



AMENDMENTS No. 4

AIFC LIMITED PARTNERSHIP REGULATIONS

Approval date: 25 November 2021

Commencement date: 1 January 2022

Nur-Sultan, Kazakhstan



AIFC LIMITED PARTNERSHIP REGULATIONS

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

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10. Partnership agreement of limited partnership formed in AIFC

- (1) A limited partnership formed in the AIFC must have a partnership agreement.
- (2) The partnership agreement must be in the English language and must be divided into paragraphs numbered consecutively.
- (3) The partnership agreement must be a Written agreement between the partners about the affairs of the partnership and the conduct of its business, purpose or activity.
- (4) The partnership agreement must be binding on the initial partners and their assigns, and on subsequent partners and their assigns, in the same way as if they had all executed the agreement.
- (5) The partnership agreement may be amended only by a Written instrument and all amendments must be binding in the way mentioned in subsection (34).
- (6) A limited partnership may adopt, as its partnership agreement, the whole or any part of the Standard Partnership Agreement that is relevant to the limited partnership.
- (7) If the Standard Partnership Agreement is not adopted by a limited partnership in its entirety, the limited partnership must submit to the Registrar of Companies, before the partnership agreement is adopted by the limited partnership, a statement by the initial partners that the partnership agreement proposed to be adopted by the limited partnership complies with the requirements of these Regulations, the Rules and all other applicable AIFC Regulations and AIFC Rules.
- (8) If any change to these Regulations, the Rules or any other applicable AIFC Regulations or AIFC Rules results in an inconsistency between the provisions of a limited partnership's agreement and the provisions of these Regulations, the Rules or any other applicable AIFC Regulations or AIFC Rules:
 - (a) the provisions of these Regulations and any other applicable AIFC Regulations and AIFC Rules prevail; and
 - (b) the limited partnership is not required to amend its partnership agreement, unless these Regulations, the Rules or any other applicable AIFC Regulations expressly require it to do so.

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12. Limited Partnerships: registration

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- (5) A copy of the entire partnership agreement must be filed with the application along with the statement mentioned in section 10(7) (Partnership agreement of limited partnership formed in AIFC) unless the Standard Partnership Agreement is adopted by a limited partnership in its



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entirety.

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(8) If the Registrar of Companies decides to register the limited partnership, the Registrar must:

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(f) register the partnership agreement that accompanied the application for incorporation unless the Standard Partnership Agreement is adopted by a limited partnership in its entirety.

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31. Limited Partnerships: rights and Liabilities of Limited Partner

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(b) to ~~be given~~, be given on request, true and full information of everything affecting the partnership and to be given a formal account of partnership affairs whenever just and reasonable.

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33. Limited Partnerships: dealings by Limited Partner with partnership

(1) A Limited Partner of a Limited Partnership may lend money ~~to~~, to borrow money from, and enter into transactions with, the partnership, except so far as otherwise provided in the partnership agreement.

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SCHEDULE 1: INTERPRETATION

1. Definitions for these Regulations

In these Regulations:

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Standard Partnership Agreement means a standard partnership agreement prescribed by the Rules.