

Guide to Organizational-Legal Forms

Astana Financial Services Authority (AFSA)

The AFSA is an integrated regulator of the AIFC and will register and incorporate entities that carry on financial services activities and non-financial services activities.

AFSA Licencing and Registration team can provide guidance and review prior to processing applications submitted by applicants who wish to establish a legal presence in AIFC in compliance with AIFC Rules and Regulations.

Available Organisational-legal forms for AIFC Participants*

***AIFC Participants** are the legal entities registered under the Acting Law of the AIFC and other legal entities recognised by the AIFC.

A new body corporate can be incorporated in the following organisational-legal forms:

| Organizational-legal form | AIFC Regulations and Rules |
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| Private Company | Article 11(1)(a) of AIFC Companies Regulations 2017 |
| Public Company | Article 11(1)(b) of AIFC Companies Regulations 2017 |
| Special Purpose Company | Article 1.4 of AIFC Special Purpose Company Rules 2017 |
| General Partnership | Article 12 of AIFC General Partnership Regulations 2017 |
| Limited Partnership | Article 8(1) of AIFC Limited Partnership Regulations 2017 |
| Limited Liability Partnership | Article 8(1) of AIFC Limited Liability Partnership Regulations 2017 |
| Non-profit Incorporated Organisation | Article 8(1) of AIFC Non-profit Incorporated Organisations Regulations 2017 |

A company/partnership formed in any jurisdiction other than the AIFC may be registered in the AIFC in the following organisational forms:

| Organizational-legal form | AIFC Regulations and Rules |
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| Recognised Company | Article 144(1) of AIFC Companies Regulations 2017 |
| Recognised General Partnership | Article 13(1) of AIFC General Partnership Regulations 2017 |
| Recognised Limited Partnership | Article 45 of AIFC Limited Partnership Regulations 2017 |
| Recognised Limited Liability Partnership | Article 36 of AIFC Limited Liability Partnership Regulations 2017 |

Companies and Recognised Company

| Private Company | Public Company | Recognised Company |
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| A Person must not conduct business in or from the AIFC unless the Person holds a Commercial Licence and is incorporated or registered as an AIFC Participant. | | |
| A Company must, at all times, have a registered office in the AIFC to which all communications and notices to the Company may be addressed. | | |
| A company limited by shares, the liability of which is limited to the amount (if any) that remains unpaid on the Shares held by the Shareholder. | | <ul style="list-style-type: none"> • A company incorporated or formed outside of the AIFC that would like to have a presence in the AIFC. • Must appoint and retain at all times at least 1 Person who is authorised to accept service of any Document or notice on behalf of the Recognised Company; • Must have a place of business in the AIFC to which all communications and notices may be addressed. • If a Recognised Company is an applicant for Regulated Activities, it may only apply for regulated activities for which its head office has already been licensed by its home state regulator. |
| <ul style="list-style-type: none"> • Private Company cannot trade its shares on public exchanges; • Must have at least 1 Shareholder – can be a natural person or a Body Corporate; • Must ensure that its name is immediately followed by the word 'Limited' or the abbreviation 'Ltd.'; • Has no requirements for minimum Share Capital; • Must have at least 1 Director – natural person only. | <ul style="list-style-type: none"> • Public Company is allowed to offer its Securities to the Public; • Must have at least 1 Shareholder – can be a natural person or a Body Corporate; • Must ensure that its name is immediately followed by the word 'Public' or the abbreviation 'PLC.' • Minimum Share Capital- US \$100,000 at any time; • Must have at least 2 Directors • Must have at least 1 Secretary. | |

Partnerships

| General Partnership | Limited Partnership | Limited Liability Partnership |
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| May be established in the AIFC for any lawful business, purpose or activity by 2 or more Persons; | | |
| Must, at all times, have a registered office in the AIFC to which all communications and notices to the partnership may be addressed. | | |
| A Person must not conduct business in or from the AIFC unless the Person holds a Commercial Licence or is incorporated in accordance with corresponding Regulations and Rules | | |
| <ul style="list-style-type: none"> • A general partner is liable, jointly and severally with the other partners, for all debts and obligations of the partnership. | <ul style="list-style-type: none"> • A limited partner is not liable for any of the partnership's Liabilities beyond the amounts that they have already contributed or agreed to contribute. | |
| <ul style="list-style-type: none"> • Includes 2 or more Persons called general partners. • The partners must enter into a | <ul style="list-style-type: none"> • Includes 1 or more Persons called general partners and 1 or more Persons called limited partners, | <ul style="list-style-type: none"> • Includes 2 or more Persons called limited partners; • A Limited Liability Partnership must have a partnership agreement; |

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| <p>partnership agreement signed by all the partners;</p> <ul style="list-style-type: none"> • Name of the general partnership must end with the word 'Partnership' or 'and Partners' or '& Co.'; • The general partners may apply for registration of the general partnership, and for the registration of each of the partners. | <ul style="list-style-type: none"> • A Person may not be a general partner and a limited partner at the same time; • A Limited Partnership must have a partnership agreement; • Name of the limited partnership must end with the words 'Limited Partnership'; • The general partners may apply for registration of the limited partnership, and for the registration of each of the partners. | <ul style="list-style-type: none"> • Two or more Persons may apply for the incorporation of a Limited Liability Partnership in accordance with the terms of a partnership agreement; • A Limited Liability Partnership must ensure that its name includes the words 'Limited Liability Partnership'. |
| Recognised General Partnership | Recognised Limited Partnership | Recognised Limited Liability Partnership |
| A general partnership formed outside of the AIFC and recognised by the AFSA to conduct business in the AIFC jurisdiction | A limited partnership formed outside of the AIFC and recognised by the AFSA to conduct business in the AIFC jurisdiction | A limited liability partnership formed outside of the AIFC and recognised by the AFSA to conduct business in the AIFC jurisdiction |

Special Purpose Company and Non-Profit Incorporated Organisation

| Special Purpose Company | Non-Profit Incorporated Organisation |
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| <ul style="list-style-type: none"> • A Special Purpose Company is prescribed as a type of Company (Private or Public); • Typically used for either structured Islamic or conventional finance transactions (such as securitisation, structured debt or sukuk issuance), as a loan facility or finance transaction as part of a corporate acquisition; • No requirement to take physical office space (but must maintain a registered office address and can be hosted by their appointed Corporate Service Provider) • Limited liability status equal to the share capital; • Must appoint a Corporate Service Provider (CSP) to act as majority directors and company secretary of the SPC; • No Commercial licence will be issued; • The minimum share capital is US \$100; • The purpose of an SPC, as set out in the AIFC Special Purpose Company Rules, | <ul style="list-style-type: none"> • An Incorporated Organisation must not conduct an activity unless the activity is an Authorised Activity. • Authorised Activities are the following: <ul style="list-style-type: none"> ✓ professional and financial services activities, except so far as the activities are activities declared by the Rules not to be authorised activities; ✓ activities related to the promotion and development of financial services, so far as the activities are approved at discretion of the Registrar of Companies in relation to the Incorporated Organisation, a class of Incorporated Organisations or Incorporated Organisations generally. • Three or more individuals may apply for the incorporation of an Incorporated Organisation; • An Incorporated Organisation must not be formed to conduct activities for the purpose of commercial or financial gain for its Founding Members or Ordinary Members or former Founding Members or Ordinary Members. |

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| <p>must be limited to “Exempt Activities”, which means any of the following, whether undertaken in an Islamic or conventional manner:</p> <ul style="list-style-type: none"> ✓ The acquisition (by way of leasing, title transfer, risk transfer or otherwise), the holding & the disposal of any asset (tangible or intangible, including but not limited to receivables & shares) in connection with and for the purpose of a Transaction; ✓ The obtaining of any type of financing (banking or capital markets), the granting of any type of security interest over its assets, the providing of any indemnity or similar support for the benefit of its Shareholder(s) or any of its subsidiaries, or the entering into any type of hedging arrangements, in connection with and for the purpose of a Transaction; ✓ The financing of the Initiator or another Special Purpose Company; ✓ The acting as trustee or agent for any participant in the Transaction; ✓ Any other activity approved in writing by the Registrar. | <ul style="list-style-type: none"> • An Incorporated Organisation must have Founding Members and may have Ordinary Members; • Incorporated Organisation, must, at all times, have a registered office in the AIFC to which all communications and notices to may be addressed. • Name of the Incorporate Organisation must immediately be followed by the words ‘Non-profit Organisation’ unless those words are part of its name; • The Charter of Organisation of an Incorporated Organisation must define who may become a Founding Member or an Ordinary Member of the Incorporated Organisation; • The financial resources of an Incorporated Organisation may consist of the following: <ul style="list-style-type: none"> ✓ fees collected by the Incorporated Organisation for services provided to the Founding Members or Ordinary Members; ✓ grants and donations received by the Incorporated Organisation and accepted by its Board; ✓ any other resources approved by its Board in accordance with these Regulations and the Rules. |
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Steps for registering in the AIFC

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| <p>Step 1: Choose organisational-legal form To become AIFC Participant applicant may:</p> <ol style="list-style-type: none"> 1. Incorporate a new entity in the AIFC; or 2. Register a Foreign Company/Partnership incorporated in any jurisdiction other than in the AIFC as a Recognised Company. |
| <p>Step 2: Submit the application form and required documents</p> <ol style="list-style-type: none"> 1. Contact the AFSA Licensing and Registration Team via phone or e-mail; 2. Licencing and Registration team will provide electronic versions of template non-regulatory business plan and application form for the organisational-legal form chosen; 3. The applicant submits filled non-regulatory business plan and application form; 4. Licencing and Registration team will provide their comments and check for fitness and propriety of the proposed business activity for the AIFC. 5. Fill in the application form and required documents, attach the electronic copies of the supporting documents and e-mail the finalised package to Licencing and Registration Team; 6. The Team will process the application and follow-up with questions or request additional documents, if necessary; 7. Once the application package will be finalised, AFSA will issue the applicant invoice to pay the incorporation/registration and commercial licence fees, where: <ul style="list-style-type: none"> ✓ Registration fee (paid once) – 100 USD ✓ Commercial licence fee (paid annually) – 100 USD 8. Submit the finalised application package via post or by hand to the AFSA office. |

Step 3: Obtain Certificate of Registration/Recognition and Commercial Licence

If application is successful, AFSA will notify the applicant on the application status and issue Certificate of Registration and Commercial Licence.

Get in Touch

For general enquiries regarding registration and authorisation, please contact AIFC Call Centre at: +7 7172 91 90 01

AIFC Business Development Office is the first point of contact for all establishments interested in having a presence in the AIFC. We have a dedicated team of Business Development Officers who are at hand to support and guide organisations through the whole process. Please contact them at: +7 7172 64 73 30; +7 7172 64 73 31 and bdo@aifc.kz

AFSA Licensing and Registration Team is responsible for processing of applications for incorporation of legal entities and issuance of commercial licences. Please contact us at:

registration@afsa.kz (Registration enquiries)

authorisation@afsa.kz (Authorisation enquiries)

Disclaimers

1. The guidance for applicants provides information on completing the application to register an entity in AIFC and should be read in conjunction with the relevant legislation. The Guidance Notes do not cover other requirements as set out in the relevant legislation.
2. The AFSA makes no representations as to accuracy, completeness, correctness or suitability of any information and will not be liable for any error or omission. Information in this Guide is not to be deemed, considered or relied upon as legal advice and should not be treated as a substitute for a specific advice concerning any individual situation. Any action taken upon the information provided in this Guide is strictly at your own risk and AFSA will not be liable for any losses and damages in connection with the use of or reliance on information provided in this Guidance.
3. AFSA Licensing and Registration team cannot provide the applicants with an advice on the choice of organisational-legal form or structuring your business in the AIFC. The applicants are advised to hire consultants to help them choose organisational-legal form and structuring their business in the most efficient way.
4. AIFC Business Development team is the first point of contact for all establishments interested in having a presence in the AIFC. We have a dedicated team who are at hand to support and guide organisations through the whole process. Prior to setting up a meeting with AFSA Licensing and Registration team, the applicants are expected to choose organisational-legal form suitable for their business and fill out business plan (Licensing and Registration team can provide you with the template).