

Annex 1  
to the Order  
of the Governor of the AIFC  
No 4 dated 28 February 2017

## THE STATUTE OF THE AIFC LEGAL ADVISORY COUNCIL

### 1. GENERAL PROVISIONS

1. The Legal Advisory Council of the Astana International Financial Centre (hereinafter, “the LAC”) is established with the objective of ensuring the implementation of the legal and regulatory framework of the Astana International Financial Centre (hereinafter, “the AIFC”) to be compliant with best international practices and standards through:

1.1. determining the highest international standards for drafting the AIFC laws, rules and regulations (hereinafter, “the AIFC Acts”), the scope and content of the AIFC law, the methodology of drafting, and strategic development of the applicable law of the AIFC;

1.2. approval of drafts of the AIFC Acts prior to their final adoption by the relevant AIFC bodies if requested by the AIFC bodies; and

1.3. other relevant activities that are considered by the LAC to be relevant.

2. This Statute (hereinafter, “the Statute”) determines the status of the LAC, its formation, operation, and its activities.

3. The LAC is a consultative and advisory council of the AIFC and does not have binding legislative authority.

4. The LAC shall be comprised of the Chairman and Members who each have international reputations and practical knowledge and experience of:

4.1. drafting and/or reviewing the commercial, civil, financial laws and regulations, and/or

4.2. establishing bodies and/or other entities which form the infrastructure of an international financial centre.

## 2. ACTIVITIES OF THE LAC

5. The scope of the LAC's activities may include:

5.1. identifying an approach in designing the legal and regulatory framework of the AIFC based on English law and international standards (Dubai, Qatar, Abu Dhabi, Singapore, UK or other);

5.2. determining the scope, content, hierarchy and architecture of the AIFC primary and subsidiary (if necessary) legislation based on English common law and international standards;

5.3. identifying strategy for the development and stages of drafting of the AIFC legislation, including the AIFC Acts necessary for launching the AIFC and for its further development;

5.4. approval of drafts of the AIFC Acts, before their final adoption by relevant bodies of the AIFC;

5.5. ensuring a consistent approach to the drafting of the AIFC Acts;

5.6. advising on other matters regarding drafting and development of the applicable law of the AIFC; and

5.7. advising on other relevant matters.

6. The members of the LAC are entitled to:

6.1. receive and request information from the Astana International Financial Centre Authority (hereinafter, "the AIFC Authority") and from the Astana Financial Services Authority (hereinafter, "the AFSA") necessary to carrying out their roles and responsibilities;

6.2. make recommendations with respect to the Statute;

6.3. recommend individuals who may be able to assist in the work of the LAC, by informing the Secretary.

7. Subject to the Acting law of the AIFC, the Members of the LAC are obliged not to disclose confidential information, which becomes known to them with respect to the activities of the LAC. The Members of the LAC shall not use confidential information acquired by them in the course of their activities as Members of the LAC

for any other purpose, except as provided in the Statute.

### 3. FORMATION AND OPERATION OF THE LAC

8. The LAC consists of the Chairman, and Members of the LAC.

9. The composition of the LAC is determined by the AIFC Governor's order, Annex 2.

10. The Members of the LAC may withdraw from the membership in the LAC at any time upon 30 days written notice to the Chairman and the Secretary.

11. Meetings of the LAC shall be held as required by the AIFC Authority Legal Department. Meetings of the LAC may be held in Astana, London, or Dubai, or other locations, where it is reasonable and efficient.

12. Voting of the LAC may be held either in presence, in absentia (including proxy), or in a combination of both when required.

13. Upon receiving materials of the LAC meeting (agenda, minutes, decision, explanatory notes, draft acts of AIFC, voting ballot, etc.) a Member of the LAC may send his or her recommendations related to these materials via email to the Chairman and the Secretary no later than 5 business days prior to the relevant LAC meeting.

14. Members of the LAC who are not able to be present at the LAC meeting shall notify the Secretary no later than 3 business days prior to the LAC meeting. In this event, such Members of the LAC may vote by filing a voting ballot and sending it to the Secretary via email no later than 3 business days prior to the LAC meeting.

15. If the Members of the LAC propose recommendations for minutes/decisions at the LAC meeting, the Secretary within 2 business days after the LAC meeting shall send via email amended minutes/decisions to the Members of the LAC for final approval. The Members of the LAC may approve (or reject) proposed amendments by notifying the Secretary via email within 2 business days after receiving final minutes/decisions of the LAC meeting.

16. Decisions of the LAC are adopted by the majority of its Members through open voting in person or via proxy. In the event of a tie vote of the Members, the Chairman has a decisive vote. A quorum for the meeting is no less than the majority of Members of the LAC, including the Chairman.

17. In the absence of the Chairman at any given LAC meeting the Chairman shall designate one Member of the LAC to serve as the Chairman of that particular meeting.

18. The decisions of the LAC meetings are issued in the form of documented minutes.

19. The Chairman shall sign minutes/decisions of the LAC at the meeting if there are no proposed amendments (or recommendations) on minutes/decision from Members of the LAC.

20. Where Members propose amendments to the minutes/decisions at an LAC meeting and the minutes/decisions are not signed by the Chairman at that LAC meeting the Chairman must sign the minutes/decisions within 7 business days of the LAC meeting upon notice from the Secretary of the Members' subsequent approval or rejection of the proposed amendments to the minutes/decisions.

21. Both scanned and original versions of signed minutes shall have equal legal force.

#### 4. CHAIRMAN OF THE LAC

22. The Governor of the AIFC shall appoint the Chairman by his Order, Annex 2.

23. The Chairman carries out the following roles:

23.1 organises, moderates discussions and voting at the LAC meetings;

23.2 votes on LAC matter in the same manner as Member of the LAC; and

23.3 signs minutes of the LAC meetings.

#### 5. SECRETARY AND WORKING BODY OF THE LAC

24. The Legal Department of the AIFC Authority (hereinafter, "Working Body") jointly with the Secretary, organises and ensures the efficient operation of the LAC.

25. The Working Body appoints the Secretary, whose name and contact information is indicated in the relevant minutes of the LAC meeting.

26. The Secretary carries out the following roles:

26.1 prepares an agenda for each meeting and explanatory notes on each item of the agenda, drafts minutes/decisions of meetings, voting ballots, AIFC Acts, and sends these materials via email to the Members of the LAC no later than 7 business days prior to the LAC meeting;

26.2 sends a ballot of absentee/proxy voting to Members of the LAC, who are not able to attend the LAC meeting;

26.3 prepares draft and final minutes/decisions of the LAC meeting;

26.4 sends via email to the Members of the LAC amended minutes of the LAC meeting for final approval;

26.5 notifies the Chairman of the results of the approval of final minutes/decisions upon receiving emails from the Members of the LAC;

26.6 organises the operation and activities of the LAC;

26.7 proposes times and venues of the LAC meetings;

26.8 provides the Chairman and other Members of the LAC with all information and materials required by them to ensure the efficient operation of the LAC; and

26.9 assists the Members of the LAC with other matters related to its activities.

## 6. MISCELLANEOUS

27. All notices and correspondence, including those related to the LAC's activities, shall be notified to the official email address of the Secretary.