



**AIFC LEGAL ENTITIES
AMENDMENT REGULATIONS 2019**

**AIFC REGULATIONS NO. 23 of 2019
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Nur-Sultan, Kazakhstan



AFC LEGAL ENTITIES AMENDMENT REGULATIONS

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AIFC LEGAL ENTITIES AMENDMENT REGULATIONS

PART 1: GENERAL

1. **Name**

These Regulations are *the AIFC Legal Entities Amendment Regulations 2019*.

2. **Commencement**

These Regulations commence on 1 March 2019.

3. **Legislative Authority**

These Regulations are adopted by the Governor under paragraph 1 of article 3 and article 4 of the Constitutional Statute and subparagraphs 3) and 3-1) of paragraph 9 of the Management Council Resolution on AIFC Bodies.

4. **Interpretation**

Terms used in these Regulations have the same meanings as they have, from time to time, in the following Regulations:

- (a) the AIFC Companies Regulations;
- (b) the AIFC Employment Regulations;
- (c) the AIFC General Partnership Regulations;
- (d) the AIFC Limited Partnership Regulations;
- (e) the AIFC Limited Liability Partnership Regulations;
- (f) the AIFC Non-Profit Incorporated Organisations Regulations,

or the relevant provisions of those Regulations, unless the contrary intention appears.



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PART 2: AMENDMENTS TO AIFC COMPANIES REGULATIONS

5. *The AIFC Companies Regulations* are amended as follows.
6. In section 7 (Prohibition against conduct of business without holding Commercial Licence etc.), after subsection (3) insert –
 - "(4) Where a Person enters into a contract with a third party and that third party knows (or ought reasonably to know that entry into that contract is) in contravention of subsection (1), that contract may be terminated at the sole option of that third party unless a court or other tribunal determines otherwise."
7. In section 10 (Registrar's Objectives and Functions) omit –
 - "(9) The Registrar, and any delegate or agent of the Registrar, is not liable for anything done or omitted to be done in the Exercise or purported Exercise of the Registrar's Functions (including any Function delegated to the Registrar).
 - (10) Subsection (9) does not apply to an act or omission if the act or omission is shown to have been in bad faith."
8. In section 11 (Types of companies), in subsection (1)(b), for "(5)" substitute "(2)".
9. In section 13 (Formation of companies), in subsection (4), after paragraph (i) insert –

"; and

 - (j) the particulars required by Part 14-1 (ULTIMATE BENEFICIAL OWNERS) of these Regulations."
10. In section 26 (Annual returns) –
 - (a) in subsection (1), in paragraph (c), for "12(5)(h)" substitute "13(4)(j)".
 - (b) after subsection (2) insert –:
 - "(2-1) A Shareholder may request a Company to provide a copy of an annual return of the Company to the Shareholder. If the Shareholder pays the reasonable fee (if any) that the Company requires, the Company must, within 10 days after the day the request is received or the day any required payment is made (whichever is later), either give the Shareholder a written copy of the annual return or make a written copy of the annual return available for the Shareholder at the Company's registered office;"
 - (c) in subsection (3) –
 - (i) for "return of the" insert "Public";
 - (ii) for "requires, the" insert "Public"; and
 - (iii) for "Person at the" insert "Public"; and



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- (d) in subsection (4), after "(1)" insert ", (2-1) or (3)".
11. In section 34 (Shareholders' right to object to variation or abrogation), in subsection (1), after "section 33" insert –
"(Variation or abrogation of class rights)."
12. In section 40 (Re-registration of Private Company as Public Company), in subsection (3), after "section 46" insert –
"(Non-cash consideration for Shares in Public Company)".
13. In section 78 (Duty to promote success of Company), in subsection (1), after "the Director" insert –
"honestly".
14. In section 92 (Disqualification orders) –
- (a) in subsection (3), after "made", omit "for the period, not longer than 15 years, the Court consider appropriate";
- (b) omit subsection (3), substitute (Disqualification orders) –
"An order under subsection (2) may be made:
(a) in the case of a first offence, for the period, not longer than 15 years; or
(b) in the case of a repeated offence, for an unlimited period, as the Court considers appropriate."; and
- (c) in subsection (4), for "person" substitute "Person".
15. In section 121 (Consent of Registrar required for mergers involving bodies other than Companies), in subsection (2), after "118(5)" insert –
"(Notice of Creditors of merger)".
16. In section 129 (Accounting Records of Companies) –
- (a) after subsection (2), insert –
"(2-1) If a Company, for whatever reason, ceases to exist or ceases to be a Company within the meaning of these Regulations, the Directors immediately before the Company ceases to exist or ceases to be a Company shall ensure that its Accounting Records are preserved for at least 6 years from the date of cessation."
- (b) in subsection (3), after "the" insert "Public".
17. In section 133(4) (Directors' report for Public Companies), for "requirement" substitute "requirements".
18. In section 158 (Application and interpretation of Part 14) –



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- (a) in subsection (3) –
 - (i) after "reference to a" insert "**Regulated**";
 - (ii) omit subsection (b), substitute –
 - "(b) an Auditor, or former auditor of the Regulated Entity; or"; and
 - (iv) renumber subsection (b) as subsection (c);
 - (b) in subsection (5), after "Person who was a" insert "Regulated".
19. In section 159 (Appointment of Inspectors) –
- (a) omit subsection (3);
 - (b) renumber subsection (4) as subsection (3);
 - (c) in renumbered subsection (3) –
 - i. omit "inspector"; and
 - ii. after "as an" insert "Inspector"; and
 - (d) after renumbered subsection (3) insert –
 - "(4) Any of the following Persons, without limitation, may be appointed as an Inspector under this Part:
 - (a) an officer or employee of the office of the Registrar;
 - (b) an officer or employee of any other division, department or office (however described) of the AFSA; or
 - (c) an independent third party.
 - (5) To remove any doubt, the powers of investigation set out in the Part are, in the first instance, vested in the Registrar of Companies and nothing in this Part limits the authority of the Registrar of Companies to exercise such powers."
20. In section 160 (Powers of Inspectors to obtain information and Documents etc) –
- (a) in subsection (1), after "159(2)" insert "(Appointment of Inspectors)"; and
 - (b) in subsection (4) after "suspect that a" insert "Regulated".
21. In section 161 (Use and effect of information and Documents obtained for investigations), after subsection (2), insert –
- "(2-1) Where information or a Document has not been produced to an Inspector on the grounds that it is subject to legal professional privilege and the Inspector disputes this claim, the



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Inspector may make an application to the Court for an order to produce that information or Document."

22. In section 163 (Inspectors' reports), in subsection (3) omit –
- "(d) if the report, or any part of the report, relates to a Regulated Entity licensed, registered or recognised by the AFSA—provide a copy of the report to the AFSA."
23. In section 165 (Direction to comply with Legislation Administered by the Registrar) –
- (a) in subsection (1) after "Regulated Entity, or a" insert "Regulated";
- (b) in subsection (2) –
- (i) after "Regulated Entity, the" insert "Regulated"; and
- (ii) after "or another" insert "Regulated";
- (c) in subsection (3) –
- (i) after "If the Regulated Entity or" insert "Regulated";
- (ii) in paragraph (a) –
- (A) after "Regulated Entity or" insert "Regulated"; and
- (B) after "or another" insert "Regulated"; and
- (iii) in paragraph (b), after "Regulated Entity or" insert "Regulated".
24. In section 166 (General power to obtain information), in subsection (1) –
- (a) after "any Regulated Entity, or any" insert "Regulated"; and
- (b) after "The Regulated Entity or" insert "Regulated".
25. In section 167 (Powers to strike off names of Companies from Register),
- (a) subsection (1) insert –
- "(1-1) The Registrar of Companies may conclude that a Company is not conducting business or is not in operation where:
- (a) the annual return of the Company has not been filed by the relevant date pursuant to section 26 (Annual returns); or
- (b) a fee due to the Registrar has not been paid on the date due,

and in each case, the Company has failed to file the annual return, pay the fee due or to respond to correspondence with the Registrar and a period of 12 months



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has elapsed since the date on which the annual return was due to be filed or the relevant fee was due to be paid."

26. In section 168 (Restoration of a Company), after subsection (8) insert –

"(9) The Registrar of Companies may, without the need to make an application to the Court, reinstate a Company that has been struck off the Register of Companies by the Registrar of Companies where the Registrar of Companies is satisfied that the Company should be restored to the Register."

27. In section 171 (Enforceable agreements), after subsection (3):

(a) insert:

"(3-1) The Registrar of Companies may, if it considers it appropriate, publish the terms of any undertaking given by a Person under this section."

28. In section 173 (Administrative imposition of fines), in subsection (1), after "the Person" insert –

"and publish the details of the fine imposed on a Person under this subsection".

29. After section 174 (Orders for Compensation) insert –

"174-1. **Liability of officers and others**

In circumstances where the actions (or lack thereof) of an individual have given rise to the award of a disqualification order under section 92 (Disqualification orders) or a compensation order under section 175 (Orders for unfair prejudice to Shareholders), and the Court believes that such actions (or lack thereof) were as a result of the direction of an officer of the Company or another Person in accordance with whose instructions the directors of the Company are accustomed to act then the Court may make a disqualification order or a compensation order against that officer or Person."

30. After Part 14 (POWERS AND REMEDIES) insert –

"PART 14-1: **ULTIMATE BENEFICIAL OWNERS**

CHAPTER 1–BENEFICIAL OWNERSHIP OF RELEVANT PERSONS

179-1 **Meaning of Ultimate Beneficial Owner**

(1) In this Part, a reference to an "**Ultimate Beneficial Owner**" of a Relevant Person is a reference to a natural person (other than a person acting solely in the capacity of a professional adviser or professional manager) who:

(a) in relation to a company:

(i) owns or controls (directly or indirectly) Shares in the share capital of the company or other Ownership Interests in the Relevant Person of at least 25%;

(ii) owns or controls (directly or indirectly) voting rights in the Relevant



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Person of at least 25%;

- (iii) owns or controls (directly or indirectly) the right to appoint or remove the majority of the Directors of the Relevant Person; or
 - (iv) has the legal right or through other ownership interests to exercise, or actually exercises, significant control or influence over the activities of the company; or
- (b) in relation to a partnership, has the legal right to exercise, or actually exercises, significant control or influence over the activities of the partnership;
 - (c) in relation to a Foundation or a Non-Profit Incorporated Organisation, has the legal right to exercise, or actually exercises, significant control or influence over the activities of the Governing Body, Person or other arrangement administering the property or carrying out the objects of the Foundation, or Non-Profit Incorporated Organisation; or
 - (d) in relation to a Trust (or other legal arrangement), is a settlor, trustee, protector, the beneficiaries or class of beneficiaries, or any other natural person exercising ultimate control over the trust by means of direct or indirect ownership or by other means.
- (2) Beneficial ownership may be traced through any number of Persons or arrangements of any description.
 - (3) If 2 or more natural persons jointly own or control an interest in a Relevant Person in accordance with subsection (1), each of them is treated for the purposes of these Regulations as owning or controlling that interest.
 - (4) A Relevant Person may have any number of natural persons each identified as its Ultimate Beneficial Owner.
 - (5) If no natural person is identified as an Ultimate Beneficial Owner of a Relevant Person under subsection (1), any natural person upon whose instructions the Relevant Person or its Governing Body is required or is accustomed to act, shall be an Ultimate Beneficial Owner.
 - (6) If there is no Ultimate Beneficial Owner of a Relevant Person under either of subsection (1) or (5), each:
 - (a) natural person that is a member of its Governing Body; and
 - (b) Ultimate Beneficial Owner of a body corporate member of its Governing Body,

shall be deemed to be an Ultimate Beneficial Owner of the Relevant Person.

179-2. Ultimate Beneficial Ownership information

- (1) Each Relevant Person shall at all times take reasonable steps to obtain, maintain



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and hold adequate, accurate and current UBO Details in relation to each of its Ultimate Beneficial Owners and (if applicable) the information required under section 179-9 (Ownership through an exempt entity).

- (2) A Relevant Person shall be taken to have obtained, and shall hold, all information in relation to its Ultimate Beneficial Owners which is supplied to the Registrar in connection with its application for incorporation, formation, registration or continuation, as the case may be.
- (3) A Relevant Person who is provided with a share transfer or other document relating to a change in ownership shall not register, recognise or give effect to that transfer or document, unless it is also provided with a statement by or on behalf of the transferee, which states:
 - (a) whether the transfer will result in a change in the Ultimate Beneficial Ownership of the Relevant Person;
 - (b) if it will result in such a change, the nature of the change; and
 - (c) the UBO Details in respect of each new Ultimate Beneficial Owner, as a result of the change.

179-3. Notice in respect of Ultimate Beneficial Ownership

- (1) Without prejudice to the generality of section 179-2(1) (Ultimate Beneficial Ownership information), a Relevant Person shall, subject to subsection (3), give any Person it has reasonable cause to believe is an Ultimate Beneficial Owner and whose UBO Details are not correctly or fully recorded on its Beneficial Ownership Register, the notice referred to in subsection (2).
- (2) The notice referred to in subsection (1) is a Written notice that:
 - (a) states that it is given under these Regulations;
 - (b) sets out the relevant UBO Details that the Relevant Person reasonably knows or believes to be the relevant particulars and leaves a space in the appropriate place to indicate that a relevant particular is not known;
 - (c) requests the addressee to:
 - (i) state whether or not he or she is a beneficial owner of the Relevant Person;
 - (ii) confirm or correct any particulars that are included in the notice; and
 - (iii) supply any particulars that are missing; and
 - (d) states that should the addressee fail to comply with the notice within thirty (30) days of receipt of the notice, the notified particulars will be entered in the Beneficial Ownership Register maintained by the Relevant Person.



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- (3) A Relevant Person is not required to give a notice under subsection (1), if:
 - (a) it has already been supplied with all the required UBO Details by that Person or with the knowledge of that Person; or
 - (b) the Relevant Person has made an inquiry (whether formal or informal) as to a natural person's status as an Ultimate Beneficial Owner of it, and thirty (30) days has not elapsed since the making of those enquiries.
- (4) For the purpose of identifying natural persons who are Ultimate Beneficial Owners, a Relevant Person is entitled to rely in good faith, without further enquiry, on the response of a Person to whom a notice was given under subsection (1), unless the Relevant Person has reason to believe that the response is misleading or false.
- (5) Contravention of subsection (1) is punishable by a fine.
- (6) A Person who provides information that is false or misleading in a material particular in relation to a notice given under subsection (1) shall be liable to a fine.

CHAPTER 2– BENEFICIAL OWNERSHIP REGISTER

179-4. Requirements relating to Beneficial Ownership Register

- (1) A Relevant Person shall keep and maintain a Beneficial Ownership Register within the time specified in subsections (3) and (4), in which the UBO Details in respect of each of its Ultimate Beneficial Owners and (if applicable) the information required under section 179-9 (Ownership through the Exempt entity), shall be recorded. The Relevant Person shall record any changes to this information in the Beneficial Ownership Register within thirty (30) days of becoming aware of such change.
- (2) The Beneficial Ownership Register shall be kept and maintained at the address of the Relevant Person's registered office or any other address notified in Writing by the Relevant Person to the Registrar.
- (3) Each Relevant Person in existence at the Commencement Date shall establish a Beneficial Ownership Register within ninety (90) days of such commencement.
- (4) Each Relevant Person which comes into existence on or after the Commencement Date shall establish a Beneficial Ownership Register within thirty (30) days of its incorporation or registration.
- (5) Subject to section 179-9 (Ownership through the Exempt entity),, the Relevant Person shall cause the following information to be entered in its Beneficial Ownership Register in respect of each Ultimate Beneficial Owner:
 - (a) full legal name;
 - (b) residential address and, if different, an address for service of notices under these Regulations;



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- (c) date and place of birth;
 - (d) nationality;
 - (e) information identifying the Person from their passport or other government-issued national identification document acceptable to the Registrar, including:
 - (i) identifying number;
 - (ii) country of issue; and
 - (iii) date of issue and of expiry;
 - (f) the date on which the Person became an Ultimate Beneficial Owner of the Relevant Person; and
 - (g) the date on which the Person ceased to be an Ultimate Beneficial Owner of the Relevant Person.
- (6) If after having exhausted all reasonable means:
- (a) no natural person is identified as the Ultimate Beneficial Owner of the Relevant Person; or
 - (b) there is reasonable doubt that that any natural person so identified is an Ultimate Beneficial Owner of the Relevant Person,
- the Relevant Person shall enter on its Beneficial Ownership Register, the UBO Details of the natural persons who are deemed to be the Ultimate Beneficial Owners pursuant to section 179-1(6).
- (7) If a Relevant Person causes an entry to be made in its Beneficial Ownership Register naming a natural person as an Ultimate Beneficial Owner, and the information and particulars were not provided either by that natural person or with his or her knowledge, the Relevant Person shall within thirty (30) days of making the entry, notify the Person whose name has been included in the Beneficial Ownership Register of that fact.
- (8) Contravention of subsection (1) is punishable by a fine.

179-5. Application to the Court to rectify the Beneficial Ownership Register

- (1) If:
 - (a) the name of any Person is, without sufficient cause, entered in or omitted from; or
 - (b) no entry is made in; or
 - (c) unnecessary delay takes place in:



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- (i) entering the name of any Person in; or
- (ii) removing the name of any Person who has ceased to be a beneficial owner from,

a Relevant Person's Beneficial Ownership Register, the Person aggrieved or any other interested party may apply to the Court for rectification of the Beneficial Ownership Register.

- (2) Where an application is made under subsection (1), the Court may either:
 - (a) refuse the application; or
 - (b) order rectification of the Beneficial Ownership Register and if appropriate order payment by the Relevant Person of compensation for any loss sustained by any party aggrieved.
- (3) On such an application, the Court may:
 - (a) decide any question as to whether the name of any Person who is a party to the application should or should not be entered in or omitted from the Beneficial Ownership Register; and
 - (b) decide any question necessary or expedient to be decided for rectification of the Beneficial Ownership Register.
- (4) The reference in subsection (1) to "any other interested party" is a reference to:
 - (a) any member of the Relevant Person;
 - (b) any Person who is an Ultimate Beneficial Owner of the Relevant Person; and
 - (c) any Person named as an Ultimate Beneficial Owner of the Relevant Person.

CHAPTER 3—NOMINEE DIRECTORS

179-6. Duty of Nominee Directors

- (1) A Nominee Director shall inform the company that he is a nominee and provide all the required particulars referred to in section 179-7(1)(a) to (e) (Register of Nominee Directors) of the Person for whom the Nominee Director is a nominee within:
 - (a) sixty (60) days of the Commencement Date, where the company is incorporated, registered or continued prior to the Commencement Date; or
 - (b) thirty (30) days of the later of:
 - (i) the date of incorporation or registration of the company; or



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- (ii) the Nominee Director becoming a nominee.
- (2) A Nominee Director shall inform the company of any change to the particulars provided under subsection (1) within thirty (30) days of the change.
- (3) A Nominee Director shall also inform the company that he ceased to be a nominee within thirty (30) days of the cessation.
- (4) For the purposes of this Chapter, a Director is a Nominee Director if he is under an obligation to act in accordance with the directions or instructions of another Person, notwithstanding his duties owed to a Company as referred to in section 76 (Duties of Directors).
- (5) Contravention of subsection (1) is punishable by a fine.

179-7. Register of Nominee Directors

- (1) A company which has one (1) or more Nominee Directors shall keep and maintain a Register of Nominee Directors in which there shall be entered, the following information obtained pursuant to section 179-6(1) (Duty of Nominee Directors) or otherwise known by it, shall be entered in relation to the Person on whose behalf, each Nominee Director acts:
 - (a) full legal name;
 - (b) residential address and, if different, an address for service of notices under these Regulations;
 - (c) date of birth;
 - (d) nationality;
 - (e) information identifying the Person from their passport or other government-issued national identification document acceptable to the Registrar of Companies, including:
 - (i) identifying number;
 - (ii) country of issue; and
 - (iii) date of issue and of expiry,and, in respect of each Nominee Director;
 - (f) the date on which the Nominee Director became a Nominee Director of the Company; and
 - (g) the date on which the Nominee Director ceased to be a Nominee Director of the Company.
- (2) Contravention of subsection (1) is punishable by a fine.



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CHAPTER 4—EXEMPTIONS

179-8. Exemptions

The requirements in this Part do not apply to a Relevant Person which:

- (1) has its Securities listed or traded on a Recognised Exchange;
- (2) is regulated by a Financial Services Regulator in a Relevant Jurisdiction;
- (3) is a Recognised Company, Recognised General Partnership, Recognised Limited Partnership or Recognised Limited Liability Partnership, which satisfies the Registrar that it is subject to equivalent international standards, which ensure adequate transparency of ownership information in its home jurisdiction;
- (4) is a Non-Profit Incorporated Organisation which does not, as its primary function, engage in raising or disbursing funds for charitable, religious, cultural, educational, social, fraternal or similar purposes;
- (5) is wholly owned by a government or government agency of a Relevant Jurisdiction; or
- (6) is established under a law of Kazakhstan to perform governmental functions.

179-9. Ownership through an exempt entity

Notwithstanding Chapters 1 to 3 and Chapter 5, where a Person referred to in section 179-8(1) to (6) (Exemptions) beneficially owns or controls (directly or indirectly) at least 25% of a Relevant Person, the Relevant Person shall:

- (1) not be required to make any further inquiry as to its Ultimate Beneficial Ownership, to the extent that such ownership is directly or indirectly held by or through such an entity; and
- (2) record the following information in respect of each such entity on its Beneficial Ownership Register:
 - (a) full legal name;
 - (b) registered address;
 - (c) the category under section 179-8 that applies to the entity; and
 - (d) if the entity:
 - (i) has its securities listed or traded on a Recognised Exchange, the name of the Recognised Exchange;
 - (ii) is regulated by a Financial Services Regulator in a Relevant Jurisdiction, the name of such regulator;



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- (iii) is wholly owned by a government or government agency, its name and the Relevant Jurisdiction; or
- (iv) is established under a law of Kazakhstan to perform governmental functions, the name of such law.

CHAPTER 5– PROVISION OF INFORMATION TO REGISTRAR

179-10. Access to Registers

- (1) A Relevant Person must not disclose, or make available for inspection, the Beneficial Ownership Register, the Register of Nominee Directors or any particulars contained in either register to any Person, except:
 - (a) as provided in these Regulations;
 - (b) as required under the Acting Law of the AIFC; or
 - (c) with the consent of the relevant Ultimate Beneficial Owner or Nominee Directors, as the case may be.
- (2) Each Relevant Person in existence at the Commencement Date shall within ninety (90) days of such date provide to the Registrar the UBO Details of:
 - (a) any Person whose name is included in its Beneficial Ownership Register; and
 - (b) any Nominee Directors whose name is included in its Register of Nominee Directors.
- (3) Each Relevant Person which is incorporated, registered or converted after the Commencement Date shall be deemed to have provided to the Registrar the UBO Details of any Ultimate Beneficial Owners as part of the application for incorporation, registration or conversion.
- (4) Contravention of subsection (2) is punishable by a fine.

179-11. Notification to the Registrar

- (1) A Relevant Person which makes a change in its Beneficial Ownership Register or Register of Nominee Directors, shall within thirty (30) days of the date of making the change, notify the Registrar of the particulars of the change.
- (2) The Registrar may pursuant to subsection (1) and section 179-10(2) (Access to Registers) require the provision of such further information in relation to any Ultimate Beneficial Owner on the Beneficial Ownership Register or Nominee Directors on the Register of Nominee Directors, as the Registrar may require.
- (3) Contravention of subsection (1) is punishable by a fine.

179-12. Notices issued by the Registrar of Companies



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- (1) The Registrar of Companies may, by Written notice, require a Relevant Person or any other Person (without prejudice to any lien claimed by such a Person on any documents produced by him) who may have information or documents related to Ultimate Beneficial Owners or Nominee Directors, whichever is applicable, to:
 - (a) provide; or
 - (b) produce for the purposes of inspection; or
 - (c) furnish, to the Registrar of Companies' officers, servants or agents authorised for the purposes of inspection under this section, on production of evidence of such authority,

such information or documents, in such form and manner, within such time and at such place as may be specified in the notice, as the Registrar of Companies may require for the performance of his functions under these Regulations.
- (2) The powers conferred on the Registrar of Companies by subsection (1) to require a Person to provide information or produce any documents includes the power:
 - (a) where the documents are produced, to take copies of them or extracts from them, in circumstances where the Registrar of Companies is satisfied that the taking of such copies or extracts is necessary for the proper exercise of powers under or in relation to these Regulations;
 - (b) where the documents are not produced, to require the Person who was required to produce them to state, to the best of his knowledge and belief, where they are;
 - (c) to attend at such time and place as may be required and explain and answer questions relating to any matters in relation to which the production of the information may be required; and
 - (d) where required by the urgency of the situation or other relevant circumstances, to attend at the Relevant Person's place of business or its registered office in the AIFC, without prior notice and to request any such information or documents to be produced immediately.
- (3) A Person to whom a notice or other request is directed is not required to provide any information that is subject to legal professional privilege.
- (4) A statement made by a Person in response to a requirement imposed by or under subsections (1) or (2) may be used in evidence against him in:
 - (a) proceedings other than criminal proceedings; and
 - (b) in criminal proceedings:
 - (i) where evidence relating to it is adduced, or a question relating to it is asked, in the proceedings by or on behalf of that Person; or
 - (ii) for:



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- (A) an offence under these Regulations;
 - (B) some other offence where, in giving evidence, he makes a statement inconsistent with it, but the statement is only admissible to the extent necessary to establish the inconsistency;
 - (C) perjury; or
 - (D) perverting the course of justice.
- (5) If a Relevant Person is in the process of being wound up or dissolved, the liquidator or other person responsible for the winding up of the affairs of the Relevant Person shall deliver to the Registrar the Beneficial Ownership Register and (if applicable) the Register of Nominee Directors of the Relevant Person or a true copy thereof, within thirty (30) days of his or her appointment.
- (6) In the case where a Relevant Person is in the process of being struck off the Register under Chapter 2 of Part 14 (Powers and remedies), the members of the Governing Body shall deliver to the Registrar the Beneficial Ownership Register and (if applicable) the Register of Nominee Directors of the Relevant Person or a true copy thereof, within thirty (30) days of an application for strike off made by the Relevant Person or a notice of strike off issued by the Registrar of Companies.
- (7) A Contravention of subsection (1), (5) or (6) is punishable by a fine.

CHAPTER 6– OBLIGATIONS OF REGISTRAR OF COMPANIES

179-13. Obligations of the Registrar of Companies

- (1) The Registrar of Companies shall collect and process information relating to Ultimate Beneficial Owners and Nominee Directors obtained by him under these Regulations only for the purposes of regulation in relation to money laundering and terrorism financing, unlawful organisations and sanctions compliance in the AIFC, or to comply with the Acting Law of the AIFC.
- (2) Except as required for the purpose of subsection (1) or (4), the Registrar of Companies shall:
 - (a) not retain in his possession such information; and
 - (b) shall make arrangements for its secure destruction.
- (3) The Registrar of Companies shall, unless the Relevant Person consents to such disclosure, disclose such information only at the request of a regulator, a law enforcement agency or other government authority prescribed by the Acting Law of the AIFC, and then only to the regulator, agency or authority which made the request, for the purpose of such a request.
- (4) In the case of a Relevant Person that has been wound up, dissolved, terminated or struck off, the Registrar of Companies shall retain any records delivered to him



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pursuant to section 179-12(5) (Notices issued by the Registrar of Companies) relating to that legal person as at the date of its dissolution, termination or striking off (as the case may be) for a period of 6 years after that date.

CHAPTER 7– ENFORCEMENT

179-14. Removal of Ultimate Beneficial Owner

- (1) Where the Registrar of Companies is notified or becomes aware that an Ultimate Beneficial Owner of a Relevant Person is:
 - (a) the subject of a sanction imposed by any:
 - (i) government;
 - (ii) entity that is a representative, constituent part or extension of a sovereign state or political subdivision thereof; or
 - (iii) entity that is established under international law or the laws of any two (2) or more sovereign states; or
 - (b) involved or has been involved in any proceedings that are law enforcement related or criminal, civil, regulatory, tax or administrative in nature, and

the Registrar of Companies considers that having such a Person as an Ultimate Beneficial Owner of a Relevant Person in the AIFC is:

- (c) contrary to the law of Kazakhstan or any other Legislation administered by the Registrar of Companies; or
- (d) prejudicial to the interests of the AIFC,

the Registrar of Companies may, by Written notice, require the Relevant Person to remove such a Person as an Ultimate Beneficial Owner of the Relevant Person within the time specified in the notice to the extent permissible by law, and require the steps sets out in section 59(4) (Rights of Public Company to request information about interests in its Shares) to be taken in respect of any shares in the share capital of the Relevant Person in which such a Person has an interest.

- (2) Contravention of subsection (1) is punishable by a fine.

179-15. Strike off

If a Relevant Person Fails to comply with a requirement of this Part 14-1 (ULTIMATE BENEFICIAL ONWESHIP) or notice thereunder, the Registrar of Companies may, after following any relevant procedures

PART 14-2: WHISTLEBLOWING

CHAPTER 1–INTERPRETATION



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179-16. Meaning of Protected Report, Protected Reporter, Worker, and Employer

In this Part:

Protected Report means a report that meets all of the following requirements:

- (1) it is about an AIFC Participant or a person connected with a AIFC Participant;
- (2) it is made to the AIFC Participant itself or a Person specified or referred to in section 179-17(1) (Protected Reports and Protected Reporters);
- (3) if it is made to an authority or officer, the authority or officer is responsible for matters of the kind reported;
- (4) it is given in good faith;
- (5) it gives information that the reporter reasonably believes shows that any of the following has happened, is happening, or is likely to happen:
 - (a) a criminal offence (whether under the law of the Republic of Kazakhstan or of another jurisdiction);
 - (b) a person is in contravention of a legal requirement, or is failing to comply with any legal obligation to which he is subject;
 - (c) the endangering of the health and safety of an individual;
 - (d) a breach of an AIFC Participant's policies and procedures (including, for example, a breach of any code of conduct or policy in relation to ethical behaviour); or
 - (e) the deliberate concealment of a matter referred to in any of (a) to (d).

Protected Reporter means a Worker who makes a Protected Report.

Worker means:

- (1) an individual who has entered into or works under (or, where employment has ceased, worked under):
 - (a) an express or implied contract of hire under which the other person has the right to control the details of work performance; or
 - (b) any other contract, whether express or implied and (if it is express) whether oral or in writing, whereby the individual undertakes to do or perform personally any work or services for another party to the contract whose status is not by virtue of the contract that of a client or customer of any profession or business undertaking carried on by the individual;



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- (2) an individual who is not a worker as defined by (1) but who:
 - (a) works or worked for a person in circumstances in which he is or was introduced or supplied to do that work by a third person and the terms on which he is or was engaged to do the work are or were in practice substantially determined not by him but by the person for whom he works or worked, by the third person or by both of them;
 - (b) contracts or contracted with a person, for the purposes of that person's business, for the execution of work to be done in a place not under the control or management of that person and who would therefore fall within (1)(b) if for "personally" in that provision there were substituted "(whether personally or otherwise)"; or
 - (c) is or was provided with work experience provided pursuant to a training course or programme or with training for employment (or with both) otherwise than under a contract of employment or on a course provided by any university, college, school or other educational establishment.

Employer means:

- (1) in relation to a Worker falling within (1)(a) of the definition of "Worker", the person by whom the worker is (or, where employment has ceased, was) employed;
- (2) in relation to a Worker falling within (2)(a) of the definition of "Worker", the person who substantially determines or determined the terms on which he is or was engaged; or
- (3) in relation to a Worker falling within (2)(c) of the definition of "Worker", the person providing the work experience or training.

CHAPTER 2–RIGHTS AND REMEDIES FOR WHISTLEBLOWERS

179-17. Protected Reports and Protected Reporters

- (1) A Protected Report shall be protected provided that it is made to:
 - (i) the AIFC Participant concerned;
 - (ii) an auditor of the AIFC Participant or a member of the audit team;
 - (iii) a legal adviser in the course of obtaining legal advice;
 - (iv) a prosecuting authority;
 - (v) a law enforcement authority;
 - (vi) an AIFC Body;
 - (vii) a regulatory or governmental authority, body or agency in a jurisdiction outside the AIFC (whether in the Republic of Kazakhstan or not), including a body or officeholder responsible for enforcing the criminal law of that jurisdiction; or



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- (viii) any other Person designated under the Acting Law of the AIFC.
- (2) An AIFC Participant that receives a report that purports to be a Protected Report:
 - (a) must treat the individual who made the report as a Protected Reporter; and
 - (b) must treat the report as a Protected Report;until the AIFC Participant has decided, acting reasonably and on the basis of a proper investigation, that the report is not a Protected Report.
- (3) If an AIFC Participant becomes aware that an individual has made a report that purports to be a Protected Report about the AIFC Participant to a Person specified or referred to in subsection (1), then the AIFC Participant must treat the individual as a Protected Reporter until the AIFC Participant establishes, acting reasonably and on the basis of a proper investigation, that the report is not a Protected Report.
- (4) If an AIFC Participant proposes, in accordance with subsections (2) or (3), not to treat an individual as a Protected Reporter or a report as a Protected Report, then it must, where possible, provide adequate notice to that individual in order to allow that individual sufficient time to apply to the AIFC Court for an order pursuant to subsection (5) to retain his status as a Protected Reporter and that of the report as a Protected Report.
- (5) The AIFC Court may order an AIFC Participant to:
 - (a) treat an individual who has made a report as a Protected Reporter; and
 - (b) treat that report as a Protected Report.

179-18. Right not to suffer detriment

- (1) A Protected Reporter has the right:
 - (a) not to be subjected to any detriment by any act, or any deliberate failure to act, done by:
 - (i) his Employer;
 - (ii) another Worker of the Protected Reporter's Employer in the course of that other Worker's employment; or
 - (iii) an agent of the Protected Reporter's Employer acting with the Employer's authority,on the ground that the Protected Reporter has made a Protected Report; and
 - (b) not to be dismissed where the reason (or, if more than one, the principal reason) for the dismissal is that the Protected Reporter has made a



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Protected Report.

- (2) Where a Protected Reporter is subjected to detriment by anything done as mentioned in subsections (1)(a)(ii) or (iii), that thing is treated as also done by the Worker's Employer and it is immaterial, for the purposes of this subsection (2), whether the thing is done with the knowledge or approval of the Worker's Employer.
- (3) A Protected Reporter may present a complaint to the AIFC Court that he has been subjected to a detriment in contravention of subsection (1)(a) or he has been dismissed in contravention of subsection (1)(b).
- (4) In proceedings against a Protected Reporter's Employer in respect of anything alleged to have been done as mentioned in subsection (1)(a)(ii), it is a defence for the Employer to show that the Employer took all reasonable steps to prevent the other Worker from doing that thing or from doing anything of that description.
- (5) A Worker or agent of a Protected Reporter's Employer is not liable by reason of subsections (1)(a)(ii) or (iii) for an act that subjects the Protected Reporter to detriment if:
 - (a) the Worker or agent does that thing in reliance on a statement by the Employer that doing it does not Contravene this section; and
 - (b) it is reasonable for the Worker or agent to rely on the statement,but this does not prevent the Employer from being liable by reason of subsection (2).
- (6) A Protected Reporter must not be subject to any civil or contractual Liability for making a Protected Report and no contractual, civil or other remedy or right may be enforced against the Protected Reporter by another Person for making the Protected Report or any consequence resulting from the Protected Report.
- (7) Contravention of subsection (1) is punishable by a fine.

179-19. Remedies where detriment is suffered

- (1) Where the AIFC Court finds a complaint made under section 179-18(3) (Right not to suffer detriment) well-founded, the AIFC Court:
 - (a) shall make a declaration to that effect; and
 - (b) may make an award of compensation to be paid by the Employer to the complainant in respect of the act or failure to act to which the complaint relates.
- (2) The amount of the compensation awarded shall be such as the AIFC Court considers just and equitable in all the circumstances having regard to:
 - (a) the infringement to which the complaint relates;



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- (b) any loss which is attributable to the act, or failure to act, which infringed the complainant's right; and
 - (c) the extent to which the complainant has taken steps reasonably available to him to mitigate the loss referred to in subsection (2)(b).
- (3) The loss shall be taken to include:
- (a) any expenses reasonably incurred by the complainant in consequence of the act, or failure to act, to which the complaint relates; and
 - (b) loss of any benefit which he might reasonably be expected to have had but for that act or failure to act.
- (4) Where the AIFC Court finds that the act, or failure to act, to which the complaint relates was to any extent caused or contributed to by any action of the complainant, it shall reduce the amount of the compensation by such proportion as it considers just and equitable having regard to that finding.

CHAPTER 3—WHISTLEBLOWING POLICIES

179-20. Whistleblowing policy

- (1) An AIFC Participant must establish a written policy on whistleblowing that:
- (a) is approved by its Governing Body;
 - (b) complies with this Part; and
 - (c) is appropriate for the nature, scale and complexity of the AIFC Participant's business.
- (2) An AIFC Participant that is a branch, or is a member of a group, may rely on the whistleblowing policy of its head office, or a group-wide whistleblowing policy, provided that the policy substantially complies with this Part.

179-21. Content of whistleblowing policy

- (1) An AIFC Participant's whistleblowing policy must comply with all of the following requirements:
- (a) it must provide two or more independent channels for making a Protected Report, which may include any two of the following non-exhaustive examples:
 - (i) a dedicated email address to which reports may be sent;
 - (ii) a dedicated telephone number over which reports may be made; and
 - (iii) designated individual(s) within the AIFC Participant to whom reports may be made.



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- (b) if appropriate, it must provide for a report to be made in a language other than English;
 - (c) it must recognise that a report may be made by anybody with the necessary information (not only by an officer or employee of the AIFC Participant);
 - (d) it must allow a Protected Report to be made anonymously;
 - (e) to the extent that a Protected Reporter's identity is disclosed voluntarily or is revealed to, or inferred by, the AIFC Participant following an investigation of the Protected Report, the policy must provide for the identity of that Protected Reporter to be kept confidential (so far as possible);
 - (f) it must provide for reasonable measures to protect a Protected Reporter, anyone who assists in investigating a Protected Report, and anyone who cooperates with the investigation, against retaliation or detriment;
 - (g) it must explicitly recognise a Protected Reporter's right (and, in certain cases, obligation) to report to or communicate with the entities or individuals listed in section 179-17(1) (Protected Reports and Protected Reporters);
 - (h) it must provide a suitable set of guiding principles, and clear procedures, for the assessment, investigation and escalation of a Protected Report;
 - (i) it must provide for the investigation of a Protected Report to be independent of the individual or business unit concerned, for example through the appointment of a third party investigator;
 - (j) it must provide for a Protected Report to be acknowledged by the AIFC Participant, and for the Protected Reporter who made it to be kept informed (to the extent that is appropriate in the circumstances) about the progress and outcome of the investigation;
 - (k) it must provide for the reporting, monitoring and investigation of retaliation, attempts at retaliation and threats of retaliation against, and any other actions causing detriment to, the Protected Reporter and any Persons that assist in the conduct of the investigation;
 - (l) it must provide for retaliation, an attempt at retaliation, or a threat of retaliation and any other actions causing detriment to the Protected Reporter or a Person assisting an investigation into a Protected Report to be treated as gross misconduct;
 - (m) it must provide for appropriate reporting to the AIFC Participant's governing body and the AFSA about Protected Reports, the investigation of such reports and the outcome of the investigations.
- (2) The AIFC Participant must set out the policy clearly in a document, and must



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ensure that all of the firm's officers and employees have access to, and understand, the document.

- (3) The policy must also clearly set out statements of:
 - (a) the benefits to the AIFC Participant of the whistleblowing policy; and
 - (b) the AIFC Participant's commitment to it.

179-22. Implementation of whistleblowing policy

- (1) The Governing Body of an AIFC Participant must ensure that the AIFC Participant's whistleblowing policy is fully implemented.
- (2) In particular, the AIFC Participant's Governing Body must take reasonable steps to ensure that a Protected Reporter, anyone who assists in investigating a Protected Report, and anyone who cooperates in the investigation, are protected against retaliation and any other action causing detriment.
- (3) An AIFC Participant must nominate an appropriately senior individual to oversee the implementation of the whistleblowing policy.
- (4) An AIFC Participant that receives a Protected Report must notify the AFSA within five business days.
- (5) An AIFC Participant's Governing Body must ensure that the whistleblowing policy is reviewed and, if necessary, updated at least once every three years by:
 - (a) the AIFC Participant's internal auditor; or
 - (b) an independent and objective external reviewer.
- (6) An AIFC Participant must provide regular training for all of its Employees on its whistleblowing policy and any relevant procedures contained in the policy. In particular, the AIFC Participant must provide appropriate specialist training for the Employees who are responsible for key elements of the policy.
- (7) An AIFC Participant may outsource the implementation of its whistleblowing policy. If the AIFC Participant does so, it must ensure that the outsourcing agreement:
 - (a) nominates the individual referred to in subsection (3); and
 - (b) otherwise provides appropriately for the implementation of the firm's obligations under the policy.
- (8) In the event that the AIFC Participant outsources the implementation of its whistleblowing policy, its rights and obligations under this Part shall remain unaltered, notwithstanding anything to the contrary in the outsourcing agreement."

31. Omit section 183, substitute (Reporting by Registrar) –

"183 **Reporting by Registrar**



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The Registrar must report to the Board of Directors of the AFSA in a way as the Board of Directors of the AFSA may direct."

32. Omit section 187, substitute (Financial year of Registrar) –
"187 ***[Intentionally omitted]***".
33. In section 188 (Annual budget of Registrar) –
- (a) in subsection (1), for "the" substitute "of the AFSA an".
 - (b) in subsection (2)-
 - (i) for "and the" substitute "including its";
 - (ii) omit "of the AFSA".
34. Omit section 189(1), substitute (Funding and fees)
"(1) The Board of Directors of the AFSA shall provide financial resources to the Registrar from the annual budget available to the AFSA to enable the Registrar to Exercise the Registrar's Functions in an adequate manner."
35. Omit section 190, substitute (Accounts of Registrar) –
"190 **Accounts of Registrar**
The Registrar must keep proper accounts of the Registrar's financial activities and provide such information to the Board of Directors of the AFSA as they may require to enable the AFSA to satisfy any accounting and audit requests applicable to it."
36. Omit section 191, substitute (Audit for Registrar) –
"191 ***[Intentionally omitted]***".
37. Omit section 192, substitute (Taxation) –
"192 ***[Internationally omitted]***".
38. In section 193 (Liability) –
- (a) omit "(1) The Registrar may be sued in the Registrar's corporate capacity.";
 - (b) renumber subsection (2) as subsection (1);
 - (c) in renumbered subsection (1) –
 - (i) for "However," substitute "Neither";
 - (ii) after "the Registrar, the AFSA," –



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1. omit "or"; and
 2. insert "nor"; and
 - (iii) after "the Registrar or AFSA," –
 3. omit "cannot"; and
 4. insert "can".
 - (d) renumber subsection (3) as subsection (2);
 - (e) in renumbered subsection (2) –
 - (i) after "Subsection (" insert "1"; and
 - (ii) omit "2".
39. Omit section 198, substitute (Whistleblowing) –
"198 ***[Intentionally omitted]***".
40. In Schedule 1 (INTERPRETATION), in paragraph 4 (Definitions for these Regulations) –
- (a) after the definition of "Auditor" insert –
"Beneficial Ownership Register shall be construed in accordance with section 179-4 (Requirements relating to Beneficial Ownership Register).";
 - (b) after the definition of "Breach" insert –
"Commencement Date means [***]";
 - (c) after the definition of "Employee Share Scheme" insert –
"Employer, in Part 14-2 (Whistleblowing), has the meaning given by section 179-16 (Meaning of Protected Reports, Protected Reporter, Worker, and Employer).";
 - (e) after the definition of "Fail" insert –
"Financial Services Regulator means a financial services regulator designated by the AFSA from time to time under these Regulations.";
 - (f) after the definition of "Foreign Company" insert –
"Foundation has the meaning given in Schedule 1 (Interpretation) of the AIFC Foundations Regulations.";
 - (g) after the definition of "General Meeting" insert –
"Governing Body means, in the case of:



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- (a) a company, the board of Directors;
 - (b) a Limited Partnership, the general partner;
 - (c) a Non-Profit Incorporated Organisation, the board; and
 - (d) a Foundation, the council.";
- (h) after the definition of "New Company" insert –
- "Nominee Director**, has the meaning given in section 179-6(4).
- Non-Profit Incorporated Organisation** means an incorporated organisation registered under the AIFC Non-Profit Incorporated Organisations Regulations.";
- (i) after the definition of "Personal Representative" insert –
- "Protected Report**, in Part 14-2 (Whistleblowing), has the meaning given by section 179-16 (Meaning of Protected Report, Protected Reporter, Worker, and Employer).
- Protected Reporter**, in Part 14-2 (Whistleblowing), has the meaning given by section 179-16 (Meaning of Protected Report, Protected Reporter, Worker, and Employer).";
- (j) after the definition of "Recognised Company" insert –
- "Recognised Exchange** means any investment exchange recognised by AFSA as adhering to standards of corporate governance and disclosure comparable to those of the AIFC.
- Recognised General Partnership** has the meaning given in Schedule 1 (Interpretation) of the AIFC General Partnership Regulations.
- Recognised Limited Partnership** has the meaning given in Schedule 1 (Interpretation) of the AIFC Limited Partnership Regulations.
- Recognised Limited Liability Partnership** has the meaning given in Schedule 1 (Interpretation) of the AIFC Limited Liability Partnership Regulations.";
- (k) in the definition of "Registrar" –
- (i) omit "Registrar of Companies"; and
 - (ii) after "means the" insert "Office of the Registrar of Companies of the AFSA including the individual who is appointed the Registrar of Companies for the time being.";
- (l) after the definition of " Registrar of Companies" insert –
- "Register of Nominee Directors**, has the meaning given by section 179-7 (Register of Nominee Directors).";



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(m) in the definition of "Relevant Person" –

(i) before "Relevant" insert "Regulated";

(ii) after the definition of "Regulated Relevant Person" insert –

"Relevant Jurisdiction means Kazakhstan or any other jurisdiction that the Register of Companies may determine from time to time.

Relevant Person means any Body Corporate, partnership, Trust, arrangement or ownership structure incorporated, registered, continued or carrying on business in the AIFC including without limitation a Public Company, Private Company, Recognised Company, a company incorporated under Part 2 of these Regulations, Foundation, Recognised Foundation, Non-Profit Incorporated Organisation, General Partnership, Recognised General Partnership, Limited Partnership, Recognised Limited Partnership, Limited Liability Partnership or Recognised Limited Liability Partnership or any other legal body or structure created by Legislation administered by the Registrar established under the Acting Law of the AIFC.";

(n) in the definition of "Rules", after "181" insert "(Power to adopt Rules etc.)";

(o) after the definition of "The Offeror" insert –

Trust means the legal relationship created by a Person, the settlor, when assets have been placed under the control of a trustee for the benefit of a beneficiary for a specified purpose.

UBO Details is a reference to the particulars set out in section 179-4(5) (Requirements relating to Beneficial Ownership Register).

Ultimate Beneficial Owner has the meaning given by section 179-1 (Meaning of Ultimate Beneficial Owner).";

(p) After the definition of "Wholly-Owned Subsidiary" insert –

Worker, in Part 14-2 (Whistleblowing), has the meaning given by section 179-16 (Meaning of Protected Report, Protected Reporter, Worker, and Employer)."



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PART 3: CONSEQUENTIAL AMENDMENTS TO AIFC EMPLOYMENT REGULATIONS

41. *The AIFC Employment Regulations* are amended as follows.

42. After Part 10 (TERMINATION OF EMPLOYMENT) insert –

"PART 10-1: WHISTLEBLOWING

65-1. Whistleblowing

Employees and other workers who disclose information in accordance with the criteria specified in Part 14-2 (WHISTLEBLOWING) of the AIFC Companies Regulations shall be entitled to the protections set out therein."



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PART 4: CONSEQUENTIAL AMENDMENTS TO AIFC GENERAL PARTNERSHIP REGULATIONS

43. *The AIFC General Partnership Regulations* are amended as follows.
44. In section 12 (Registration as General Partnership), in subsection (2), after paragraph (d) insert –
–
"; and

(e) the particulars required by Part 14-1 (ULTIMATE BENEFICIAL OWNERS) of the AIFC Companies Regulations."
45. In section 19 (Accounting Records of General Partnership), after subsection (2) insert –

"(2-1) If a General Partnership, for whatever reason, ceases to exist or ceases to be a General Partnership within the meaning of these Regulations, the partners immediately before the General Partnership ceases to exist or ceases to be a General Partnership shall ensure that its Accounting Records are preserved for at least 6 years after the date of such cessation."
46. In section 60 (Accounting Records of Recognised Partnership), after subsection (2) insert –

"(2-1) If a Recognised Partnership, for whatever reason, ceases to exist or ceases to be a Recognised Partnership within the meaning of these Regulations, the partners immediately before the Recognised Partnership ceases to exist or ceases to be a Recognised Partnership shall ensure that its Accounting Records are preserved for at least 6 years after the date of such cessation."
47. After Part 7 (DISSOLUTION AND CONTINUANCE) insert –

"PART 7-1: ULTIMATE BENEFICIAL OWNERS

57-1. Ultimate Beneficial Owners

The provisions of Part 14-1 (ULTIMATE BENEFICIAL OWNERS) of the AIFC Companies Regulations apply to General Partnerships as set out therein.

PART 7-2: WHISTLEBLOWING

57-2. Whistleblowing

The provisions of Part 14-2 (WHISTLEBLOWING) of the AIFC Companies Regulations apply to General Partnerships as set out therein."



AIFC LEGAL ENTITIES AMENDMENT REGULATIONS

PART 5: CONSEQUENTIAL AMENDMENTS TO AIFC LIMITED PARTNERSHIP REGULATIONS

48. *The AIFC Limited Partnership Regulations* are amended as follows.
49. In section 12 (Limited Partnerships: registration), in subsection (3), after paragraph (d) insert –
"; and
(e) the particulars required by Part 14-1 (ULTIMATE BENEFICIAL OWNERS) of the AIFC Companies Regulations."
50. In section 16 (Limited Partnerships: registered office and conduct of business etc.), in subsection (7), for "(are)" substitute "is".
51. In section 19 (Limited Partnerships: Accounting Records), after subsection (2) insert –
"(2-1) If a Limited Partnership, for whatever reason, ceases to exist or ceases to be a Limited Partnership within the meaning of these Regulations, the partners immediately before the Limited Partnership ceases to exist or ceases to be a Limited Partnership shall ensure that its Accounting Records are preserved for at least 6 years after the date of such cessation."
52. In section 30 (Limited Partnerships: rights and Liabilities of General Partner), in subsection (1), after "powers" insert –
"required to Exercise its Functions as a General Partner".
53. In section 38 (Limited Partnerships: statement of dissolution), in subsection (3), after "punishable" insert –
"by"
54. In section 49 (Recognised Limited Partnerships: Accounting Records), after subsection (2) insert –
"(2-1) If a Recognised Limited Partnership, for whatever reason, ceases to exist or ceases to be a Recognised Limited Partnership within the meaning of these Regulations, the General Partner immediately before the Recognised Limited Partnership ceases to exist or ceases to be a Recognised Limited Partnership shall ensure that its Accounting Records are preserved for at least 6 years after the date of such cessation."
55. After Part 9 (TRANSFER OF LIMITED PARTNERSHIPS) insert –
"PART 9-1: ULTIMATE BENEFICIAL OWNERS
- 56-1. **Ultimate Beneficial Owners**
The provisions of Part 14-1 (ULTIMATE BENEFICIAL OWNERS) of the AIFC Companies Regulations apply to Limited Partnerships as set out therein.

PART 12: WHISTLEBLOWING

56-2. Whistleblowing



AFC LEGAL ENTITIES AMENDMENT REGULATIONS

The provisions of Part 14-2 (WHISTLEBLOWING) of the AFC Companies Regulations apply to Limited Partnerships as set out therein."



AIFC LEGAL ENTITIES AMENDMENT REGULATIONS

PART 6: CONSEQUENTIAL AMENDMENTS TO AIFC LIMITED LIABILITY PARTNERSHIP REGULATIONS

56. *The AIFC Limited Liability Partnership Regulations* are amended as follows.
57. In section 10 (Method of formation), in subsection (2), after paragraph (f) insert –
"; and
(g) the particulars required by Part 14-1 (ULTIMATE BENEFICIAL OWNERS) of the AIFC Companies Regulations."
58. In section 28 (Accounting Records of Limited Liability Partnerships), after subsection (2) insert –
"(2-1) If a Limited Liability Partnership, for whatever reason, ceases to exist or ceases to be a Limited Liability Partnership within the meaning of these Regulations, the partners immediately before the Limited Liability Partnership ceases to exist or ceases to be a Limited Liability Partnership shall ensure that its Accounting Records are preserved for at least 6 years after the date of such cessation."
59. In section 40 (Accounting Records of Recognised Limited Liability Partnership), after subsection (2) insert –
"(2-1) If a Recognised Limited Liability Partnership, for whatever reason, ceases to exist or ceases to be a Recognised Limited Liability Partnership within the meaning of these Regulations, the partners immediately before the Recognised Limited Liability Partnership ceases to exist or ceases to be a Recognised Limited Liability Partnership shall ensure that its Accounting Records are preserved for at least 6 years after the date of such cessation."
60. After Part 9 (TRANSFER OF LIMITED LIABILITY PARTNERSHIPS) insert –

"PART 9-1: ULTIMATE BENEFICIAL OWNERS

47-1. Ultimate Beneficial Owners

The provisions of Part 14-1 (ULTIMATE BENEFICIAL OWNERS) of the AIFC Companies Regulations apply to Limited Liability Partnerships as set out therein.

PART 9-2: WHISTLEBLOWING

47-2. Whistleblowing

The provisions of Part 14-2 (WHISTLEBLOWING) of the AIFC Companies Regulations apply to Limited Liability Partnerships as set out therein."



AIFC LEGAL ENTITIES AMENDMENT REGULATIONS

PART 7: CONSEQUENTIAL AMENDMENTS TO AIFC NON-PROFIT INCORPORATED ORGANISATIONS REGULATIONS

61. *The AIFC Non-Profit Incorporated Organisations Regulations* are amended as follows.
62. In section 9 (Authorised Activities of Incorporated Organisations), in subsection (2), in paragraph (b), after "at" insert –
"the ".
63. In section 21 (Accounting Records of Incorporated Organisations), after subsection (2) insert –
"(2-1) If an Incorporated Organisation, for whatever reason, ceases to exist or ceases to be an Incorporated Organisation within the meaning of these Regulations, the Founding Members immediately before the Incorporated Organisation ceases to exist or ceases to be an Incorporated Organisation shall ensure that its Accounting Records are preserved for at least 6 years after the date of such cessation."
64. After Part 9 (POWERS OF INVESTIGATION) insert –

"PART 9-1: ULTIMATE BENEFICIAL OWNERS

34-1. Ultimate Beneficial Owners

The provisions of Part 14-1 (ULTIMATE BENEFICIAL OWNERS) of the AIFC Companies Regulations apply to Non-Profit Incorporated Organisations as set out therein.

PART 9-2: WHISTLEBLOWING

34-2. Whistleblowing

The provisions of Part 14-2 (WHISTLEBLOWING) of the AIFC Companies Regulations apply to Non-Profit Incorporated Organisations as set out therein."