the state statistics within one working day from the date of assignment to legal persons, branches and representations of unified identification and other system - registration codes shall be sent to tax bodies the notice for realization of the state registration of the taxpayer.

**Article 14.** Re-registration of the legal entity, branch and representation

In the cases stipulated by the acts of the Republic of Kazakhstan, the legal entity is subject to re-registration

according to the legislation of the Republic of Kazakhstan.

Thus the following documents are represented the registration authority: the decision or extract from the decision of the authorized body of the legal entity on introduction of amendments and additions in the constituent documents, sealed by the legal entity, constituent documents with the introduced amendments, certified in the notarially in the cases stipulated by the acts of the Republic of Kazakhstan, the document confirming payment to the budget for the state registration of legal entities.

In the case when the new participant - legal entity enters into the structure of participants of the legal entities (shareholders of joint-stock company), then the certificate of tax body on absence at the new participant - legal entity of tax debts is represented to registration authority together with constituent documents.

For the re-registration of economic partnership on the basis of amendments of structure of participants, except for economic partnership in which the register service of participants carried out by the professional participant of economic partnership of the securities market having the license for realization of activity on conducting of system of registers of holders of securities, the document confirming alienation (concession) or transition of the right of retiring participant for share in property (authorized capital) is submitted according to the legislation of the Republic of Kazakhstan and constituent documents.

The consent of anti-monopoly body is required for the re-registration of subjects of natural monopoly.

The transfer act or dividing balance sheet with the indication of regulations on assignment under obligations of the reorganized legal entity is submitted the legal entity in recording body at reorganization as well as.

The registration authority within 10 days informs tax bodies on the location of the legal entity on the made state re-registration, and also about amendments of change of the legal entity.

Introduction of amendments and additions to the constituent documents of banks, organizations which are carrying out separate kinds of bank operations, insurance and reinsurance organizations, and also pension savings funds was carried out in view of the features stipulated according to the bank legislation of the Republic of Kazakhstan, legislation of the Republic of Kazakhstan on insurance and insurance activity and legislation of the Republic of Kazakhstan on pension provisions.

Branches and representations are subject to the re-registration in case of change of the name.

**Article 15.** Issuing a certificate duplicate of state registration of legal person and record registration of branch and representative office

Upon application of the legal person registering authority within three working days issues certificate duplicate of state registration of legal person and record registration of branches and representative offices.

For issuing a certificate duplicate of state registration of legal person and record registration of branches and representative offices charge a fee for state registration of legal persons in the manner determined by the Tax Code of the Republic of Kazakhstan.

**Article 16.** Registration of termination of activity of legal person

The body carrying out registration of legal persons, having received a decision of liquidation or reorganization of a legal person, verify maintenance of order of liquidation or reorganization under the legislation of the Republic of Kazakhstan.

In order to register the termination of activity of legal person for the elimination of the base are presented:

- 1) registration statement of liquidation in the form established by the Ministry of Justice of the Republic of Kazakhstan;
- 2) The decision of legal owner of legal person or body authorized by the proprietor or body of a legal person authorized on those by constituent documents, sealed the legal person;
- 3) the constituent documents, a certificate of state registration (re-registration) and statistical card;
- 4) document confirming the publication in a printed publication of information on the liquidation of legal person in the manner and terms of the statement of claims by creditors;
- 5) The interim liquidation balance sheet containing information on structure of property of the liquidated legal person, list of the claims declared by creditors as well as their outcome;
- 6) the liquidation balance sheet;
- 7) The decision of the owner of property a legal person or other entity that ordered the liquidation of a legal person, the approval of interim and liquidation balance sheets, sealed legal person;
- 8) document for the destruction of common seal;
- 9) document confirming deregistrations of branches and representations of the liquidated legal person (if any);
- 10) tax clearance certificate;
- 11) certificate of customs authorities on the absence of arrears of customs payments and pending trade deals;
- 12) notice of the authorized body on revocation of share issue (for stock companies);
- 13) the receipt or other document confirming the payment to the fee for state registration of legal persons.

Registration of the termination of the legal person liquidated by court order is carried out on the basis of the decision of court.

If during check infringements of the established order of liquidation or the reorganization are not revealed, the recording body within ten days registers termination of activity of legal person.

Registration of the termination of activity of the subject of market borrowing dominant (monopolistic) position in the relevant market of goods (works, services), as well as subjects of natural monopolies is carried out by recording body with the prior consent of the antimonopoly body.

The registration authority shall make decision on refusal in registration at revealing infringements of the established order of liquidation or reorganization of the legal entity.

The legal entity shall be considered stopped the activity after entering about it records in the uniform state register of legal entities.

Registration of the legal entity created as a result of reorganization of other legal entity shall be carried out in the order established by article 6 of this Law.

The authorized body shall notice on cancellation of all releases of shares of this joint-stock company to the registration authority in addition at reorganization of joint-stock company.

**Article 16-1.** Deregistration of branch and representative office of the legal entity

The branch (representative office) is subject to deregistrate on the basis of the decision of the legal entity on the termination of activity of branch (representative office), originals of the certificate on registration (re-registration) and regulations on branch (representative office), receipt or document confirming payment of duties for the state registration of legal entities.

The tax clearance certificate of tax body on location of branch (representative office) shall be required for deregistration of branch (representative office) besides the documents specified regarding first present article.

**Article 17.** Consideration of disputes

State deregistration, and also evasion from such registration, no less than other disputes between founders of the legal entity and state body which is carrying out registration can be appealed against in court.

**Article 18.** The responsibility for infringement of the law

Activity is not allowed as the legal entity without the state registration. The incomes received from activity without the state registration shall be withdrawn for the income of the republican budget according to the legislation of the Republic of Kazakhstan.

The responsibility shall be beared for not furnishing indormation on changes of the legal entity attracting its re-registration in the order established by the law within the month according to laws.

In case of illegal refusal in registration of the legal person and registration and re-registration of branch (representative office) by the registration authority the applicant has the right to demand compensation of losses in the judicial order.

In case of not furnishing documents by the joint-stock company on the state registration of release of shares or assignment of national identification numbers in the authorized body in established dates this society is subject to liquidation or transformation in the order established by the acts of the Republic of Kazakhstan.

**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**