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**Amendments to the Law of the Republic
of Kazakhstan "On State Registration of
Legal Entities and Account Registration of
Branches and Representative Offices"**

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The Law of the Republic of Kazakhstan "On Introduction of Amendments to Certain Legislative Acts of the Republic of Kazakhstan on the Matters Related to Provision of Public Services" No. 272-VI was adopted on 25 November 2019. This piece of legislation, among other things, introduces amendments to the Law of the Republic of Kazakhstan "On State Registration of Legal Entities and Account Registration of Branches and Representative Offices" No.2198 dated 17 April 1995 (the "Law"). These amendments were put into effect on 8 December 2019. Below we list the most critical amendments:

1. **Amendment to Article 6 of the Law.** In the process of state registration of legal entities which are not private businesses and account registration of their branches (representative offices), constitutional documents in both Kazakh and Russian in 2 (two) counterparts should be filed. Previously, the constitutional documents used to be filed in 3 (three) counterparts.
2. **Amendment to Article 6-1 of the Law.** Registration of a small-sized enterprise with a foreign founder used to require filing of an original excerpt from a trade register. From now on, it is enough to file a copy of such excerpt. However, if another document different from the excerpt from a trade register and confirming that such foreign founder is a legal entity in the country of incorporation is filed, then such original document should be legalized and submitted.
3. **Amendment to Article 9 of the Law.** The period of state registration (re-registration), registration of amendments to constitutional documents of legal entities which are not private businesses, as well as joint-stock companies carrying out their activities not on the basis of a model charter save for political parties, account registration of branches (representative offices), as well as branches (representative offices) of foreign nonprofit organizations, issuance of the certificate of state registration (re-registration) and return of the charter (regulations) used to be 10 (ten) business days. From now on, this period is reduced to 5 (five) business days following the day of filing.
4. **Amendment to Article 14-1 of the Law.** In the event amendments introduced to constitutional documents of a joint-stock company or a legal entity which is not a private business, as well as regulations of their branches (representative offices), then such a legal entity, branch (representative office) instead of filing a notification file an application upon a form prescribed by the Ministry of Justice of the Republic of Kazakhstan.
5. **Article 14-2 is added to the Law.** The procedure for notifying the registering authority on the amendments to the registration details of a legal entity was not regulated properly. From now on, Article 14-2 of the Law sets out a number of circumstances when a legal entity should notify the registering authority on the amendments to its registering details, as well as the procedure for notifying. This Article stipulates the following circumstances when the registration details of a legal entity should be amended:
 - 1) Change of the location of a legal entity which is a private business or its branch (representative office) save for a joint-stock company or its branch (representative office);
 - 2) Change of the chief executive officer (the "**CEO**") (appointment of the CEO, appointment of the Deputy CEO, appointment of a property manager, removal of the CEO);
 - 3) Amendment of constitutional documents of legal entities other than joint-stock companies or legal entities which are not private businesses, as well as regulations of their branches (representative offices);
 - 4) Transfer of an interest into a trust;
 - 5) Increase of a charter capital of a business partnership;

- 6) Change of a main business activity; and
- 7) Change of a composition of founders (participants, members) of nonprofit organizations save for political parties.

Change of the CEO, main business activity, and composition of founders (participants, members) of nonprofit organizations save for political parties is carried out automatically by virtue of an electronic notification. Change of the location of a legal entity, amendment of constitutional documents of entities indicated above, as well as transfer of an interest into a trust and increase of a charter capital of a business partnership is carried out by virtue of an electronic notification with attached documents prescribed by the Law.

Amendments to the registering and other details of a legal entity or its branch (representative office) shall be made within 3 (three) business days from the moment an electronic notification has been submitted.

To the best of our knowledge, the guidelines on provision of such type of public service still have not been approved and, ergo, the registering authority still receives notifications in the way it is used to until such guidelines are adopted.

6. **Article 14-2 is added to the Law.** One of the amendments to the Law is a new requirement to provide a list of founders (participants, members) of a nonprofit organization indicating the full name, date of birth, individual identification number, residence, phone number, and personal signature upon the change of the composition of founders (participants, members) of nonprofit organizations. Previously, such requirement was not in place.
7. **Amendment to Article 15 of the Law.** The period of issuance of a duplicate of the charter of a joint-stock company or a legal entity which is not a private business, as well as a duplicate of the regulations of their branches (representative offices), is reduced from 3 (three) to 1 (one) business day upon such legal entity's request.

In addition, pursuant to amendments introduced on 1 July 2019, please note that when re-registration of a business partnership due to a change of participants takes place, a document confirming alienation (assignment) of rights of the outgoing participant in an interest of a property (charter capital) should not be provided. However, in practice, the registering authority still requests such document.

We hope you will find useful this review prepared by the corporate practice of GRATA Law Firm. Please contact us should you have any questions.

Best regards,

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