**Astana Financial Services Authority**

**Application to Incorporate a Foundation in the AIFC**

Name of a Foundation to be established: *Insert text here*

Date of application: *Insert text here*

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**SECTION 1**

# **Declaration and Consent**

A Founder or a member of the Council must sign this form in the space below.

* 1. **Declaration**

I declare that:

* I have the authority to make this application.
* All the information given in this application form (including any attachments) is, to the best of my knowledge and belief and after having made all reasonable inquiries, true and complete.
* If at any time after making this declaration, I become aware of a material change in any information given in this application form (including any attachment) that is reasonably likely to be relevant to the Astana Financial Services Authority consideration of this application, I will inform the Astana Financial Services Authority in writing about the change without delay.
	1. **Consent**

I acknowledge that it may be necessary for the Astana Financial Services Authority to obtain information from other regulators, law enforcement agencies or other persons (whether in the State or elsewhere) to properly consider and decide this application. Accordingly, I consent to the Astana Financial Services Authority obtaining any information from third parties that the Astana Financial Services Authority considers is necessary for the purpose of considering and deciding this application.

All Personal Data provided to the Astana Financial Services Authority will be processed in accordance with the AIFC Data Protection Regulations 2017, and by signing this form you consent to the Astana Financial Services Authority sharing the information with the AIFC Authority.

**IMPORTANT**

It is a contravention of the Section 200 of the AIFC Companies Regulations to make a statement, or give information, to the Registrar (whether orally, in a Document or in any other way) that is false or misleading in a material particular, or give a Document to the Registrar that is false or misleading in a material particular, or conceal information or a Document if the concealment is likely to mislead or deceive the Registrar. Contravention of this section is punishable by a fine.

Name of the Founder/member of the Council:

|  |
| --- |
| *Insert text here* |

Signature: Date *Insert text here*

**SECTION 2**

# **Applicant’s Contact Details**

* 1. **Proposed name of the Foundation to be established in within the AIFC:**

*Please ensure that the name is immediately followed by the words ‘Foundation’.*

|  |
| --- |
| *Insert text here* |

* 1. **Name and position of main contact for this application:**

|  |
| --- |
| *Insert text here* |

* 1. **Contact number of main contact:**

|  |
| --- |
| *Insert text here* |

* 1. **Email address of main contact:**

|  |
| --- |
| *Insert text here* |

**SECTION 3**

**Nature of objects of the Foundation**

* 1. **Please select nature of objects of the Foundation:**

[ ]  Objects which are exclusively charitable; and/or

[ ]  Objects which are not exclusively charitable; or

[ ]  Objects to benefit Persons by name, category or class.

* 1. **Please state the rationale of incorporation/registration in the AIFC:**

|  |
| --- |
| *Insert text here* |

* 1. **Please provide with more detailed description of the proposed objects:**

|  |
| --- |
| *Insert text here* |

* 1. **The address of the principal place of business of the Foundation in the AIFC:**

|  |
| --- |
| *Insert text here* |

* 1. [ ]  **This is to confirm that the proposed Foundation will not carry out any commercial activities, except those necessary for, and ancillary or incidental to, its objects.**

**SECTION 4**

# **Information on Founders**

|  |
| --- |
| Founder – Individual |
| Forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Former Names (if applicable) | *Insert text here* |
| Nationality | *Insert text here* |
| Address | *Insert text here* |
| Date of Birth | *Insert date here* |
| Role of the Founder (if applicable) | [ ]  *Member of the Council*[ ]  *Guardian of the Foundation* |

|  |
| --- |
| Founder – Body Corporate |
| Company name | *Insert text here* |
| Registration Number | *Insert text here* |
| Place of incorporation | *Insert text here* |
| Organisational-legal form | *Insert text here* |
| Governing Law | *Insert text here* |
| Role of the Founder (if applicable) | [ ]  *Member of the Council*[ ]  *Guardian of the Foundation* |

**SECTION 5**

# **Information on the Members of the Council**

*The Council shall comprise at least two members*

|  |
| --- |
| Member – Individual |
| Forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Former Names (if applicable) | *Insert text here* |
| Nationality | *Insert text here* |
| Address | *Insert text here* |
| Date of Birth | *Insert date here* |
| Evidence of appointment  | *Insert date here* |

|  |
| --- |
| Member – Body Corporate |
| Company name | *Insert text here* |
| Registration Number | *Insert text here* |
| Place of incorporation | *Insert text here* |
| Organisational-legal form | *Insert text here* |
| Governing Law | *Insert text here* |
| Evidence of appointment  | *Insert date here* |

**SECTION 6**

# **Information on Guardian**

*If a Foundation has a charitable object, or a specified non-charitable object, the Foundation must have a Guardian in relation to that object.*

|  |
| --- |
| Guardian – Individual |
| Forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Former Names (if applicable) | *Insert text here* |
| Nationality | *Insert text here* |
| Address | *Insert text here* |
| Date of Birth | *Insert date here* |

|  |
| --- |
| Guardian – Body Corporate |
| Company name | *Insert text here* |
| Registration Number | *Insert text here* |
| Place of incorporation | *Insert text here* |
| Organisational-legal form | *Insert text here* |
| Governing Law | *Insert text here* |

**SECTION 7**

# **Information on Authorised Signatory**

|  |
| --- |
|  Authorised Signatory  |
| Full forename(s) |  *Insert text here* |
| Surname | *Insert text here* |
| Former given or family name(s) (if applicable) | *Insert text here* |
| Nationality | *Insert text here* |
| Address | *Insert text here* |
| Business occupation (if any) | *Insert text here* |
| Date of birth | *Insert date here* |

**SECTION 8**

# **Information on Qualified Recipients (if applicable)**

*Description of Qualified Recipients is primary set out in Article 25 of AIFC Foundations regulations*

|  |
| --- |
| Qualified Recipient - Individual |
| Forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Former Names (if applicable) | *Insert text here* |
| Nationality | *Insert text here* |
| Address | *Insert text here* |
| Date of Birth | *Insert date here* |
| Qualified Recipient is (please select one or more of the following): | [ ]  a Person holding an entitlement specified in, or pursuant to, the By-laws to a fixed share of the property and income of the Foundation when the Foundation distributes it;[ ]  a Person holding a Depository Receipt;[ ]  a Person who is a prospective recipient of a fixed, or discretionary, share of the property of the Foundation upon the happening of a future event specified in the By-laws;[ ]  a Person who is nominated pursuant to the By-laws to be a recipient of a fixed, or discretionary, share of the property and income of the Foundation at a time following the establishment of the Foundation;[ ]  a charity; [ ]  a default recipient |

|  |
| --- |
| Qualified Recipient – Body Corporate |
| Company name | *Insert text here* |
| Registration Number | *Insert text here* |
| Place of incorporation | *Insert text here* |
| Organisational-legal form | *Insert text here* |
| Governing Law | *Insert text here* |
| Qualified Recipient is (please select one or more of the following): | [ ]  a Person holding an entitlement specified in, or pursuant to, the By-laws to a fixed share of the property and income of the Foundation when the Foundation distributes it;[ ]  a Person holding a Depository Receipt;[ ]  a Person who is a prospective recipient of a fixed, or discretionary, share of the property of the Foundation upon the happening of a future event specified in the By-laws;[ ]  a Person who is nominated pursuant to the By-laws to be a recipient of a fixed, or discretionary, share of the property and income of the Foundation at a time following the establishment of the Foundation;[ ]  a charity; [ ]  a default recipient |

**SECTION 9**

# **Information on Default recipient (if applicable)**

*The Charter or By-laws may identify a default recipient to whom all property of the Foundation for which provision has not otherwise been made shall pass in the event of the termination thereof*

|  |
| --- |
| Qualified Recipient  |
| Forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Former Names (if applicable) | *Insert text here* |
| Nationality | *Insert text here* |
| Address | *Insert text here* |
| Date of Birth | *Insert date here* |

**SECTION 10**

# **Information on Beneficial Ownership**

|  |
| --- |
| Ultimate Beneficial Owner (Individual) |
| Full forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Former Name(s) | *Insert text here* |
| Nationality | *Insert text here* |
| Address | *Insert text here* |
| Business occupation (if any) | *Insert text here* |
| Date of birth | *Insert date here* |
| Place of birth | *Insert date here* |
| 1. The date on which the Person became an Ultimate Beneficial Owner of the Relevant Person
 | *Insert text here* |
| 1. The date on which the Person ceased to be an Ultimate Beneficial Owner of the Relevant Person
 | *Insert text here* |

**SECTION 11**

# **Constitution of the Foundation**

The constitution of a Foundation comprises:

(a) its Charter; and

(b) subject to subsection 17(4) (By-Laws) of AIFC Foundations Regulations, its By-laws.

*Requirements related to a Charter are set out in principal in Article 16 of AIFC Foundations Regulations.*

*Requirements related to a By-laws are set out in principal in Article 17 of AIFC Foundations Regulations*

**SECTION 12**

# **Fit And Proper Questionnaire**

*If any answers are “Yes” to any of the questions, then provide a detailed explanation. If necessary, attach separate documentation. It will not necessarily impair our assessment of the applicant’s fitness and probity if there is a positive response in any of the disclosures. However, deliberately withholding information or providing false or misleading information may prevent the success of the application.*

* 1. **Has the applicant or any member of your Group been made aware, whether formally or informally, that it is the subject of a current or pending investigation, review or disciplinary procedure by any regulatory authority, professional body, Financial Services Regulator, self-regulatory organisation, regulated exchange, clearing house, government body, agency, or any other officially appointed inquiry? If “Yes”, provide full details:**

|  |
| --- |
| *Insert text here* |

* 1. **Has the applicant or any member of its Group in the last 10 years been convicted or found guilty by any court of a competent jurisdiction of any criminal offence? If “Yes”, provide full details:**

|  |
| --- |
| *Insert text here* |

* 1. **Has the applicant or any member of its Group in the last 10 years been the subject of disciplinary procedures by a government body or agency or any Financial Services Regulator, self-regulatory organisation, or other professional body? If “Yes”, provide full details:**

|  |
| --- |
| *Insert text here* |

* 1. **Has the applicant or any member of its Group in the last 10 years contravened any provision of financial services legislation or of rules, regulations, statements of principle, or codes of practice made under it or made by a self-regulatory organisation, Financial Services Regulator, regulated exchange, or clearing house? If “Yes”, provide full details:**

|  |
| --- |
| *Insert text here* |

* 1. **Has the applicant or any member of its Group in the last 10 years been refused or had a restriction placed on the right to carry on a trade, business, or profession requiring a licence, registration, or other permission? If “Yes”, provide full details:**

|  |
| --- |
| *Insert text here* |

* 1. **Has the applicant or any member of its Group in the last 10 years received an adverse finding or an agreed settlement in a civil action by any court or tribunal of competent jurisdiction? If “Yes”, provide full details:**

|  |
| --- |
| *Insert text here* |

* 1. **Have the applicant or any member of its Group in the last 10 years been censured, disciplined, publicly criticised, or the subject of any investigation or enquiry by any regulatory authority, Financial Services Regulator, or officially appointed inquiry? If “Yes”, provide full details:**

|  |
| --- |
| *Insert text here* |

**SECTION 13**

# **Anti-Money Laundering, Counter-Terrorist Financing and Sanctions Section (AML/CFT)**

|  |
| --- |
| *Please choose from the below list the best option that describes your business activities* |
| [ ]  |  | A real estate developer or agency which carries out transactions with a customer involving the buying or selling of real property; |
| [ ]  |  | A dealer in precious metals or precious stones; |
| [ ]  | 1.
 | A dealer in any saleable item of a price equal to or greater than USD 15,000; |
| [ ]  |  | A company service provider:* 1. acting as a formation agent of legal persons;
	2. acting as, or arranging for another person to act as, a director or secretary of a company, a partner of a partnership, or a similar position in relation to other legal persons;
	3. providing a registered office, business address, or accommodation, correspondence or administrative address for a company, a partnership, or any other legal person or arrangement;
	4. acting as (or arranging for another person to act as) a trustee of an express trust or performing the equivalent function for another form of legal arrangement; or
	5. acting as, or arranging for another person to act as, a nominee shareholder for another person.
 |
| [ ]  |  | Other; please specify *please insert text here (if applicable)* |
| IMPORTANTIf answer to the above question is ‘(e)’ succeeding questions in this section are not applicable to you.Applicants applying for a Licence to carry on one or more Regulated, Market or Ancillary activities will be asked to complete Section concerned in the relevant Application Form for a Licence. |

|  |
| --- |
| Money Laundering Reporting Officer (MLRO)*Provide information on the Money Laundering Reporting Officer (MLRO) of the applicant.*  |
| Full name of MLRO (as stated in passport) | *Insert text here* |
| Passport number | *Insert text here* |
| The country and place of issue of the MLRO’s passport: | *Insert text here* |
| Job title/level within the firm | *Insert text here* |
| Residential address | *Insert text here* |
| Telephone number | *Insert text here* |
| Mobile phone number | *Insert text here* |
| Email address | *Insert text here* |

**AML Questionnaire**

* 1. **What steps has the applicant taken to ensure that MLRO is capable and suitably qualified to undertake the roles and responsibilities as set out in AML Rules of the AFSA? Please provide details.**

|  |
| --- |
| *Insert text here* |

* 1. **The scope and frequency of the AML/CFT reviews or audits:**

|  |
| --- |
| *Insert text here* |

* 1. **An overview of how the applicant will monitor, detect, and report threshold and suspicious transactions:**

|  |
| --- |
| *Insert text here* |

* 1. **Training programs and procedures to ensure employees are made aware of their regulatory obligations with regards to AML/CFT:**

|  |
| --- |
| *Insert text here* |

**Notice**

Please attach the applicant’s Anti-Money Laundering, Counter-Terrorist Financing and Sanctions policies, procedures, systems and controls, which must be specific to its AIFC activities and comply with the AML Rules of the AFSA. These policies, procedures, systems and controls should include, amongst other things, arrangements to:

* Ensure senior management of the applicant is aware of their responsibility for the applicant’s compliance with the AML Rules of the AFSA, and the duty to exercise due skill, care and diligence in carrying out these responsibilities;
* Comply with the Law of the Republic of Kazakhstan No 191-IV dated 28 August 2009 on Counteracting legalisation (laundering) of proceeds obtained through criminal means and financing of terrorism and any other relevant laws of the Republic of Kazakhstan;
* Ensure compliance with relevant sanctions issued by such bodies as Committee on financial monitoring of the Ministry of Finance of the Republic of Kazakhstan and United Nations Security Council.

**MLRO Declaration**

I declare that, I have read and understood the AML Rules of the AFSA and I am aware of the obligations and requirements I must adhere to as a MLRO.

Name of MLRO:

|  |
| --- |
| *Insert text here* |

Signature: Date: *Insert date here*

**SECTION 14**

# **List of Supporting Documents**

|  |  |  |
| --- | --- | --- |
| № | Requirement | Attached |
| General Details |
|  | A copy of Charter*This is the new articles of association of the company.*  | ‏‏‏‏ [ ]  |
|  | A copy of By-laws*Subject to subsection 17(4) (By-Laws) of AIFC Foundations Regulations* | [ ]  |
|  | A copy of resolution of the Board of Directors or Shareholders (or other applicable management or executive board). It shall include: * + - 1. Approvement to form a Foundation in the AIFC;
			2. Adoption of the Charter;
			3. Adoption of the By-laws;
			4. Appointment of the person authorized to sign documents on behalf of the incorporator in relation to the incorporation of the new Foundation;
			5. Appointment of Authorised Signatory - person authorized to sign documents in all matters following incorporation of the new Foundation;
			6. Appointment of member(s) of the Council;
 | [ ]  |
|  | Application form for obtaining BIN (Business Identification Number) | [ ]  |
| Members of the Council |
|  | Passport copy and curriculum vitae for each members of the Council | [ ]  |
| Founder |
|  | If Founder – Individual: |  |
|  | Passport copy and curriculum vitae for each incorporator/shareholder of the applicant | [ ]  |
|  | If Founder – Body Corporate: |  |
|  | A copy of Certificate of Incorporation or Registration, or a document of similar effect, certified by the relevant authority in the jurisdiction in which it is incorporated or registered or by its director or company secretary (issued no more than three months) | [ ]  |
| Address |
|  | Lease Agreement *Copy of the lease agreement for the office space in AIFC or memorandum of lease or any other document evidencing that the office space is reserved by way of lease reservation letter.* | [ ]  |
| Authorised Signatory  |
|  | Copy of passport (including Individual Identification Number for Kazakhstani nationals) | [ ]  |
|  | Copy of Kazakhstani Visa or Entry Stamp in Kazakhstan (if applicable) | [ ]  |
|  | Copy of Kazakhstani ID (mandatory for Kazakhstani nationals) | [ ]  |
| Beneficial Owners – this is to identify the Ultimate Beneficial Owners who has the legal right to exercise, or actually exercises, significant control or influence over the activities of the Council, Person or other arrangement administering the property or carrying out the objects of the Foundation |
|  | For each corporate shareholder, completed and signed Form – Details of Beneficial Ownership | [ ]  |
|  | A chart showing the corporate structure of the entity – up to the individual who ultimately owns the company.    | [ ]  |
|  | Copy of passport of individual(s) who ultimately own(s) or effectively control(s) the Foundation. | [ ]  |
| Money Laundering Reporting Officer (MLRO) (if applicable) |
|  | Copy of passport | [ ]  |
|  | Copy of Kazakhstani Visa or Entry Stamp in Kazakhstan (if applicable) | [ ]  |
|  | Anti-Money Laundering, Counter-Terrorist Financing and Sanctions policies, procedures, systems and controls.*For details, please refer to [Anti-Money Laundering, Counter-Terrorist Financing and Sanctions Rules](http://afsa.kz/storage/files/b4f9423ed8c647d6/ANTI-MONEY%20LAUNDERING%2C%20COUNTER%20%E2%80%93%20TERRORIST%20FINANCING%20AND%20SANCTIONS%20RULES.pdf)*  | [ ]  |
| Fees |
|  | * Registration fee - $200\*
* Commercial Licence fee - $100\*
 | [ ]  |

\*Or equivalent amount in KZT at the official daily exchange rate of the National Bank of Kazakhstan on the date of payment.

**SECTION 14**

|  |
| --- |
| **NOTICE**To promote transparency, safety of all parties and mitigate risks in the AIFC, during incorporation/registration process the background check of Persons indicated in the application form will be conducted. This may include crime and tax records, law and regulatory enforcement, sanctions list and other relevant checks. In case of adverse background check, the incorporation/registration process may be delayed.If any of the documents are not in the English language, the documents shall be accompanied by a translation certified to the satisfaction of the Registrar of Companies.The AFSA Office of the Registrar of Companies reserves the right to ask for additional documents and information.We occasionally refer to various Rules, sections, or chapters which make up the AIFC Rules. However, these references are provided only as a guide and are not an exhaustive list of the Rules that may be applicable to your situation. It is your responsibility to research any Rules that might be pertinent to your application.If it is more appropriate to answer certain questions in an attachment then indicate in the cell that this is the case. If you are confident that you have answered a particular question in another form or attachment then make an unequivocal reference to that response.As a matter of good practice, and to avoid any confusion, words and terms that are defined in GLO should have their first letter in upper-case.Ensure that that you are using the *latest version* of this application form. AFSA will only accept out-of-date forms if they are submitted within one month of the latest version available on our website.You are advised to retain a copy of the form and all relevant attachments for the records. |

|  |
| --- |
| **For further Information, please contact us** |
| **Telephone Number**  | **+77172-64-72-86** | **+77172-64-72-68** |
| **Email Address** | **registration@afsa.kz** |