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LAW OF THE KYRGYZ REPUBLIC

On State Registration of Legal Entities, Branches (Representative offices) (In edition of Laws of the KR as of July 15, 2009 # 207, December 18, 2009 # 313)

Article 1. Relations regulated by the present Law.

1. The present law regulates the relations arising at the state registration (re-registration) and registration of the termination of activities of legal entities, branches (representative offices) on the territory of the Kyrgyz Republic.

2. State registration (re-registration), registration of termination of activities of legal entities, branches (representative offices) is carried out by the authorized state body by means of inserting in the unified State Register of legal entities, branches (representative offices) (further - «the State Register») information on creation, reorganization and liquidation of legal entities, branches (representative offices), and other information provided by the present law.

3. With respect to the present law all legal entities, branches (representative offices) are subject to the registration, except for cases when legislation of the Kyrgyz Republic provides other procedures for registration of particular legal entities, branches (representative offices).

4. Registration of legal entities, branches (representative offices) in the Kyrgyz Republic carries a notifying character, if the otherwise is not provided by the present Law.

Article 2. State registration body

An authorized state body, which shall carry out registration of legal entities, shall be determined by the Government (hereinafter – registration body).

Article 3. Purposes of registration

Registration on the territory of the Kyrgyz Republic shall be carried out with the purpose to:

- certify the fact of creation, introduction of changes and additions to the State Register, as well as termination of activity of legal entities, branches (representative offices);
- keep records on registered (re-registered) and liquidated legal entities, branches (representative offices);
- maintain the State Register;
- provide interested individuals and legal entities with information on registered (re-registered) and liquidated legal entities, branches (representative offices).

Article 4. State registration (re-registration) under the “one window” principle

1. State registration (re-registration) shall be carried out by registration body under the “one window” principle.

2. The “one window” principle includes:

- state registration by registration body with simultaneous registration in state tax and statistics bodies, and Social fund;

- issuance of a Certificate on State registration (re-registration) by registration body with a registration number, taxpayer's identification number and a code of republican classifier of enterprises and organizations.

3. Additional registration in state tax and statistics bodies and Social fund is not required after state registration (re-registration) under "one window" principle.

4. The procedure for interaction of registration body with state tax and statistics bodies, Social fund and other state bodies for the purposes of maintenance of state registration (re-registration) under "one window" principle shall be determined by the Government.

Article 5. Competence of registration body

1. The registration body shall carry out the following:

- performance of unified state registration policy of legal entities, branches (representative offices);
- registration of political parties;
- registration of state bodies, except for its territorial and dependent departments, organizations and institutions;
- registration of legal entities with foreign participation, branches (representative offices) of foreign legal entities and legal entities with foreign participation, except for legal entities, indicated in paragraph three of part 2 of the present article;
- maintenance of the State Register, and issuance of excerpts from it;
- control over compliance of legal entities, branches (representative offices) and its territorial branches with the requirements of the present law;
- administration of complaints against the actions of its territorial branches related to state registration;
- providing to interested individuals and legal entities with information on legal entities, branches (representative offices) from the State Register;
- other authorities in compliance with the legislation.

2. The territorial branches of the registration body shall carry out the following:

- registration of legal entities, branches (representative offices) on the respective territory, except for those legal entities, branches (representative offices) which are subject to registration in the registration body;
- registration of legal entities, branches (representative offices) with foreign participation, branches (representative offices) of foreign legal entities and legal entities with foreign participation on the respective territory, the activity of which is directed at exploitation of mineral deposits in the procedure, determined by the Government.
- maintenance of the State Register, and issuance of excerpts from it;
- providing to interested individuals and legal entities with information on legal entities, branches (representative offices) from the State Register;
- other authorities in compliance with the legislation.

3. In some localities registration body for accomplishment of registration functions of commercial organizations and their branches (representative offices) has a right to determine its representative – register.

Article 6. Procedures for submitting documents for registration.

1. The applicant shall submit the documents for registration to the registration body. The legislation may prescribe other procedures for submitting registration documents.

2. The following persons can act as an applicant:

- founder of the legal entity at its creation

- head of the executive body of legal entity , branch (representative office) or director of founder of branch (representative office);
 - head of the liquidating commission (liquidator) in registration of activity termination legal entity, branch (representative office);
 - other person acting on the basis of power of attorney.
3. An applicant shall have a right to address to registration body a request on preliminary verification of the name of establishing legal entity, branch (representative office). The procedures for preliminary verification of the name of the legal entity, branch (representative office) shall be determined by the registration body.
4. Registration application form shall be signed by the applicant. The form and requirements to the content of the registration application form shall be approved by the registration body.
5. Documents of legal entity, branch (representative office) submitted for registration shall be presented to registration body in state or official language.
6. Registration body ensures recording and storing of documents submitted by the applicant for registration.
7. At the state registration requiring any other documents and information in addition to those provided for by the present law is prohibited.
8. Charter, statutory agreement and regulation shall not be submitted to registration body, except for statutory documents of financial and credit institutions and other institutions, licensed and (or) regulated by the National bank (further – “financial and credit institutions”), noncommercial organizations and branches (representative offices) of foreign and international organizations.
9. Commercial organization has a right to carry out the activity on the basis of model charters or charters independently developed and approved by commercial organization.
- In case if commercial organization uses model charter the founder shall indicate in the decision that commercial organization to be registered (re-registered) will carry out its activity on the basis of model charter.
- The development and approval of model charters of commercial organizations, except for charters of financial and credit institutions shall be carried out by registration body.
10. Founder (member) shall be accountable for obligations of legal entity, branch (representative office) if the provisions of statutory documents of legal entity do not comply with the legislation. In case of contradiction of provisions of statutory documents to the legislation, provisions of legislation shall be applied.

Article 7. Document certifying the state registration (re-registration)

1. Registration body issues a Certificate on State registration (re-registration) based on the results of verification for compliance of submitted documents with the list provided by the present law. Certificate of State registration (re-registration) is the document that certifies the fact of state registration (re-registration) of legal entity, branch (representative office).
2. Certificate of State registration is a basis for opening of an account in financial and credit institutions.
- Bank and other financial and credit institutions are prohibited to require any other documents from legal entity, branch and (or) other representative office in opening an account, except for those which are stipulated by the legislation of the Kyrgyz Republic.
- Legal entity, branch (representative office) has a right to possess seals and (or) stamps, which shall include full name of the legal entity, branch (representative office) in state and official languages, as well as other information, provided for by the legislation.
3. In case of opening, changing, closing settlement, loan, currency and other accounts financial and credit institutions are obliged to inform about it tax bodies at the place of location of legal entity, branch (representative office) within 5 working days.

4. In case of loss (damage) of Certificate on State registration (re-registration) the legal entity, branch (representative office) has a right to request from corresponding registration body to issue its duplicate. Certificate on State registration (re-registration) shall be issued by registration body on the basis of application of authorized person within 3 working days with mark “duplicate”.

An announcement about loss (damage) and invalidity of Certificate on State registration (re-registration) published in one of the approved mass media by registration body shall be attached to the application on issuance of duplicate of the certificate.

Article 8. Registration period

1. State registration (re-registration) of legal entity, branch (representative office) shall be completed within 3 working days from the date of submission of necessary set of documents to registration body, except for legal entities, branches (representative offices) listed in parts 2 and 3 of the present article.

2. State registration (re-registration) of financial and credit institutions, noncommercial organizations, as well as branches (representative offices) of foreign and international organizations, except for political parties and their branches (representative offices) shall be completed within 10 calendar days from the date of submission of necessary set of documents to registration body.

3. State registration (re-registration) of political parties, branches (representative offices) shall be completed within 30 calendar days from the day of submission of necessary set of documents to the registration body.

4. Registration of termination of activity of legal entities, branches (representative offices) shall be completed within 7 working days.

Article 9. Registration fees

1. The amount of registration fee charged for state registration (re-registration) and registration of termination of activity of legal entity, branch (representative office) and for duplicate of Certificate on State registration (re-registration) shall be determined in accordance with the legislation.

State registration (re-registration) and registration of termination of activity of state bodies shall be free of charge, except for the cost of registration forms (blanks)

2. Registration fee for state registration (re-registration) shall be paid before receipt of Certificate on State registration (re-registration), in case of registration of termination of activity – before the submission of documents to registration body.

Article 10. Specifics of registration

1. State registration (re-registration) of financial and credit institutions, their branches (representative offices) requires written consent of National Bank or its territorial department.

2. Preliminary written consent of state antimonopoly body shall also be required in cases provided by the legislation.

3. Termination of activity of joint-stock company (reorganization and liquidation) shall be carried out by written consent of authorized state body that regulates equity market.

4. Legal entity registered according to the legislation of the Kyrgyz Republic that is creating branch (representative office) or acting as a founder of another legal entity additionally submits a copy of Certificate on State registration (re-registration).

5. Foreign legal entity that is creating branch (representative office) or acting as a founder of another legal entity additionally shall submit a legalized extract from state register or any

other document that certifies that it is an existing/acting legal entity according to the legislation of its country.

Legalization of documents is not required for legal entities of state parties to appropriate international agreements and treaties where Kyrgyz Republic is a party.

Period for submitting an extract from state register or other document that certifies that the legal entity is existing/acting according to the legislation of its country shall not exceed 6 months from the moment of issuance of the mentioned documents.

6. Individual who is acting as a founder of a legal entity shall additionally submit to registration body a copy of passport or any other document recognized by the legislation of the Kyrgyz Republic as an identity card (except for founders of public associations, partnerships of homeowners, religious organizations, political parties, trade unions)

7. Individual who is acting as a director of a legal entity, branch (representative office) shall additionally submit to registration body a copy of passport or any other document recognized by the legislation of Kyrgyz Republic as an identity card.

8. The legal entity that is terminating its activity due to reorganization shall submit to registration body an original copy of Certificate on State registration (re-registration), certificate of the body of the Ministry of Internal Affairs on the submission of a seal and a stamp, as well as bank certificate on closing of account (accounts). In the absence of account (accounts) the letter of guarantee of legal entity to be liquidated signed by director shall be submitted.

During state re-registration due to the change of name of legal entity, branch (representative office) before receiving certificate on state re-registration they shall submit to the registration body certificate of the ministry of internal affairs on submission of seals and (or) stamps with the old name.

9. In the event of reorganization of legal entity a deed of assignment or a dividing balance sheet with specified provisions on the succession of all obligations of the reorganized legal entity with respect to all its creditors and debtors, shall also be submitted to registration body.

10. At state registration (re-registration) due to reorganization of legal entity the applicant shall additionally submit to registration body an announcement indicating period for filing a claims by its creditors, published in the mass media approved by registration body not less than two months prior to submission of documents to registration body.

11. At state re-registration with respect to reduction of amount of chartered capital economic partnership and community and cooperative shall submit documents that confirm the corresponding written notification of all its creditors. In the absence of these documents legal entity shall submit to registration body the letter of guarantee on the absence of creditors signed by director.

12. The documents prepared in foreign language shall be submitted to registration body with a notarized translation into the state or official language.

13. At state re-registration and registration of termination of activity, in case of loss (damage) of statutory documents of financial and credit institutions, noncommercial organizations and branches (representative offices) of foreign and international organizations to the registration body an announcement on loss (damage) is submitted, published in one of mass media set by the registration body.

14. At state re-registration of joint-stock company, commercial cooperative and noncommercial organization document with indication to the presence or absence of foreign participation signed by the director of the joint-stock company, commercial cooperative and noncommercial organization to be re-registered is attached to the registration application.

15. At state registration (re-registration) of an association of legal entities (association, union) statutory agreement in two copies, signed by representatives of all its founders is attached to the registration application. Signatures of all representatives of legal entities are sealed by the legal entity or notarized.

At state registration of political party approved program of political party is attached to the registration application.

At state registration (re-registration) of religious organization a copy of the document, certifying registration (re-registration) of religious organization in authorized state body on religious affairs is attached.

Article 11. State registration of a legal entity

1. At the state registration of a legal entity, except for legal entities, indicated in parts 4 and 4-1 of the present article, the following documents shall be submitted to registration body:

- registration application in the form approved by the registration body;
- decision of founder (founders) on creation of legal entity;
- other documents provided by the present law.

2. The decision of the founder (founders) on creation of legal entity shall include:

- name of the legal entity to be registered in state and official languages;
- legal address;
- information about each founder with indication to first name, surname, patronymic, place of residence (for individuals), full name of legal entity, place of location (for legal entities);
- amount of chartered capital (share fund) and shares of each founder in the chartered capital (share fund) of legal entity;
- first name, surname, patronymic of a head of executive body;
- other information in accordance with the legislation.

3. The decision of founder (founders) on creation of legal entity shall confirm that all information reflected in the decision and documents submitted for registration is valid, the procedures for payment of a chartered capital at the moment of registration are fully observed, and also all issues related to creation of legal entity are coordinated with corresponding state bodies and (or) self-administration bodies in accordance with established by law cases.

The decision of the founder (founders) on creation of legal entity, except for legal entities indicated in parts 4 and 4-1 of the present article, shall be signed by each founder. In case of submission of documents, indicated in part 1 of the present article, directly by the founder (founders) compulsory notarization of signature of the founder (founders) – individual (individuals) is not required. Signature of authorized representative of legal entity shall be sealed by the legal entity or notarized.

4. At state registration of noncommercial organizations the applicant shall submit to registration body:

- registration application in form approved by registration body;
- decision on creation of noncommercial organization, adoption of charter and formation of governing bodies of noncommercial organization;
- charter in two copies signed by director of noncommercial organization;
- list of members of governing body of noncommercial organization with indication to last names, first names, patronymics, years of birth and elected positions;
- list of citizens-initiators of creation of noncommercial organization with indication to last names, first names, patronymics and years of birth;

In case when founders of noncommercial organization are individuals, last name, first name, patronymic, year of birth and address of founders are indicated in the list of founders. The list is signed by the founders, and signatures of founders shall be notarized.

In case when founder of noncommercial organization is a legal entity, name and registration (re-registration) date of founders are indicated in the list of founders. Signature of the director of the legal entity is sealed by the legal entity or notarized.

The decision on creation of noncommercial organization, on approval of charter and formation of governing bodies of noncommercial organization, except for cases, provided by the legislation of the Kyrgyz Republic, is signed by the head and secretary of the meeting, signatures of whom shall be notarized.

In case founder of noncommercial organization is one individual, abovementioned decision is signed by this founder and his signature is notarized.

In case founder of noncommercial organization is one legal entity, abovementioned decision is signed by the director of the founder – legal entity and his signature is sealed by the legal entity or notarized.

4-1. At state registration of financial and credit institutions, an applicant submits to the registration body:

- registration application in the form approved by the registration body;
- decision of founder (founders) on creation of financial and credit institution, adoption (conclusion) of statutory documents and formation of governing bodies of financial and credit institution;
- charter in two copies signed by director of financial and credit institution;
- statutory agreement of financial and credit institution in two copies, signed by all its founders.

Decision of founder (founders) on creation, on approval (conclusion) of statutory documents and formation of governing bodies of financial and credit institution is signed by each founder, and signature of the founder – individual shall be notarized, and signature of legal entity's representative shall be sealed by the legal entity or notarized.

5. From the day of receipt of application for registration, the registration body within the established period shall:

- verify the presence of the list and absence of inconsistencies or inaccuracies in information reflected in the documents submitted for the state registration;
- verify the content of submitted documents for compliance with the legislation (for financial and credit institutions and noncommercial organizations);
- issue a corresponding order and notify the state tax and statistics bodies and Social fund, insert information about the state registration in the State Register;
- issue a Certificate on State registration containing a full name of legal entity in the state and official languages, its registration number, taxpayer's identification number, code of republican classifier of enterprises and organizations, date of state registration and legal address;
- open a file, containing one version of each submitted registration documents, and hand them over to archive of registration body.

6. The date of state registration of legal entity shall be the date of issuance of a corresponding order by registration body.

7. After state registration statutory documents of financial and credit institution and noncommercial organization are sealed and stamped by the registration body.

Article 12. State re-registration of legal entity

1. The legal entity shall be re-registered in the following cases:

- reorganization in the form of transformation, separation and accession;
- change of chartered capital or share fund;
- change of the name;
- introducing amendments into statutory documents or approval (conclusion) of statutory documents in new version (for financial and credit institutions and noncommercial organizations);
- change in the staff of founders (members) of economic partnerships and communities (except for joint-stock companies), public funds, institutions and nongovernmental pension funds.
- change of founders' shares in chartered capital of economic partnerships and communities (except for joint-stock companies);

- change of location of the legal entity (from one oblast to another or from oblast to Bishkek (Osh) city and vice versa), except for legal entities which irrespective to place of location are subject to registration in the registration body;
- making decision by subject of free economic zone on changing the place of location outside the free economic zone;
- making decision by the authorized department of legal entity or the court on its re-registration.

2. The legal entity, in the presence at least of one of listed in part 1 of the present article cases, shall within 30 calendar days from the moment of making corresponding decision submit all documents to registration body necessary for the state re-registration, except for cases when legislation provides other terms.

3. At the state re-registration of legal entity the applicant shall submit to registration body the following documents:

- registration application in the form approved by registration body;
- decision on state re-registration of legal entity;
- original copy of Certificate on State registration (re-registration)
- in case if taxpayer's identification number is not indicated in the Certificate on State registration (re-registration), a copy of taxpayer's registration card or in case of loss (damage) – a certificate from tax bodies, where taxpayer's identification number of legal entity to be re-registered is indicated.

- other documents provided by the present law

Financial and credit institutions and noncommercial organizations shall additionally submit to the registration body:

- original copy of statutory documents;
- statutory documents in two copies in new version or with introduced amendments.

4. Decision on state re-registration of legal entity shall contain information on changes and additions to data reflected in the State Register.

The decision on state re-registration shall confirm that all information reflected in the decision and documents submitted for re-registration is valid, and all issues related to re-registration of legal entity are coordinated with corresponding state bodies and (or) self-administration bodies in accordance with established by law cases.

Except for cases provided by the present law the decision on the state re-registration of legal entity shall be signed by the chairman and secretary of the meeting and duly attached with the seal of legal entity. In the absence of the seal the signatures of abovementioned persons shall be notarized.

The decision on state re-registration of the economic partnership and community (except for joint-stock company) shall be signed by each founder (member), however the signature of founder (member) – individual shall be notarized. The representative of each legal entity-founder shall attach a seal to the decision or notarize his signature.

5. At the state re-registration of the economic partnership and community (except for joint-stock company) related to disaffiliation of the participant (participants) with disposal of his share or change in the amount of founders' (members') shares an agreement on transfer of shares shall be submitted to registration body. However the signature of share transferring founder (member) – individual shall be notarized, representative of share transferring legal entity – founder (member) shall attach a seal to the agreement or notarize his signature.

6. Individual - founder (member) of the economic partnership and community (except for joint –stock company), who is disaffiliating without transferring his share, shall submit to registration body a notarized statement on disaffiliation.

Legal entity – founder of the economic partnership and community (except for joint – stock company), which is disaffiliating without transferring its share, shall submit to registration body a statement on disaffiliation signed by the head of executive body of legal entity. The statement on disaffiliation shall be sealed by legal entity or notarized.

7. In case of new membership into the economic partnership and community (except for joint – stock company), public fund, institution, nongovernmental pension fund which is a legal entity and (or) an individual the documents provided in parts 4-6 of the article 10 of the present law shall be additionally submitted.

8. From the moment of receipt of application registration body within the established period shall:

- verify the presence of the list and absence of inconsistencies or inaccuracies in information reflected in the documents submitted for the state re-registration of legal entity;
- verify the compliance of the content of submitted documents with the legislation (for financial and credit institutions and other noncommercial organizations);
- issue a corresponding order and notify the state tax and statistics bodies and Social fund, insert information about the state re-registration in the State Register;
- issue a Certificate on State re-registration containing a full name of legal entity in the state and official languages, its registration number, taxpayer's identification number, code of republican classifier of enterprises and organizations, date of state re-registration, date of initial state registration and legal address;
- open a file, containing one version of each submitted registration documents, and hand them over to archive of registration body.

9. The date of state re-registration of legal entity shall be the date of issuance of a corresponding order by registration body.

10. After state re-registration statutory documents of financial and credit institution and noncommercial organization are sealed and stamped by the registration body.

Article 13. Registration of termination of activity of legal entity

1. The authorized department of legal entity or the court, which has adopted a decision on liquidation of legal entity, shall notify registration body within 3 working days by an appropriate written notice attached with a copy of decision on liquidation of legal entity and election (appointment) of liquidation commission (liquidator).

2. Upon receipt of a notification on liquidation of legal entity registration body shall insert a notice in the State Register that the legal entity is in the process of liquidation and notify the state tax and statistics bodies and Social Fund.

3. For registration of termination of activity of legal entity an applicant shall submit to registration body:

- registration application in form approved by registration body;
- decision of the authorized department of legal entity or the court on liquidation of legal entity and election (appointment) of liquidation commission (liquidator);
- original copy of Certificate on State registration (re-registration) of legal entity;
- original copy of charter (for financial and credit institutions and noncommercial organizations);
- certificate from Social fund on absence of indebtedness on social insurance payments;
- certificate from tax bodies on absence of indebtedness on taxes;
- certificate of bank (banks) on closing of account (accounts) of legal entity;
- decision on adoption of liquidation balance sheet;
- liquidation balance sheet with a mark about its acceptance by tax body;
- findings of the state archive fund on place of storage of the archival documents of the liquidating legal entity;
- receipt on registration fee payment;

- other documents provided by the present law.

4. The authorized department of legal entity can make a decision on adoption of liquidation balance sheet only in case of absence of obligations of legal entity, including guarantees before the third parties.

The decision on adoption of liquidation balance sheet shall confirm that all information reflected in the decision and documents submitted for registration of termination of activity of legal entity is valid, and all issues related to termination of activity of legal entity are coordinated with corresponding state bodies and (or) bodies of self-government in established by law cases.

Except for cases provided by the present law the decision on adoption of liquidation balance sheet shall be signed by the chairman and secretary of the meeting and duly attached with the seal of legal entity. In the absence of the seal the signatures of abovementioned persons shall be notarized.

The decision on adoption of liquidation balance sheet of the economic partnership and community (except for joint-stock company) shall be signed by each participants, the signature of participant – individual shall be notarized. The representative of legal entity– participant shall attach a seal to the decision or notarize his signature.

In case of revealing subsequent credit indebtedness of the liquidating legal entity, founders (members, shareholders) of the legal entity shall be fully liable before the creditors in accordance with the legislation of the Kyrgyz Republic, provided that the claims of creditor is declared within 2 years from the moment of registration of termination of activity of the legal entity.

5. Legal entity shall duly liquidate all its branches, representative offices and mass media before submission of documents for registration of termination of activity to registration body.

6. From the moment of receipt of an application registration body within the established period shall:

- verify the presence of the list and absence of inconsistencies or inaccuracies in information reflected in the documents submitted for the registration of termination of activity of legal entity;

- issue a corresponding order and notify the state tax and statistics bodies and Social fund, insert information about termination in the State Register;

- issue a copy of order on registration of termination of legal entity;

- open a file, containing one version of each submitted registration documents, and hand them over to archive of registration body.

7. The date of registration of termination of activity of legal entity shall be the date of issuance of a corresponding order by registration body.

Article 14. Compulsory liquidation of legal entity

Tax body and (or) Social Fund shall have a right to go to the court with an application on compulsory liquidation of legal entity in case of failure to present monthly reports to tax bodies and (or) Social Fund within continuous two years.

Article 15. State registration of branch (representative office).

1. At the state registration of a branch (representative office) the following documents shall be submitted to registration body:

- registration application in form approved by registration body;

- decision of a authorized department of legal entity on creation of a branch (representative office);

- other documents provided by the present law.

2. The decision on creation of a branch (representative office) shall include:

- name of the branch (representative office) in the state and official languages;
- legal address of the branch (representative office);
- decision of the authorized department of legal entity on appointment of the Head of the branch (representative office);
- full name of legal entity, place of location, registration data of legal entity that is creating a branch (representative office).

The decision on creation of a branch (representative office) shall confirm that all information reflected in the decision and documents submitted for registration is valid, and all issues related to creation of a branch (representative office) are coordinated with corresponding state bodies and (or) bodies of self-government in accordance with established by law cases.

The decision on creation of a branch (representative office) shall be signed by authorized department of legal entity and if it present duly sealed.

3. At the state registration of a branch (representative office) of foreign or international organizations an applicant submits to registration body:

- approved regulation on branch (representative office) in two versions;
- copies of statutory documents of foreign or international organization that made a decision on creation of a branch (representative office).

During state registration of branch (representative office) of political parties an applicant shall, additionally to the documents, indicated in part 1 of the present article, submit to the registration body a list of members of political party, composed of in corresponding branch (representative office) of political party with indication of last name, first name, patronymics, address and date of acceptance into membership of political party.

4. From the moment of receipt of application for registration, registration body within the established period shall:

- verify the presence of the list and absence of inconsistencies or inaccuracies in information reflected in the documents submitted for registration of a branch (representative office);
- verify content of submitted documents for conformity with the legislation of the Kyrgyz Republic (for branches (representative offices) of foreign or international organizations);
- issue a corresponding order and notify the state tax and statistics bodies and Social fund, insert information about the state registration in the State Register;
- issue a Certificate on State registration containing a full name in the state and official languages, its registration number, taxpayer's identification number, code of republican classifier of enterprises and organizations, date of state registration and legal address of the branch (representative office), date of state registration and legal address of legal entity that created the branch (representative office);
- open a file, containing one version of each submitted registration documents, and hand them over to archive of registration body.

5. The date of state registration of the branch (representative office) shall be the date of issuance of a corresponding order by registration body.

6. After state registration regulation of branches (representative office) of foreign or international organization are sealed and stamped by the registration body.

Article 16. State re-registration of a branch (representative office)

1. Grounds for state re-registration of a branch (representative office) are:

- change of name of the branch (representative office);
- change of name of legal entity that created the branch (representative office);
- change of location of branch (representative office) (from one oblast to another or from oblast to Bishkek (Osh) city and vice versa), except for branches (representative offices), which irrespective to place of location are subject to registration in the registration body;

- introducing amendments into the regulation, approval of the regulation in new version (for branches (representative offices) of foreign or international organizations);
- decision by the authorized department of legal entity that created the branch (representative office) or by the court on re-registration of the branch (representative office).

2. The branch (representative office) in the presence of at least one of the grounds listed in part 1 of the present article, shall within 30 calendar days from the moment of making a corresponding decision, shall submit set of necessary documents to registering body for state re-registration.

3. At state re-registration of the branch (representative office) applicant shall submit to registration body:

- application in form approved by registration body;
- decision of authorized department of legal entity on state re-registration of branch (representative office);
- original copy of Certificate on State registration (re-registration) of the branch (representative office);
- in case if taxpayer's identification number is not indicated in the certificate on state registration (re-registration) – a copy of taxpayer's registration card or in case of its loss (damage) – certificate from tax body, where taxpayer's identification number of branch (representative office) to be re-registered is indicated;
- other documents provided in the present law.

Branches (representative offices) of foreign or international organizations additionally shall submit to the registration body:

- an original of the previous regulation;
- regulation in two copies with introduced amendments.

During state re-registration of branch (representative office) of political parties an applicant, additionally to the documents, indicated in the present article, shall submit to the registration body a list of members of political party which are in corresponding branch (representative office) of political party with indication of last name, first name, patronymics, address and date of entrance into membership of political party.

4. The decision on state re-registration of the branch (representative office) shall include information on changes and additions to the data in the State Register.

The decision on state re-registration of the branch (representative office) shall confirm that all information reflected in the decision and documents submitted for re-registration is valid, and also all issues related to re-registration of the branch (representative office) are coordinated with corresponding state bodies and (or) bodies of self-government in accordance with established by the law cases.

5. From the moment of receipt of an application, registration body within the established period shall:

- verify the presence of the list and absence of inconsistencies or inaccuracies in information reflected in the documents necessary for state re-registration of the branch (representative office);
- verify content of submitted documents for conformity with the legislation of the Kyrgyz Republic (for branches (representative offices) of foreign or international organizations);
- issue a corresponding order and notify the state tax and statistics bodies and Social fund, insert information about the state re-registration in the State Register
- issue a Certificate on State re-registration containing a full name of legal entity in the state and official languages of, its registration number, taxpayer's identification number, code of republican classifier of enterprises and organizations, date of state re-registration, date of initial state registration and place of location of the branch (representative office), full name and legal address of legal entity that created the branch (representative office);
- open a file, containing one version of each submitted registration documents, and hand over it to archive of registration body.

6. The date of state re-registration of the branch (representative office) will be the date of issuance of a corresponding order by registration body.

7. After state re-registration regulations of branches (representative offices) of foreign or international organizations are sealed and stamped by the registration body.

Article 17. Registration of termination of activity of the branch (representative office)

1. At registration of termination of activity of the branch (representative office) applicant shall submit to registration body:

- registration application in form approved by registration body;
- decision of the authorized department of legal entity or the court on liquidation of the branch (representative office);
- original copy of Certificate on State registration (re-registration);
- certificate of bank (banks) on closing of account (accounts);
- an original of the regulation (for branches (representative offices) of foreign or international organizations);
- certificate of body of the Ministry of Internal Affairs on submission of seal and stamp (if they are available).

If seals and stamps, account (accounts) of the branch (representative office) are not available, letter of guarantee of the branch (representative office) to be liquidated signed by the director of the branch (representative office) or legal entity shall be presented to the registration body.

2. At re-registration of termination of activity of the branch (representative office) of legal entity, registered according to the legislation of foreign state applicant shall additionally submit:

- certificate from Social Fund on absence of indebtedness on social insurance payments;
- certificate from tax body on absence of indebtedness on taxes.

3. From the moment of acceptance of an application registration body in established period shall:

- verify the presence of the list and absence of inconsistencies or inaccuracies in information reflected in the documents necessary for state registration of termination of activity of legal entity;

- issue a corresponding order and notify the state tax and statistics bodies and Social fund, insert information about the state registration of termination of activity in the State Register;

- issue a copy of order on registration of termination of activity;

- open a file of the branch (representative office), containing one version of each submitted registration documents, and hand them over to archive of registration body.

4. The date of state registration of termination of activity of the branch (representative office) will be the date of issuance of a corresponding order by registration body.

Article 18. Changes and additions to data in the State Register

1. Legal entity, branch (representative office) within 30 calendar days from the moment of acceptance of a decision shall notify registration body about change of:

- composition of governing body, director;
- place of location (legal address);
- telephone and fax numbers, and electronic mail;
- passport data or data of other identity of an individual – founder (member) of the economic partnership and community (except for joint-stock companies), public fund, institution, nongovernmental pension fund;

- registration data of legal entity- founder (member) of the economic partnership and community (except for joint-stock companies), public fund, institution, nongovernmental pension fund;

- passport data or data of other identity card of the director.

2. If there are changes in data which do not lead to state re-registration of legal entity, branch (representative office) notification is submitted to registration body with signature of the director of legal entity, branch (representative office).

3. In case of change of the director of legal entity, branch (representative office) notification is attached by a decision on election (appointment) of new director and copy of his passport or other document recognized by the legislation of the Kyrgyz Republic as an identity card.

4. In case of change in place of location of legal entity, branch (representative office) notification is attached by a decision on change of place of location of legal entity, branch (representative office).

In case of data changes, indicated in paragraphs 5 and 6 of part 1 of the present article, copies of corresponding documents with introduced amendments are attached to the notification.

5. Registration body, having received the notification, inserts necessary data in the State Register and notifies tax and statistics bodies, and Social Fund.

Article 19. Unified State Register of legal entities, branches (representative offices)

1. Registration body shall carry out unified State Register of legal entities, branches (representative offices) containing data on registered (re-registered) and terminated legal entities, branches (representative offices).

Procedures on maintaining the State Register shall be determined by registration body.

2. The State Register contains the following data:

- full name, abbreviation (in case of its presence) in state and official languages;
 - the date and number of order on registration;
 - the date of initial state registration;
 - organizational and legal form and form of ownership;
 - means of creation of legal entity (creation or reorganization);
 - registration number, taxpayer's identification number, code of republican classifier of enterprises and organizations;
 - legal address (place of location);
 - telephone and tax number, electronic mail;
 - data on founders of legal entity;
 - amount of chartered capital (share fund), amount of shares of founders (members)
- except for joint-stock companies;
- data on the fact that legal entity is in the process of liquidation;
 - data on liquidation of legal entity;
 - data on the director;
 - data on legal entity that created branch (representative office).

Article 20. Access to information in the State Register

1. Information contained in the State Register is open for all.

2. Information contained in the State Register can be provided to interested parties in the form of extract.

Registration body for providing information contained in the State Register charges payment.

Amount of payment for information contained in the State Register is determined in compliance with the legislation of the Kyrgyz Republic.

Article 21. Order annulment on state registration (re-registration). Registration dismissal

1. Certificate on State registration (re-registration) shall be received by applicant within two months from the moment of issuance of a corresponding order by registration body. If Certificate on State registration (re-registration) in established period is not received, registration body has a right to annul the order on state registration (re-registration) and return submitted documents to the applicant.

Registration body shall notify the state tax and statistics body and Social Fund on annulment of the order on state registration (re-registration).

2. Registration dismissal of legal entity, branch (representative office) is allowed in the following cases:

- necessary documents for registration of legal entity, branch (representative office), provided in the present law, are not submitted;
- presence in the State Register of registered (re-registered) legal entity, branch (representative office) with analogical name;
- findings on inconsistencies or inaccuracies in information reflected in the submitted documents;
- submission of documents to improper registration body;
- non-conformity of submitted documents of financial and credit organizations, noncommercial organizations and branches (representative offices) of foreign or international organizations with the legislation of the Kyrgyz Republic;
- absence of data provided by the Law in the decision;
- violation of the procedure for registration of activity termination, set by the present Law.

Decision on registration dismissal shall include the grounds for dismissal with reference to the provision of the law.

3. Applicant can repeatedly refer to registration body following the elimination of reasons for registration dismissal.

4. Registration dismissal on the grounds of unreasonableness of creation of legal entity, branch (representative office) is not allowed.

Article 22. Liability for infringement of the requirements of the present Law

1. Applicant, founder, director, legal entity, branch (representative office) is liable for the failure to provide or late submission of necessary information for inclusion into the State Register, and also for presenting inadequate information.

2. Infringement of the requirements of the present law by registration body leads to the liability in accordance with the legislation of the Kyrgyz Republic.

Article 23. Administration of complaints

Disputes related to registration of legal entity, branch (representative office) are examined in accordance with the legislation of the Kyrgyz Republic.

Article 24. Entering into force of the present law

1. The present law enters into force beginning April 1 of 2009.
2. Legal entity, branch (representative office), registered (re-registered) prior to entering into force of the present law, except for legal entities, branches (representative offices), indicated in part 3 of the present article, shall not be subject to state re-registration until authorized

department of legal entity or the court adopts a decision on state re-registration in registration body. Certificate on State registration (re-registration) of such legal entities, branches (representative offices) shall be valid for the whole term of their activity.

3. Legal entities with foreign participation, their branches (representative offices), the activity of which is directed at exploitation of mineral deposits, shall be re-registered on corresponding territorial body of the registration body within 3 months from the date of entering into force of the present Law.

4. To the Government within the period of three months to:

- present to the Parliament proposals on making the legislation in compliance with the present law;
- bring its decisions in compliance with the present law.

5. To consider as stale:

- Law of the Kyrgyz Republic "On state registration of legal entities" (Bulletin of Parliament of the Kyrgyz Republic, 1996, # 7, art. 106);

- Law of the Kyrgyz Republic "On amendments to the Law of the Kyrgyz Republic "On state registration of legal entities" («Erkin-Too», July 23 of 1999, #63);

- article 5 of the Law of the Kyrgyz Republic "On amendments to some legislative acts of the Kyrgyz Republic" («Erkin-Too», December 10 of 1999, #97);

- article 13 of the Law of the Kyrgyz Republic "On Amendments to some legislative acts of the Kyrgyz Republic" (Bulletin of the Parliament of the Kyrgyz Republic, 2002, # 9, art. 418);

- Law of the Kyrgyz Republic "On amendments to the Law of the Kyrgyz Republic "On state registration of legal entities" (Statement of the Parliament of the Kyrgyz Republic, 2003, #3, art. 134);

- Law of the Kyrgyz Republic "On amendments to the Law of the Kyrgyz Republic "On state registration of legal entities" («Erkin-Too», December 12 of 2003, #92);

- article 3 of the Law of the Kyrgyz Republic "On amendments to some legislative acts of the Kyrgyz Republic" («Erkin-Too», June 22 of 2004, #48);

- Law of the Kyrgyz Republic "On amendments to the Law of the Kyrgyz Republic "On state registration of legal entities" («Erkin-Too», July 19 of 2005, #58);

- Law of the Kyrgyz Republic "On amendments to the Law of the Kyrgyz Republic "On state registration of legal entities" («Erkin-Too», March 27 of 2007, #22);

- Law of the Kyrgyz Republic "On amendments to the Law of the Kyrgyz Republic "On state registration of legal entities" («Erkin-Too», June 6 of 2008, #40-41);

- Law of the Kyrgyz Republic "On amendments to the Law of the Kyrgyz Republic "On state registration of legal entities" («Erkin-Too», December 19 of 2008, #94).

President of the Kyrgyz Republic

K. Bakiev

**Adopted by the Parliament
of the Kyrgyz Republic on December 26, 2008**