



AMENDMENTS No.2
AIFC GENERAL PARTNERSHIP RULES

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Nur-Sultan, Kazakhstan



In this document, an underlining indicates new text and strikethrough indicates deleted text, unless otherwise indicated.

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PART 2: GENERAL PARTNERSHIPS

2.1. General Partnership names

2.1.1. A Person may apply to the Registrar of Companies for the reservation of a name for a General Partnership (or proposed General Partnership).

2.1.2. If the name is acceptable to the Registrar of Companies, the Registrar must reserve the name for 30 days.

2.1.3. The following provisions apply to the name of a General Partnership or the reservation of a name for a General Partnership (or a proposed General Partnership):

- (a) the name must use letters of the English alphabet, numerals or other characters acceptable to the Registrar of Companies;
- (b) the name must comply with section 12(2)(a) (Registration as General Partnership) of the AIFC General Partnership Regulations;
- (c) the name must not, in the opinion of the Registrar, be, or be reasonably likely to become, misleading, deceptive, conflicting with another name (including an existing name of another partnership);
- (d) the name must not contain words that may suggest a relationship with the AIFCA, AFSA or any other governmental authority in the AIFC, ~~Astana~~ Nur-Sultan or the Republic of Kazakhstan, unless the relevant authority has consented in Writing to the use of the name;
- (e) the name must not contain any of the following words unless the AFSA has consented in Writing to their use:
 - (i) the word 'bank', 'insurance' or 'trust';
 - (ii) words that suggest that the partnership is engaged in banking, insurance or trust activities;
 - (iii) words that suggest in some other way that it is authorised to conduct Financial Services in the AIFC;
- (f) the name must not contain words that may suggest a connection with, or the patronage of, any Person or organisation, unless the Person or organisation consents in Writing;
- (g) the name must not be, in the opinion of the Registrar, otherwise undesirable.

2.1.4. If a General Partnership uses a trading name that is different from its registered General Partnership name, the General Partnership must ensure the trading name complies with



subrule 2.1.3(a), (c), (d), (e), (f) and (g). In applying subrule 2.1.3(c) to the General Partnership, a reference to a name includes a reference to a trading name.

- 2.1.5. [An application for the reservation of a name for a General Partnership \(or proposed General Partnership\) must be accompanied by the prescribed fee set out in the Rules from time to time.](#)

2.2. Certificates of registration of General Partnerships

On the registration of a General Partnership, the Registrar of Companies must issue a certificate of registration. The certificate of registration must include the following:

- (a) the name of the General Partnership;
- (b) the partnership's identification number;
- (c) a statement that the partnership is registered as a General Partnership;
- (d) the partnership's date of registration.

2.3. Certificates of name change of General Partnerships

On the change of name of a General Partnership, the Registrar of Companies must issue a certificate of name change. The certificate of name change must show the General Partnership's new name and previous name.

2.4. Register of partners of General Partnership

- 2.4.1. The partners of a General Partnership must keep, at the registered office of the partnership in the AIFC, [unless the Register is kept by the Registrar under subrule \(2.4.2.\),](#) a register showing the following particulars for each Person who is or has been a partner, and kept in alphabetical order of their names:

- (a) the partner's full name;
- (b) if the partner has a former name (including, for an individual, any former given or family)—the former name or, if the partner has 2 or more former names, each former name;
- (c) the partner's date and place of birth, incorporation, formation or registration, as the case may be;
- (d) the partner's address or, if the partner has 2 or more addresses, each address;
- (e) if the partner has had a former address within the last 5 years—the address or, if the partner has had 2 or more former addresses within that period, each former address;
- (f) the date the partner was registered as a partner;
- (g) if relevant, the date the partner ceased to be registered as a partner.



2.4.2. A General Partnership may make an election to keep information in the Register kept by the Registrar.

2.4.3. An election may be made under this rule by:

(a) the applicant wishing to incorporate a General Partnership under the Regulations;
or

(b) the General Partnership itself once it is incorporated.

2.4.4. In subrule 2.4.3(b), the election is of no effect, without prior agreement of all the Partners of the General Partnership to the making of the election.

2.4.5. An election under this rule is made by giving notice of election to the Registrar.

2.4.6. If the notice is given by Persons wishing to register a General Partnership:

(a) it must be given together with the application for registration under section 12 (AIFC General Partnership Regulations); and

(b) it must be accompanied by a statement containing all the information under subrule 2.4.1.

2.4.7. If the notice is given by the General Partnership, it must be accompanied by:

(a) a statement by the General Partnership that all the Partners of the General Partnership have assented to the making of the election; and

(b) a statement containing all the information that is required under subrule 2.4.1 to be contained in the General Partnership's Register of Partners as at the date of the notice in respect of matters that are current as at that date.

2.4.8. An election made under subrule 2.4.2 takes effect when the notice of election is registered by the Registrar.

2.4.9. The election remains in force until either:

(a) the General Partnership ceases to be a General Partnership; or

(b) a notice of withdrawal sent by the General Partnership under subrule 2.4.13 is registered by the Registrar, whichever occurs first.

2.4.10. While an election under subrule 2.4.2 is in force, a General Partnership must continue to keep a Register of Partners in accordance with subrule 2.4.1 containing all the information that was required to be stated in that Register as at the time immediately before the election took effect, but the General Partnership does not have to update that Register to reflect any changes that occur after that time.

2.4.11. The date to be recorded in the Register kept by the Registrar is to be the date on which the document containing that information is registered by the Registrar.

2.4.12. During the period when an election under subrule 2.4.2 is in force, a General Partnership must deliver to the Registrar any information under subrule 2.4.1 which the General



Partnership would, in the absence of any such election, have been obliged under these Rules to enter in its Register of Partners and it must do so as soon as reasonably practicable after any relevant change but in any event within a period of 14 days.

2.4.13. A General Partnership may by giving notice of withdrawal to the Registrar withdraw an election made by or in respect of it under subrule 2.4.2, where:

- (a) the withdrawal takes effect when the notice is registered by the Registrar;
- (b) the effect of withdrawal is that the General Partnership's obligation under subrule 2.4.1 to maintain a Register of Partners applies from then on with respect to the period going forward;
- (c) the General Partnership must place a note in its Register of Partners —
 - (i) stating that the election under subrule (2.4.2.) has been withdrawn;
 - (ii) recording when that withdrawal took effect; and
 - (iii) indicating that information about its Partners relating to the period when the election was in force that is no longer current is available for public inspection in the Register kept by the Registrar.

2.4.14. All notices and information to be delivered to the Registrar under this rule must be made in Writing.