



## **AMENDMENTS No. 1**

# **AIFC LIMITED LIABILITY PARTNERSHIP RULES**

**Approval Date: 2 December 2018**

**Commencement Date: 1 March 2019**

**Nur-Sultan, Kazakhstan**



In this section, the underlining indicates new text and the striking through indicates deleted text in the proposed amendments.

## **PART 5: MISCELLANEOUS**

### **5.1. Address of registered office etc.**

5.1.1. This rule applies to the following addresses, as set out in an application for registration or continuation, or a notification given to the Registrar of Companies, under the AIFC Limited Liability Partnership Regulations:

- (a) the address of a partnership's registered office (or proposed registered office) in the AIFC;
- (b) the address of a partnership's principal place of business (or proposed principal place of business) in the AIFC;
- (c) the address of a Person authorised to accept service of any notice or other Document on behalf of a partnership in the AIFC.

5.1.2. The address must include the following details, so far as they are applicable:

- (a) the name (or number) of the building;
- (b) the floor or level of that building.

5.1.3. The address must consist of a location address and, if different, a postal address.

### **5.2. Public registers of limited liability partnerships**

5.2.1. The Registrar of Companies must, in the relevant register kept by the Registrar under section 51 (Public registers of limited liability partnerships) of the AIFC Limited Liability Partnership Regulations, record the following details, so far as relevant, in relation to each Limited Liability Partnership or Recognised Limited Liability Partnership that is, or has been, registered in the AIFC:

- (a) the partnership's current registered name or, if the partnership is no longer registered, its last registered name;
- (b) the partnership's identification number;
- (c) the partnership's date of registration and, if the partnership is no longer registered, the date it ceased to be registered;
- (d) the partnership's former registered names;
- (e) the date of registration of every change of name;
- (f) for a Limited Liability Partnership—the address of the partnership's current registered office or, if the partnership is no longer registered, the address of its last registered office;
- (g) for a Limited Liability Partnership—the addresses of the partnership's former registered offices;



- (h) for a Limited Liability Partnership—the date of registration of every change of registered office;
- (i) for a Recognised Limited Liability Partnership—the address of the partnership’s current registered principal place of business in the AIFC or, if the partnership is no longer registered, its address of last registered principal place of business in the AIFC;
- (j) for a Recognised Limited Liability Partnership—the addresses of the partnership’s former registered principal places of business in the AIFC;
- (k) for a Recognised Limited Liability Partnership—the date of registration of every change of registered principal place of business in the AIFC;
- (l) for a Recognised Limited Liability Partnership—the name and address of the each Person currently registered as authorised to accept service on behalf of the partnership or, if the partnership is no longer registered, the name and address of each Person last registered as authorised to accept service on behalf of the partnership in the AIFC;
- (m) for a Recognised Limited Liability Partnership—the name and address of the each Person formerly registered as authorised to accept service on behalf of the partnership in the AIFC;
- (n) for a Recognised Limited Liability Partnership—the date of registration of every change in the details of the Persons authorised to accept service on behalf of the partnership in the AIFC;
- (o) the current members of the partnership or, if the partnership is no longer registered, the last registered members of the partnership;
- (p) for a Recognised Limited Liability Partnership—the dates of registration of the current members or last registered members;
- (q) for a Recognised Limited Liability Partnership—the former registered members;
- (r) for a Recognised Limited Liability Partnership—the dates each of the former members was registered and ceased to be registered;
- (s) the name and address of the current auditor of the partnership or, if the partnership is no longer registered, the name and address of the last auditor of the partnership;
- (t) the name and address of each former auditor of the partnership;
- (u) the date of every change in the auditor of the partnership;
- (v) the amount and type of contribution made by each member to the partnership property;
- (w) for a Recognised Limited Liability Partnership—the jurisdiction in which the partnership was incorporated;
- (x) the partnership’s financial year end.

5.2.2. The Registrar of Companies must, in the register of Limited Liability Partnerships kept by the Registrar under section 51 of the AIFC Limited Liability Partnership Regulations, record the following details, so far as relevant, in relation to each Person (the member) who is or has been



a member (including Designated Member) of each Limited Liability Partnership that is, or has been, registered in the AIFC:

- (a) if the member is an individual—the member’s full name and address (or, if the member has 2 or more addresses, each address);
- (b) if the member is a body corporate—the member’s full name, the place where it was incorporated and the address of its registered or principal office;
- (c) if the member has a former name (including, for an individual, any former given or family name)—the former name or, if the member has 2 or more former names, each former name;
- (d) the member’s date and place of birth, incorporation, formation or registration, as the case may be;
- (e) if the member has had a former address within the last 5 years—the address or, if the member has had 2 or more former addresses within that period, each former address;
- (f) the date the member became a member;
- (g) if relevant, the date the member ceased to be a member;
- (h) whether the member is or has been a Designated Member;
- (i) if the member is or has been a Designated Member—the date (or each of the dates) when the member became a Designated Member and, if relevant, the date (or each of the dates) when the member ceased to be a Designated Member.

### **5.3. Evidence of matters**

- 5.3.1. A certificate that appears to be signed by or on behalf of the Registrar of Companies, and states any matter that appears in a register kept by the Registrar under section 51 (Public registers of limited liability partnerships) of the AIFC Limited Liability Partnership Regulations, is evidence of the matter.
- 5.3.2. The Court must accept a certificate under subrule 5.3.1 as proof of the matters stated in it if there is no evidence to the contrary.
- 5.3.3. A Document that appears to be a copy of the certificate of registration, or a certificate of name change, of a Limited Liability Partnership or Recognised Limited Liability Partnership, and to be certified by the Registrar of Companies, is evidence of the matters stated in it.
- 5.3.4. The Court must accept a Document mentioned in subrule 5.3.3 as evidence of the matters stated in it unless the contrary is established.

#### **5.3(A) Retention**

All Documents filed with the Registrar must be retained by the Registrar for a minimum of six years from the date of filing, irrespective of the status of the Limited Liability Partnership to which such Documents relate.

### **5.4. Fine limits**



## **AIFC LIMITED LIABILITY PARTNERSHIP RULES**

The maximum fine that may be imposed on a Person by the Registrar of Companies for a Contravention of a provision of the AIFC Limited Liability Partnership Regulations mentioned in column 2 of an item of Schedule 1 (Fine limits) is the amount specified in column 4 of the item.