



**Guidance on
Filing Obligations of AIFC Participants
to the Registrar of Companies**

Introduction

This Guidance provides information on event driven and annual filing obligations of AIFC Participants to the Registrar of Companies.

This is only a guide and should be read together with the relevant legislation, in particular, AIFC Companies Regulations, AIFC Companies Rules and any other relevant regulations and enabling rules (which may change over time without notification).

The information in this Guidance is general and non-binding.

This Guidance only refers to the procedures that need to be completed in relation to the Registrar of Companies. It does not cover the requirements as set out in the relevant legislation (which includes internal obligations that an entity will need to carry out). Information in this Guidance is not to be deemed, considered or relied upon as legal advice and should not be treated as a substitute for specific advice concerning any individual situation. Further advice from a specialist professional may be required.

Part 1 of this Guidance describes the **event driven obligations** of AIFC Participants to the Registrar of Companies.

Part 2 of this Guidance describes what are the **annual filing requirements** of AIFC Participants to the Registrar of Companies.

PART 1: EVENT DRIVEN FILINGS

An event-driven filing refers to an entity's obligations to notify the Registrar of Companies of certain changes/events that occur with regards to the registered entities.

It is important for AIFC registered entity to gain an understanding of what events trigger filing requirements and the obligations in order to avoid fines.

COMPANY NAME

Change of Company Name

A Company may change its name by Special Resolution or by other means provided for by the Company's Articles of Association (Section 22 of the AIFC Companies Regulations).

If a Company changes its name, the Company must file the accompanying notice or a statement that the change of name has been made by the means provided for by the Company's Articles of Association with the Registrar within 14 days after the day the change is made.

If, in the opinion of the Registrar, the name by which a Company is registered is, has become, or is reasonably likely to become, misleading, deceptive, conflicting with another name (including an existing name of another Company), or otherwise undesirable, the Registrar may direct the Company to change it.

The change of name takes effect on the day the Registrar issues the certificate of name change.

Notification deadline:	Within 14 days after the day the change is made
Recurring event:	No
Form:	1. AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/) 2. Notification of actualization of information (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	If a method of change is by special resolution <input type="checkbox"/> Copy of Shareholders' Special Resolution If a method of change is by means provided for by the Company's Articles of Association <input type="checkbox"/> Copy of Shareholders' resolution or Directors' resolution (whichever is applicable); <input type="checkbox"/> Statement that the change of name has been made by means provided for by the Company's Articles of Association If method of change is by determination of a new name by the Registrar or Court Order <input type="checkbox"/> Direction of the Registrar issued pursuant to Section 23 of the AIFC Companies Regulations; or <input type="checkbox"/> Court Order
Fee:	50 USD
Maximum fine for contravention:	15 000 USD

ARTICLES OF ASSOCIATION

Amendment of Articles of Association

A Company may amend its Articles of Association by Special Resolution or by any other means provided by the Company's Articles of Association (Section 19 of the AIFC Companies Regulations).

Notification deadline:	Within 14 days after the amendments to the Articles of Association are made
Recurring event:	No
Form:	AIFC Notice of Amendment of Articles of Association (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<p>If a method of change is by special resolution</p> <ul style="list-style-type: none"><input type="checkbox"/> Shareholders' Special Resolution<input type="checkbox"/> Amended Articles of Association<input type="checkbox"/> Certificate given by at least 1 of the Directors of the Company stating that the proposed amendment complies with the requirements of the AIFC Companies Regulations and the AIFC Companies Rules and all other applicable AIFC Regulations and AIFC Rule <p>If a method of amendments is by means provided for by the Company's Articles of Association</p> <ul style="list-style-type: none"><input type="checkbox"/> Agreement, enactment, order or any other document by which the Articles of Association are amended<input type="checkbox"/> Amended Articles of Association<input type="checkbox"/> Certificate given by at least 1 of the Directors of the Company stating that the proposed amendment complies with the requirements of the AIFC Companies Regulations and the AIFC Companies Rules and all other applicable AIFC Regulations and AIFC Rule
Fee:	50 USD
Amount of fine for contravention:	To be determined by the Registrar

DIRECTOR

Appointment of Director

A Company must, within the period of 14 days from a person becoming a director, give notice to the Registrar of the change and of the date on which it occurred.

Notification deadline:	Within 14 days after the appointment
Recurring event:	No
Form:	AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<p>Individual</p> <ul style="list-style-type: none"><input type="checkbox"/> Copy of passport and national ID (if applicable)<input type="checkbox"/> Shareholders' Ordinary Resolution approving the appointment of director <p>Corporate*</p> <ul style="list-style-type: none"><input type="checkbox"/> Copy of Certificate of Incorporation or Registration<input type="checkbox"/> Shareholders' Ordinary Resolution approving the appointment of director

	<i>* Applicable only for Investment Companies, Special Purpose Companies, and Protected Cell Companies</i>
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

Removal of Director

A Company must, within the period of 14 days from a person ceasing to be a director, give notice to the Registrar of the change and of the date on which it occurred.

Notification deadline:	Within 14 days after the removal
Recurring event:	No
Form:	AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Resolution approving the removal or resignation of director
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

Change in Particulars of Director

A Company must, within the period of 14 days, from the occurrence of any change in the particulars contained in its Register of Directors, give notice to the Registrar of the change and of the date on which it occurred.

Notification deadline:	Within 14 days after the change
Recurring event:	No
Form:	AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Document evidencing the change (e.g. passport copy, Certificate of Change of name)
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

CEO

Change of CEO

Under the article 6(1) of Constitutional Statute on AIFC, Tax Code have direct application in the AIFC, and therefore to AIFC registered companies. Under Kazakhstan Tax Code, the tax administration places the whole responsibility for compliance with all tax obligation on “first manager or manager” of legal entity (первый руководитель/руководитель юридического лица), which is equivalence to CEO or managing director.

Notification deadline:	Within 14 days after the day the change is made
Recurring event:	No
Form:	1. AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/) 2. Notification of actualization of information (available at https://afsa.aifc.kz/post-registration/)

Supporting documents:	<input type="checkbox"/> Copy of passport and national ID (if applicable) <input type="checkbox"/> Resolution/decision approving the change of CEO
Fee:	50 USD
Maximum fine for contravention:	-

SECRETARY

Appointment of Secretary

A Company must, within the period of 14 days from a person becoming its Secretary or one of its joint Secretaries, give notice to the Registrar of the change and of the date on which it occurred.

Notification deadline:	Within 14 days after the appointment
Recurring event:	No
Form:	AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	Individual <input type="checkbox"/> Copy of passport and national ID (if applicable) <input type="checkbox"/> Board Resolution approving the appointment of Secretary Corporate <input type="checkbox"/> Copy of Certificate of Incorporation or Registration <input type="checkbox"/> Board Resolution approving the appointment of Secretary
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

Removal of Secretary

A Company must, within the period of 14 days from a person ceasing to be its Secretary or one of its joint Secretaries, give notice to the Registrar of the change and of the date on which it occurred.

Notification deadline:	Within 14 days after the removal
Recurring event:	No
Form:	AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Board Resolution approving the removal or resignation of Secretary
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

Change in Particulars of Secretary

A company must, within the period of 14 days from occurrence of any change in the particulars contained in its Register of Secretaries, give notice to the Registrar of the change and of the date on which it occurred.

Notification deadline:	Within 14 days after the change
Recurring event:	No
Form:	AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Document evidencing the change (e.g. passport copy, Certificate of Change of name)

Fee:	50 USD
Maximum fine for contravention:	2 000 USD

REGISTERED OFFICE ADDRESS

Change of Registered Office Address

A Company may change the address of its registered office by giving notice to the Registrar. The change takes effect upon the notice being registered by the Registrar (Section 24 of the AIFC Companies Regulations).

Notification deadline:	Within 14 days after the change
Recurring event:	No
Form:	1. AIFC Notice of Change of Company's Address (available at https://afsa.aifc.kz/post-registration/) 2. Notification of actualization of information (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Copy of lease agreement or Certificate of Registration of Lease <input type="checkbox"/> Resolution approving the change of the registered office address
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

LOCATION OF COMPANY'S RECORDS

Unless the Registers are kept at the Company's registered office address, the Company must give notice to the Registrar of the place at which the register is kept available for inspection. Such notification should specify the record that is kept on such location.

Notification deadline:	Within 14 days after the change
Recurring event:	No
Form:	AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Copy of Evidence of change of location of company records
Fee:	50 USD
Maximum fine for contravention:	Register of Shareholders: 10 000 USD Register of Debt Security Holders: 10 000 USD Register of Directors and Secretaries: 15 000 USD Accounting Records of Companies: 25 000 USD Beneficial Ownership Register: 10 000 USD Register of Nominee Directors: 10 000 USD

FINANCIAL YEAR END

A Company may, by giving a notice to the Registrar, specify a new financial year end date having effect in relation to the Company's current financial year and subsequent financial years.

Notification deadline:	Within 14 days after the change
Recurring event:	No
Form:	AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/)

Supporting documents:	<input type="checkbox"/> Resolution approving change of Financial Year End date
Fee:	50 USD
Amount of fine for contravention:	To be determined by the Registrar

AUDITOR

Appointment of Auditor

If a Company is required by the AIFC Companies Regulations to have its accounts examined and reported on by an Auditor, the Company must appoint an Auditor to examine and report on, in accordance with the AIFC Companies Regulations and the AIFC Companies Rules, the accounts prepared under section 131 (Accounts) of the AIFC Companies Regulations.

In accordance with Section 134 of the AIFC Companies Regulations, a reference to an Auditor is a reference to a Person who is registered by the Registrar as an auditor under the Chapter 3 of the AIFC Companies Regulations.

Notification deadline:	Within 28 days after the appointment
Recurring event:	No
Form:	AIFC Notice of Appointment of Auditor (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Resolution approving appointment of the auditor
Fee:	50 USD
Maximum fine for contravention:	15 000 USD

Removal of Auditor

Notification deadline:	Within 28 days after the appointment
Recurring event:	No
Form:	AIFC Notice of Removal of Auditor (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Resolution approving removal of the auditor
Fee:	50 USD
Maximum fine for contravention:	15 000 USD

BUSINESS ACTIVITIES

Company may apply to add or remove the main business activity by notifying the Registrar of Companies of such intention. Company who wish to conduct activities that require a Licence, or fintech activities must contact the AFSA to obtain the relevant licence or in-principal approval, whichever is applicable.

Notification deadline:	Within 14 days
Recurring event:	No
Form:	1. AIFC Application for change of the main business activity (available at https://afsa.aifc.kz/post-registration/) 2. Notification of actualization of information (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Resolution approving the addition / removal of business activity <input type="checkbox"/> Licence or in-principal approval from AFSA (if applicable)
Fee:	50 USD

Maximum fine for contravention:	-
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SHARES AND SHAREHOLDERS

Change in Particulars of Shareholder

Notification deadline:	Within 14 days after the change
Recurring event:	No
Form:	<ol style="list-style-type: none"> 1. AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/) 2. Notification of actualization of information (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Document evidencing the change (e.g. passport copy, Certificate of Change of name)
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

Alteration of Share Capital

Notification deadline:	Within 14 days after the change
Recurring event:	No
Form:	<ol style="list-style-type: none"> 1. AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/) 2. Notification of actualization of information (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Resolution approving the alteration of share capital <input type="checkbox"/> Amended Articles of Association (if applicable)
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

Transfer of Shares

Notification deadline:	Within 14 days after the change
Recurring event:	No
Form:	<ol style="list-style-type: none"> 1. AIFC Notice of Transfer of Shares (available at https://afsa.aifc.kz/post-registration/) 2. AIFC Notification of Change in the Registered Details (available at https://afsa.aifc.kz/post-registration/) 3. Notification of actualization of information (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Resolution approving such transfer of shares <input type="checkbox"/> Copy of passport (applicable to new shareholder) <input type="checkbox"/> Copy of Certificate of Incorporation or Registration (applicable to new shareholder) <input type="checkbox"/> Instrument of Transfer

Fee:	50 USD
Maximum fine for contravention:	2 000 USD

ULTIMATE BENEFICIAL OWNER

Please familiarise yourself with the AIFC Guidance on Ultimate Beneficial Owner available at <https://afsa.aifc.kz/consider-before-opening-business/>.

Notice of Ultimate Beneficial Owner

Notification deadline:	Within 30 days after an individual became UBO
Recurring event:	No
Form:	Details on Ultimate Beneficial Owner (available at https://afsa.aifc.kz/consider-before-opening-business/)
Supporting documents:	<p>Individual</p> <p><input type="checkbox"/> Copy of passport and national ID (if applicable)</p> <p>Corporate</p> <p><input type="checkbox"/> Copy of Certificate of Incorporation or Registration</p>
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

Cessation of Ultimate Beneficial Owner

Notification deadline:	Within 30 days after an individual ceased to be UBO
Recurring event:	No
Form:	AIFC Notice of ceasing to be Ultimate Beneficial Owner (available at https://afsa.aifc.kz/post-registration/)
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

Change in Particulars of Ultimate Beneficial Owner

Notification deadline:	Within 30 days after the change
Recurring event:	No
Form:	Details on Ultimate Beneficial Ownership (available at https://afsa.aifc.kz/post-registration/)
Supporting documents:	<input type="checkbox"/> Document evidencing the change (e.g. passport copy, Certificate of Change of name)
Fee:	50 USD
Maximum fine for contravention:	2 000 USD

PART 2: ANNUAL FILINGS

AIFC Participants are obliged to complete a specified number of filings to the Registrar of Companies on an annual basis. The following are the ongoing filing obligations:

- Filing of annual accounts
- Filing of annual return
- Filing of annual confirmation statement

ANNUAL ACCOUNTS

Every entity must keep adequate accounting records. The accounts must be prepared in accordance with the AIFC Regulations and Rules. Maximum fine for contravention is 10 000 USD.

Who shall file annual accounts?

Annual accounts must be filed with the Registrar by:

- ✓ Companies;
- ✓ General Partnerships;
- ✓ Limited Partnerships;
- ✓ Limited Liability Partnerships;
- ✓ NPIOs;
- ✓ Foundations.

When to file annual accounts?

Note: Financial year end is not the same as Tax period.

Company	<p>The Directors of a Company must approve the Company's accounts and must ensure that they are signed on their behalf by at least 1 Director.</p> <p>The Directors of a Company must ensure that, within 6 months after the end of each financial year of the Company, the accounts for that year are:</p> <ul style="list-style-type: none">(a) prepared and approved by the Directors; and(b) examined and reported upon by an Auditor; and(c) if the Company is a Public Company—laid before a General Meeting, together with a copy of the Auditor's report and Directors' report, for discussion and, if considered appropriate, approval by the Shareholders; and(d) for all Companies—sent, together with (if applicable) a copy of the Auditor's report or Directors' report (or both), to every Shareholder, other than a Shareholder for whom the Company does not have a current postal address. <p>A Company must file annual accounts with the Registrar, <u>within 14 days after the day (d) is complied with in relation to a financial year.</u></p> <p><u>Supporting documents:</u></p> <ul style="list-style-type: none">- a copy of the accounts and the Auditor's report for the financial year; and
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	<p>- if the Company is a Public Company, a copy of the Directors' report for the financial year.</p> <p>Note: Unless otherwise provided in its Articles of Association, a Private Company and its Directors are not required to get the accounts examined and reported upon an Auditor and file the accounts with the Registrar if the Company, during the current year for which the accounts are being prepared and, if the Company has existed for more than 1 financial year, the year immediately before that financial year, has:</p> <ul style="list-style-type: none"> - an annual turnover of not more than U.S. \$5,000,000; and - an average of not more than 20 Shareholders.
General Partnership	<p>Within 6 months after the end of a General Partnership's financial year, the partners must approve the partnership's accounts and must ensure that they are signed on their behalf by at least 1 of them.</p> <p><u>A General Partnership must file its accounts for a financial year with the Registrar of Companies within 7 days after the day the accounts are approved by the partners.</u></p> <p><i>It is not necessary for a General Partnership to appoint an auditor or have its accounts audited, unless this is required by the Rules or its partnership agreement.</i></p>
Limited Partnership	<p>Within 6 months after the end of the financial year, the accounts for the financial year must be: (a) prepared and approved by all the Partners; and (b) signed on their behalf by at least 1 of the Partners, one of whom must be a General Partner.</p> <p><u>The Limited Partnership must file a copy of its accounts for the financial year with the Registrar of Companies within 7 days after the day the accounts are approved by the Partners.</u></p> <p><i>It is not necessary for a Limited Partnership to appoint an auditor.</i></p>
Limited Liability Partnership	<p>Within 6 months after the end of the financial year, the accounts for the financial year must be: (a) prepared and approved by all the members; and (b) signed on their behalf by at least 1 of the members; and (c) examined and reported on by an Auditor.</p> <p><u>The Limited Liability Partnership must file a copy of its accounts for the financial year, and the Auditor's report on the accounts, with the Registrar of Companies within 7 days after the day the accounts have been reported on by the Auditor.</u></p>
NPIO	<p>The Founding Members of an Incorporated Organisation must ensure that accounts are prepared in relation to each financial year of the Incorporated Organisation within 6 months after the end of the financial year</p> <p><u>An Incorporated Organisation must file its audited accounts for a financial year with the Registrar of Companies within 7 days after the day the accounts are approved by the Founding Members and reported on by an Auditor.</u></p>
Foundation	<p><u>A Foundation shall within thirty (30) days after the accounts have been approved by the Council file a copy of its annual accounts with the Registrar.</u></p>

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ANNUAL RETURN

Note: Not to be confused with the annual accounts filing the two are completely separate filings and will not usually be filed at the same time.

Who shall file an annual return?

Annual returns must be filed with the Registrar by:

- ✓ Public Companies;
- ✓ Private Companies with an annual turnover of more than U.S. \$500,000, or an average of more than 20 Shareholders;
- ✓ Private Companies, which have not made an election under section 26-1 (Annual confirmation of accuracy of information in the register) of the AIFC Companies Regulations;
- ✓ Recognised Companies;
- ✓ Foundations.

When to file an annual return?

Annual returns must be filed with the Registrar within 6 months of the end of each financial year, or other date the Registrar considers appropriate. Maximum fine for contravention is 10 000 USD.

The form for submission of an annual return is available at <https://afsa.aifc.kz/post-registration/>.

Notes:

- In accordance with Section 147 of the AIFC Companies Regulations, a Recognised Company must give the Registrar a copy of each annual return filed in its jurisdiction of incorporation, within 30 days after the day it files the annual return in that jurisdiction.
- Financial year end is not the same as Tax period.

ANNUAL CONFIRMATION STATEMENT

Filing of an annual confirmation statement is a way of confirming that important company data registered at the Office of the Registrar and displayed on the public register is accurate and up to date.

Private Companies must file a confirmation statement even if there have not been any changes to your company during the review period. This confirms that your records are up to date and the information we hold is correct. Maximum fine for contravention is 10 000 USD.

Who shall file an annual confirmation statement?

Annual confirmation statement must be filed with the Registrar by:

- ✓ Private Companies with an annual turnover of less than U.S. \$500,000 or an average of less than 20 Shareholders during the year for which the annual confirmation statement is being prepared; or
- ✓ Private Companies which have made an election under section 26-1 (Annual confirmation of accuracy of information in the register) of the AIFC Companies Regulations.

AIFC form for notifying about the election to file an Annual confirmation statement is available at <https://afsa.aifc.kz/post-registration/>.

When to file an annual confirmation statement?

Before the end of the period of 14 days after the end of each review period. Review period is:

- the period of 12 months beginning with the day of the company's incorporation;
- each period of 12 months beginning with the day after the end of the previous review period.

The Annual confirmation statement form is available at <https://afsa.aifc.kz/post-registration/>.

GET IN TOUCH

The Office of the Registrar is open from Monday to Friday, 9:00 to 18:00 and may be contacted during working hours at +7 (7172) 64 73 75, +7 (7172) 64 74 46 or by email at post-registration@afsa.kz