

# OFFSHORE CENTRE LEGISLATION AMENDMENT

## WESTERN SAMOA

### Arrangement of Provisions

Title

#### PART I

##### INTRODUCTION

1. Short title and commencement
2. Interpretation

#### PART II

Amendments to the Companies Act

3. Interpretation
4. Registrar of Companies
5. Registration and incorporation.
6. Long term international companies
7. Change of name
8. Copies of the memorandum and articles.
9. Effect on meetings.
10. Calling of meetings.
11. Circumstances in which a company may be wound up compulsorily.
12. Defunct companies.
13. Documents etc to be lodged by foreign company
14. Service of documents on company.
15. Secrecy
16. Certificate of good standing

17. Incidental amendments to the Companies Act

#### PART III

Amendments to the Banking Act

18. Licence renewal.
19. Prohibited activities.
20. Notification of changes.

#### PART IV

Amendments to the Insurance Act

21. Notification of changes.
22. Statutory and long term business funds.
23. Solvency margins for reinsurers and captive insurers.
24. Profits and dividends.
25. Procedure where none laid down.
26. English the authentic text.
27. Commencement of International Companies (Fees) Amendment Regulations 1993

Schedule

1992/1993, No. 30

AN ACT to amend the Offshore Banking Act 1987, the International Companies Act 1987 and the International Insurance Act 1988.

BE IT ENACTED by the Legislative Assembly of Western Samoa in Parliament assembled as follows:

## PART I

### Introduction

1. **Short title and commencement** - (1) This Act may be cited as the Offshore Centre Legislation Amendment Act 1993.

(2) This Act shall be upon receiving the assent of the Head of State deemed to have commenced from the 1st day of February 1993.

2. **Interpretation** - In this Act, unless the context otherwise requires -

"The Banking Act" means the Off-Shore Banking Act 1987;

"The Companies Act" means the International Companies Act 1987;

"The Insurance Act" means the International Insurance Act 1988.

## PART II

### Amendments to the International Companies Act 1987

3. **Interpretation** - Subsection (1) of section 2 of the Companies Act is amended by -

(a) adding in the definition of the term "international company" after the word "Act" the words "and includes a company deemed to be incorporated under this Act pursuant to Section 16" ;

(b) inserting in their proper alphabetical locations the following new definitions :-

"Long term international company" means an

international company which is registered for a period of five years or more and has paid the long term registration fee or any renewals thereof;

"Long term registration fee" means a long term registration fee referred to in section 14A;

"Period of long term registration" means a period of registration of 5, 10 or 20 years from the date of registration (or any renewal thereof) of an international company as a long term international company, and in the case of first registration (except a first registration occurring on the 29th day of November in any year) includes a fraction of a year to the 29th day of November next following the fifth, tenth, or twentieth anniversary (as the case may require) of the date of first registration:

"Renewal fee" means an annual renewal fee, as defined in section 14 and includes a long term renewal fee referred to in section 14A;"

**4. Registrar of Companies** - Section 8 of the Companies Act is amended by:-

- (a) omitting from subsection (1) after the words "the Minister" the words "and publicly notified"
- (b) by adding to subsection (1)(a) after the words "any other Act" the words "and such appointment shall

be publicly notified".

(c) by inserting in subsections (1)(b), (2) and (3) the words "Assistant or" before the word "Deputy" wherever that word occurs.

(d) by inserting in subsection (2) after the words "by the Registrar," the words "subject to such conditions and restrictions as may be set out in the instrument of appointment or in any subsequent changes thereto".

5. **Registration and incorporation** - Section 14 of the Companies Act is amended by repealing subsections (4), (5), (6) and 6A) and substituting the following subsections:-

" (4) Every international company to which the provisions of section 14A do not apply, and which on the 31st day of January 1993 held a valid certificate of incorporation or registration (or a valid renewal certificate thereof) shall, notwithstanding any law in effect at the time of the issue of the certificate, be liable to pay to the Registrar an annual renewal fee on the 30th day of November 1993, and thereafter shall be liable to pay to the Registrar on the 30th day of November of each following year, such annual renewal fee as may be prescribed.

(5) Except where the provisions of section 14A apply, every international company incorporated or registered on or after the 1st day of February 1993 shall be liable to pay

to the Registrar on the 30th day of November of each year following the year in which it is incorporated or registered, such annual renewal fee as may be prescribed.

(6) Until such time as an international company is dissolved pursuant to the provisions of this Act, the international company shall continue its corporate existence (without rendering defective any legal or other proceedings instituted by or against the company or affecting any rights, powers, authorities, duties, functions, liabilities or obligations of the company or any person) notwithstanding that an annual renewal fee which is due and payable by the international company has not been paid."

6. Long term international companies - The Companies Act is further amended by inserting immediately after section 14 the following section:-

"14A. Long term international companies - (1) An international company may elect to be registered and remain as a long term international company by paying to the Registrar such long term registration and long term renewal fees as may be prescribed.

(2) A long term registration of an international company may be effected or renewed for a period of long term registration on payment of such prescribed renewal fee as may be applicable.

(3) A long term international company may upon the

expiry of any period of long term registration, elect to continue its registration on an annual basis pursuant to section 14.

(4) If upon the day after the expiry of its period of long term registration an international company fails or has failed to pay a renewal fee, it shall be liable to pay by way of penalty such additional fee or fees as may be prescribed.

7. **Change of name** - Section 23 of the Companies Act is amended by omitting from subsection (4) after the words "bearing the company's new name" the words "which certificate shall have the same expiry date as that of the certificate surrendered,"

8. **Copies of the memorandum and articles** - Section 28 of the Companies Act is amended by inserting immediately after subsection (1) the following new subsection:-

"(1A) The Registrar in respect of an international company incorporated or registered after the 1st day of February 1993 may, when so required by any person, make available for inspection or copying, in whole or in part, the articles and memorandum of any such international company and any alterations made thereto, which have been filed and registered, upon payment to the Registrar of such amount (if any) as the Registrar may determine."

9. **Effect on meetings** - Section 39 of the Companies Act

is repealed.

10. Calling of Meetings - (1) Section 94 of the Companies Act is amended by repealing subsection (4) and substituting the following:-

" (4) (a) So far as the articles do not make other provision in that behalf, notice of every meeting shall be served on every member holding registered shares and having a right to attend and vote thereat in the manner in which notices are required to be served by Table A";

(b) In the case of members holding bearer shares, notice shall be given or deemed to have been given, if it is given in the manner specified in the articles, or if the articles do not make provisions for such notice, then -

(i) where the member has advised the company of an address for service of notice, notice shall be given or deemed to have been given, if it is posted to the member at that address, or

(ii) where the member has not advised the company of an address for service of notice, notice shall be given or deemed to have been given, if it is published in a newspaper circulated in Western Samoa or in the place where the company has its principal office."

(2) Section 94 of the Companies Act is further amended

by inserting immediately after Subsection (4) the following new subsection:-

" (4A)(a) So far as the articles of an international company do not otherwise provide, members holding bearer shares shall be given sufficient notice of meetings of members to allow them a reasonable opportunity to take action to secure or exercise the right or privilege which is the subject of the notice.

(b) For the purposes of this subsection, what constitutes sufficient notice is a matter of fact to be determined after having regard to all the circumstances."

11. Circumstances in which a company may be wound-up compulsorily -Section 159 of the Companies Act is amended by omitting all the words in subsection (1)(g)(iii) and substituting the words "The company has failed to pay the prescribed renewal fee within a period of 60 days after the same became due and payable."

12. Defunct companies -Section 197 of the Companies Act is amended by omitting from subsection (5) after the words "does not intend" the words "to renew the certificate of incorporation of the company, the Registrar, when the period of validity of the most recent certificate of incorporation has expired may forthwith" and substituting the words "to pay the prescribed annual renewal fee on the date when it next



becomes due and payable, the Registrar may, on that date"

13. Documents etc to be lodged by foreign companies -  
Section 201 of the Companies Act is amended by -

(a) omitting from subsection (4) all of the words after the words "mentioned in the certificate".

(b) adding the following new subsection:-

"(5) The registration of a foreign company under this Part, shall on payment of the prescribed fee, be renewable from year to year and the provisions of subsections (4), (5) and (6) of section 14 shall apply mutatis mutandis to every such renewal."

14. Service of documents on companies - Section 208 of the Companies Act is amended by adding after the words "of the company" the words "or by leaving it at or sending it by post to, the address in Western Samoa of the resident agent of the company."

15. Secrecy - Section 227 of the Companies Act is amended by adding after paragraph (g) of subsection (4) the following new paragraph:-

"(h) By the Registrar in making available for inspection and copying under the provisions of Section 28(1A), a copy of the company's memorandum and articles of association and any alterations thereto."

16. Certificate of good standing - The Companies Act is further amended by inserting immediately after section 228

the following new section:-

"228C. - Certificate of good standing - (1) The Registrar shall, upon request by any person, issue a certificate of good standing under his hand and seal certifying that a company incorporated or registered under this Act is of good standing if the Registrar is satisfied that:-

(a) the name of the company is on the Register;  
and

(b) the company has complied with its obligations under the principal Act and has paid all fees, renewal fees and penalties due and payable thereunder.

(2) The certificate of good standing issued under subsection (1) shall contain a statement as to whether -

(a) the company is in the process of being wound up and dissolved; or

(b) any proceedings to strike the name of the company off the Register have been instituted.

(3) A certificate of good standing issued by the Registrar under subsection (1) shall be prima facie evidence of the matters contained therein.

17. Incidental amendments to the Companies Act - The Companies Act is further amended in the manner indicated in the Schedule to this Act.

**PART II****Amendments to the Banking Act**

18. **Licence renewal** - Section 11 of the Banking Act is amended by omitting from subsection (1) after the words "not later than" the words "6 months" and substituting the words "2 months" and by omitting after the words "offshore banking licence and" the words "3 months" and substituting the words "one month".

19. **Prohibited activities** - Section 13 of the Banking Act is amended by omitting from subsection (2)(b) after the words "less than" the word "100,000 dollars" and substituting the words "the amount, which shall from time to time be specified in the licence".

20. **Notification of changes** - Section 17 of the Banking Act is amended by omitting from subsection (1) after the words "Western Samoa shall within" the words "3 months" and substituting the words "one month".

**PART III****Amendments to the Insurance Act**

21. **Notification of changes** - Section 12 of the Insurance Act is amended by omitting after the words "shall within" the words "one month" and substituting the words "21 days".

22. **Statutory and long term business funds** - Subsection (1) of section 16 of the Insurance Act is amended by:-

(a) inserting immediately after paragraph (d) the following new paragraph:-

"(da) The assets of every statutory fund maintained by a registered insurer may be invested (subject to any provisions in the instrument constituting the registered insurer or in the articles of association or other rules of the registered insurer which impose restrictions upon the manner in which the assets of the registered insurer may be invested) in such manner as the registered insurer thinks fit."

(b) omitting from paragraph (e) the words "subsection (10)" and substituting the words "paragraph (da)".

**23. Solvency margins for re-insurer and captive insurer -** Section 19 of the Insurance Act is amended by omitting after the words "captive insurance business shall" the words "if required by the Registrar in writing" and by inserting after the word "demonstrate" in paragraph (b) the words "if required by the Registrar in writing."

**24. Profits and dividends -** Paragraph (b) of section 34 of the Insurance Act is amended by:-

(a) inserting after the words "dividends or earnings" the words "attributable to the shares or securities of a registered insurer";

(b) omitting all of the words after the words "by a registered insurer".

**25. Procedure where none laid down -** Section 42 of the Insurance Act is amended by omitting after the words "for doing the same" the words "application may be made to the

Registrar for" and substituting the words "the Registrar may, in response to an application to him, or on his own motion give"

26. **English the authentic text** - The Insurance Act is further amended by inserting immediately after section 42 the following new section :-

"42A. - **English the authentic text** - (1) Every document filed with the Registrar, and all records and accounts required to be kept under this Act shall be in the English language.

(2) Where a document is not in the English language it shall be accompanied by an authentic English translation; and in the event of any conflict in meaning between the foreign language and the English version, the English version shall prevail."

27. **Commencement of International Companies (Fees) Amendment Regulations 1993** - The International Companies (Fees) Amendment Regulations 1993 as authorised under section 221 of the International Companies Act 1987 shall upon receiving the assent of the Head of State be deemed to have come into force on the first day of February 1993.

#### SCHEDULE

##### Incidental amendments to the International Companies

##### Act 1987

<u>Section</u>	<u>Amendments</u>
14(1)	By omitting the words "Subject to

subsections (10) to (20) and substituting the words "Subject to subsections (9) to (19)"

- 14(8) By omitting the words "under subsection (10)" and substituting the words "under subsection (9)".
- 14(10)(d) By omitting the words "subsection (18)" and substituting the words "subsection (17)."
- 14(11) By omitting the words "subsection (10)" and substituting the words "subsection (9)"
- 14(12) By omitting the words "subsection (10)(a)(iv)" and substituting the words "subsection (9)(a)(iv)" wherever they appear.
- 14(14) By omitting the words (subsection (10)(a)" and "subsection (11)" and substituting the words "subsection (9)(a)" and "subsection (10)" respectively.
- 16, 17 and 18 By omitting the words "subsection (10)(a)" and substituting the words "(9)(a)" wherever they appear.

TEUTEUGA O LE TULAFONO O NOFOAGA TUTOTONU  
O TEUGA TUPE I FAFO

SAMOA I SISIFO

Faatulagaina o Aiaiga

Igoa

VAEGA I

FAATOMUAGA

1. Igoa Puupuu ma le amataga.
2. Faamatalaina o uiga o Upu.

VAEGA II

Teuteuga i le Tulafono o  
Kamupani

3. Faamatalaina o uiga o Upu.
4. Resitara o Kamupani.
5. Faamauina ma le Tuufaatasia Faale-tulafono.
6. Kamupani Faava-o-Malo mo vaitaimi uumi.
7. Suiga o igoa.
8. Kopi o le faamauina ma Mataupu Faavae.
9. Aafiaga o fonotaga.
10. Valaauina o fonotaga.
11. Tulaga e mafai ai ona faataapeina i se faiga faamalosi se kamupani.
12. Kamupani ua faamutaina.
13. Pepa aloaia ma isi ina ia tuuina atu e le kamupani mai fafo.
14. Tuuina atu o pepa aloaia i se kamupani.
15. Tulaga Faalilolilo.
16. Tusi Faamaonia o tulaga tauleleia.

17. Teuteuga e ono aliai mai i le Tulafono o Kamupani.

VAEGA III

Teuteuga i le Tulafono  
o Teuga Tupe

18. Toe faafouina o le laisene.
19. Gaoioiga Faasaina.
20. Faasilasilaga o Suiga.

VAEGA IV

Teuteuga i le Tulafono  
o Inisiua

21. Faasilasilaga o suiga.
22. Faaputuga Tupe Faale-tulafono ma pisinisi mo vaitaimi uumi.
23. Tapulaa o le faamaapeina mo tagata toe inisiua ma inisiua umia.
24. Tupe mama ma tufatufaga.
25. Taulumaga pe a fai e leai ni aiaiga ua faatulagaina.
26. O le Gagana Faa-Peretania e ave ma mataupu moni.
27. Amata faamamaluina o Teuteuga Tulafono Faatonu-tonu o Kamupani Faava-o-Malo (Totogi fuapauina) 1993.

Faamatalaga.

1992/1993 Nu. 30

O SE TULAFONO e teuteu ai le Tulafono o Teuga Tupe i Atunuu i Fafu 1987, le Tulafono o Kamupani Faava-o-Malo 1987 ma le Tulafono o Inisiua Faava-o-Malo 1988.

UA FAIA e le Fono Aoaofaitulafono o Samoa i Sisifo i totonu o le Palemene ua potopoto e fapea:

### VAEGA I

#### Faatomuaga

1. Igoa puupuu ma le amataga-(1) E mafai ona taua leni Tulafono o Teuteuga o le Tulafono o Nofoga Tutotonu o Teuga-tupe i Fafo 1993.

(2) O leni Tulafono i luga o le tuuina i ai le ioega a le Ao o le Malo o le a faapea na ona amata faamamaluina i le aso 1 o Fepuari 1993.

2. Faamatalaina o uiga o Upu- I totonu o leni Tulafono, ae vagana ai ua manaomia e le mataupu se isi uiga e ese mai ai -

"O le Tulafono o Teuga-tupe" o lona uiga o le Tulafono o Teuga-tupe i Fafo 1987;

"O le Tulafono o Kamupani" o lona uiga o le Tulafono o Kamupani Faava-o-Malo 1987;

"O le Tulafono o Inisiua" o lona uiga o le Tulafono o Inisiua Faava-o-Malo 1988".

### VAEGA II

Teuteuga i le Tulafono o Kamupani Faa-va-o-Malo 1987

3. Faamatalaina o uiga o Upu- O le faafuaiupu (1) Fuaiupu 2 o le Tulafono o Kamupani ua teuteuina i le:-

(a) faaopopoina i le faamatalaga o le faaupuga "Kamupani Faava-o-Malo" ina ua tuanai le upu "Tulafono" ia upu "ma e aofia ai se kamupani ua tuu faatasi faale-tulafono i lalo o leni Tulafono e tusa ai



ma le Fuaiupu 16;"

(b) faaofiina i o latou nofoaga i le faasologa o mataitusi ia faamatalaga fou e faapea:-

"Kamupani faava-o-malo mo vaitaimi uumi" o lona uiga o se kamupani faava-o-malo ua faamauina mo se vaitaimi e lima tausaga po o le sili atu foi ma ua uma ona totogiina le totogi fuapauina o lona faamauina mo se vaitaimi umi po o so o se toe faafouga o sea faamauina;

"Totogi fuapauina o le faamauina mo se vaitaimi umi" o lona uiga o se totogi fuapauina o le faamauina mo se vaitaimi umi e pei ona faasinomia i ai le fuaiupu 14A;

"Vaitaimi o le faamauina i vaitaimi uumi" o lona uiga o se vaitaimi o le faamauina e 5, 10 po o le 20 tausaga mai le aso na faamauina ai (po o so o se toe faafouina o sea faamauina) o se kamupani faava-o-malo e avea ai o se kamupani faava-o-malo mo se vaitaimi umi, ma i le tulaga o se uluai faamauina (ae vagana ai o sea uluai faamauina na faia i le aso 29 o Novema i so o se tausaga) e aofia ai se vaega o se tausaga i le aso 29 o Novema o lo o sosoo ai ma le lona lima, sefulu po o le luasefulu tausaga (e pei ona ono ma-naomia o le aso o le uluai faamauina;

"Totogi fuapauina o le toe faafouina" o lona uiga o se totogi fuapauina faale-tausaga o le toe faafouina, e pei

ona faamatalaina i le fuaiupu 14 ma e aofia ai se to-  
togi fuapauina o le toe faafouina i se vaitaimi umi  
e pei ona faasinomia i ai le fuaiupu 14A;

4. Resitara o Kamupani- Fuaiupu 8 o le Tulafono o Kamu-  
pani ua teuteuina i le:-

- (a) aveeseina mai le faafuaiupu (1) ina ua tuanai ia upu "le  
Minisita" ia upu "ma faasilasilaina faalauaitele"
- (b) i le faaopoopoina i ai i le faafuaiupu (1)(a) ina ua tua-  
nai upu "so o se isi Tulafono" ia upu "ma o sea tofiga  
e tatau ona faasilasila faalauaitele"
- (c) i le faaofiina i ai i faafuaiupu (1)(b), (2) ma le (d) (3) ia  
upu "Fesoasoani po o" a o lumanai le upu "Sui" i so  
o se tulaga o lo o faaaogaina ai lea upu.
- (d) i le faaofiina i ai i le faafuaiupu (2) ina ua tuanai ia  
upu "e le Resitara" ia upu "i le noatia ma le fai fua-  
fua i ia aiaiga ma tapulaa e pei ona o le a faatulaga-  
ina i totonu o se pepa faale-tulafono o se tofiga po  
o i so o se suiga e tusa ai ma sea tofiga e mulimuli  
mai ai."

5. Faamauina ma le Tuufaatasia Faale-tulafono- Fuaiupu  
14 o le Tulafono o Kamupani ua teuteuina i le soloia o faafuai-  
upu (4), (5), (6) ma le (6A) ma ia sua i faafuaiupu e faapea:-

- "(4) O Kamupani faava-o-malo uma e le o faaaogaina i ai  
aiaiga o le fuaiupu 14A, ma o lo o umia se tusi faa-  
maonia aloaia i le aso 31 o Ianuari 1993 o se tuufaa-  
tasiga faale-tulafono po o se faamauina (po o se tusi

faamaonia aloaia o le toe faafouina o sea faamauina) e tatau, e ese mai ai na i lo so o se tulafono o lo o faamamaluina i le taimi na tuuina atu ai le tusi faamaonia, o le a noatia e totogiina i le Resitara i le aso 30 o Novema i tausaga taitasi e mulimuli mai ai, se totogi fuapauina o le faafouga faale-tausaga e pei ona o le a faatonuina."

- (5) Ae vagana ai e faapea o aiaiga o le fuaiupu 14A e faa-aogaina, o kamupani faava-o-malo uma ua tuu faa-tasia faale-tulafono po o faamauina i po o ina ua tuanai le aso 1 o Fepuari 1993 o le a tatau ona noa-tia e totogiina i le Resitara i le aso 30 o Novema i tausaga taitasi e mulimuli mai i le tausaga na tuu faa-tasia ai faale-tulafono po o faamauina, o sea totogi fuapauina faale-tausaga e pei ona o le a faatonuina.

- (6) Seia oo i se taimi o le a faamaapeaina ai sea kamupani faava-o-malo e tusa ai ma aiaiga o lenei Tulafono, o le kamupani faava-o-malo o le a tatau ona faaau-au lona tulaga tau le tuu faa-tasia faale-tulafono (e aunoa ma le aafia ia o so o se taualumaga faale-tulafono ua faatuina e, po o faasaga i ai, o le kamupani po o e aafia ai so o se aia, pule, pulega, tiute, mata-faioi, noatiaga po o noataga o le kamupani po o so o se isi tagata) e ese ai na i lo isi aiaiga e faapea o le totogi fuapauina faale-tausaga ua tatau ona totogi-

ina ma e ao ona totogiina loa e le kamupani faava-o-malo e le i totogiina."

6. Kamupani Faava-o-malo mo vaitaimi uumi- O le Tulafo-no o Kamupani ua toe teuteuina i le faaofiina i ai ina ua tuai le fuaiupu 14 le fuaiupu faapea:-

"14A. O kamupani faava-o-malo mo vaitaimi uumi- (1) O se kamupani faava-o-malo e mafai ona filifilia ina ia faamauina ma tumau ai e avea ai o se kamupani faava-o-malo mo ni vaitaimi uumi, i le totogiina i le Resitara se totogi fuapauina mo le faamauina mo ni vaitaimi uumi po o mo le toe faafouina e pei ona o le a faatonuina.

(2) O se faamauina mo se vaitaimi uumi o se kamupani faava-o-malo e ono aafia po o toe faafouina mo se vaitaimi uumi o le faamauina i le totogiina o se totogi fuapauina o le a faatonuina e pei ona o le a talafeagai ai.

(3) O se kamupani faava-o-malo mo vaitaimi uumi i luga o le faamutaina o so o se vaitaimi uumi o le faamauina, ona filifili e faaauau lona faamauina i luga o se tulaga faale-tausaga e tusa ai ma le fuaiupu 14.

(4) Afai i le aso o le a faamutaina ai le faamauina mo se vaitaimi uumi, o se kamupani faava-o-malo ua le totogiina po o ua le tausisia e totogiina se totogi fuapauina, o le a tatau ona noatia e totogiina e tusa ai o se faasalaga se totogi fuapauina faaopoopo po o ni totogi fuapauina e pei ona o le a faatonuina."

7. Suiga o igoa- Fuaiupu 23 o le Tulafono o Kamupani ua teuteuina i le aveeseina mai le faafuaiupu (4) ina ua tuanai ia upu "o lo o tauaveina le igoa fou o le kamupani" ia upu "o se tusi faamaonia o le a tatau ona i ai se aso tutusa e faamuta ai e pei ai o le tusi faamaonia o le faamatuuina atu.

8. Kopi o le Faavaeina ma Mataupu Faavae- Fuaiupu 28 o le Tulafono o Kamupani ua teuteuina i le faaofiina i ai ina ua tuanai le faafuaiupu (1) ia faafuaiupu fou e faapea:-

"(1A) O le Resitara e tusa ai ma se kamupani faava-o-malo ua tuufaatasia faale-tulafono po o faamauina ina ua tuanai le aso 1 o Fepuari 1993 e mafai, pe a fai e manaomia e so o se tagata, ona faaavanoaina mo suesuega, vaega atoa po o ni vaega, mataupu ma faavae o le kamupani faava-o-malo ma so o se suiga ua faia i ai, ua failaina ma faamauina, i luga o le totagiina i le Resitara o sea aofaiga (pe a fai e i ai) e pei ona o lea fuafuaina e le Resitara."

9. Aafiaga o fonotaga- (1) Fuaiupu 39 o le Tulafono o Kamupani ua soloia.

10. Valaauina o fonotaga-(1) Fuaiupu 94 o le Tulafono o Kamupani ua teuteuina i le soloia o le faafuaiupu (4) ma suia e faapea:-

"(4)(a) Pe a fai o le mataupu e le faia ai ni aiaiga e tusa ai ma lea tulaga, o faasilasilaga o so o se fonotaga e tatau ona tuuina atu i sui uma o lo o umia sea faamauina ma o lo o i ai le aia e auai ai ma palota i sea

fonotaga i le faiga e pei ona manaomia i le tusi va-  
laau ua tuuina atu i lalo o le Fua Faasolo A.

(b) I se tulaga o sui o lo o umia ni sea umia, o le faasilasi-  
laga e faapea ua uma ona tuuina atu poo ua tuuina  
atu, pe afai na tuuina atu i le faiga e pei ona faatu-  
lagaina i totonu o mataupu o le kamupani, po o afai  
e le o aiaia i totonu o le mataupu sea aiaiga, ona -

(i) a fai ua logoina e le sui le kamupani e tusa ai ma le sui-  
ga i lona tuatusi, o le faasilasilaga e tatau ona tuu-  
ina atu po o faapea ua uma ona tuuina atu, pe a fai  
ua lafoina i le sui i lona tuatusi, po o

(ii) pe a fai e le i logoina le sui le kamupani i le mea e au-  
ina atu i ai le faasilasilaga, e tatau ona tuuina atu  
po o e faapea ua tuuina atu, pe a fai ua lomia i se  
nusipepa o lo o faasalalauina i totonu o Samoa i Si-  
sifo, po o i le nofoaga o lo o i ai le ofisa autu o le  
kamupani.

(2) O le fuaiupu 94 o le Tulafono o Kamupani ua toe teu-  
teuina i le faaofiina i ai ina ua tuanai le faafuaiupu (4) faafu-  
aiupu fou e faapea:-

"(4A)(a) Pe a fai e le o aiaia i totonu o mataupu faavae o le  
kamupani, o sui o lo o umia sea e tatau ona tuuina  
atu ni faasilasilaga ia lava o fonotoaga ina ia  
avanoa ai i latou e faia ni gaoioiga e faatumauiina ai  
po o le faatinoina ai a latou aia e tusa ai ma le ma-  
taupu e pei ona faasilasilaina.

(b) Mo faamoemoega o lenei faafuaiupu o mea o lo o aofia i faasilasilaga ua lava ona tuuina o se mataupu moni o le a iloilo ina ua uma ona manatunatu i tulaga uma o lo o aafia."

**11. Tulaga e mafai ai ona faataapeina i se faiga faamalosi se kamupani-** Fuaiupu 159 o le Tulafono o Kamupani ua teuteuina i le aveeseina o upu uma o lo i totonu o faafuaiupu (1)(g)(iii) ma ia suia i upu "ua le tausisia e le kamupani le totogiina o le totogi fuapauina o le toe faafouina i totonu o aso e 60 ina ua tuanai le aso sa tatau ona totogiina ai ma totogiina loa."

**12. Kamupani ua faamutaina-** Fuaiupu 197 o le Tulafono o Kamupani ua teuteuina i le aveeseina mai le faafuaiupu (5) ina ua tuanai upu "e le o faaagaaga" ia upu "e faafouina le tusi faamaonia o le faamauina o le kamupani, o le Resitara, pe a fai ua tuanai le vaitaimi e aloaia ai le tusi faamaonia aupito i lata mai o le tuufaatasia faale-tulafono ua faamutaina e mafai ona" ma ia suia i upu "e totogiina le totogi faatulagaina faale-tausaga mo le toe faafouina, i le aso o le a toe totogiina ai ma totogiina loa, e mafai e le Resitara, i lena aso."

**13. Pepa aloaia ma isi ina ia tuuina atu e le Kamupani mai fafo-** Fuaiupu 201 o le Tulafono o Kamupani ua teuteuina i le -

(a) Aveeseina mai le faafuaiupu (4) upu uma ina ua tuanai upu "e pei ona taua i totonu o le tusi faamaonia."

(b) Faaopoopoina i ai le faafuaiupu fou e faapea:-

"(5) O le faamauina o le kamupani mai fafo i lalo o leni Vaega o le a tatau i le totogiina o le totogi fuapauina faatulagaina, ona toe faafouina mai lea tausaga i lea tausaga ma o aiaiga o le faafuaiupu (4), (5) ma le (6) o le fuaiupu 14 e tatau ona faaoga faatasi ma ni suiga ua uma ona faia i so o sea faafouga."

**14. Tuuina atu o pepa aloaia i se kamupani-** Fuaiupu 208 o le Tulafono o Kamupani ua teuteuina i le faaopoopoina i ai ina ua tuana'i upu "o le kamupani" ia upu "po o i le tuuina i, po o le auina atu i se meli i tuatusi i totonu o Samoa i Sisifo o le sui sooupu o le kamupani o lo o nofomau i totonu o le atunuu."

**15. Tulaga Faalilolilo-** Fuaiupu 227 o le Tulafono o Kamupani ua teuteuina i le faaopoopoina i ai ina ua tuana'i le parakalafa (g) o le faafuaiupu (4) ia le parakalafa fou e faapea:-

"(h) E le Resitara i le faaavanoaina atu mo suesuega ma le kopiina i lalo o aiaiga o le fuaiupu 28(1A), se kopi o mataupu faavae ma mataupu a le kamupani ma so o se suiga ua faia i ai."

**16. Tusi Faamaonia o Tulaga Tauleleia-** O le Tulafono o Kamupani ua toe teuteuina i le faaofiina i ai ina ua tuana'i le fuaiupu 228 le fuaiupu fou e faapea:-

"228C - Tusi Faamaonia o tulaga tauleleia-(1) E tatau i le Resitara, i luga o se talosaga a so o se tagata, ona



tuuina atu se tusi faamaonia o le tulaga tauleleia i lalo o lona lima ma faamaonia i le faamau faailoga e faapea o le kamupani ua tuufaatasia faale-tulafono po o faamauina i lalo o lenei Tulafono o se kamupani tulaga tauleleia pe a fai ua faamalieina le Resitara e faapea:-

(a) o le igoa o le kamupani o lo o i totonu o le tusi resitala;  
ma

(b) o le kamupani ua ia usitaia ana noatiaga i lalo o le Tulafono autu ma ua uma ona ia totogiina totogi fuapauina uma, totogi fuapauina o le toe faafouina ma faasalaga ua tatau ona totogiina ma ua totogiina e tusa ai ma ona noatiaga.

(2) O le tusi faamaonia o le tulaga tauleleia ua tuuina atu i lalo o le faafuaiupu (1) e tatau ona aofia ai se faamatalaga pe faamata -

(a) o le kamupani o le a tau faataapeina ma faamaapeina;  
po o

(b) so o se taulumaga e aveese ai le igoa o le kamupani mai le Tusi Resitara ua maea ona faatinoina.

(3) Se tusi faamaonia o le tulaga tauleleia ua tuuina atu e le Resitara i lalo o le faafuaiupu (1) e tatau ona avea ma moli-mau muamua o mataupu o lo o aofia ai i totonu.

**17. Teuteuga e ono aliai mai i le Tulafono o Kamupani- O le Tulafono o Kamupani ua toe teuteuina i le faiga ua taua i totonu o le Faamatalaga i lenei Tulafono.**

### VAEGA III

#### Teuteuga i le Tulafono o Teuga-Tupe

18. Toe Faafouina o le Laisene- Fuaiupu 11 o le Tulafono o Teuga-tupe ua teuteuina i le aveeseina mai le faafuaiupu (1) ina ua tuanai upu "e le sili atu nai lo" ia upu "6 masina" ma sua i upu "2 masina" ma i le aveeseina ina ua tuanai ia upu "laisene o teuga-tupe i atunuu i fafo ma" ia upu "3 masina" ma sua i upu "tasi le masina".

19. Gaoioiga Faasaina- Fuaiupu 13 o le Tulafono o Teuga-tupe ua teuteuina i le aveeseina mai le faafuaiupu (2)(b) ina ua tuanai ia upu "e le itiiti ifo na i lo" ia upu "100,000 tala" ma sua i upu "le aofai, o le a tatau ona faatulagaina mai i lea taimi i lea taimi i totonu o le laisene".

20. Faasilasilaga o suiga- Fuaiupu 17 o le Tulafono o Teuga-tupe ua teuteuina i le aveeseina mai le faafuaiupu (1) ina ua tuanai ia upu "Samoa i Sisifo e tatau i totonu" ia upu "3 masina" ma sua i upu "tasi le masina".

### VAEGA IV

#### Teuteuga i le Tulafono o Inisiua

21. Faasilasilaga o suiga- Fuaiupu 12 o le Tulafono o Inisiua ua teuteuina i le aveeseina ina ua tuanai ia upu "e tatau i totonu" ia upu "tasi le masina" ma sua i upu "21 aso".

22. Faaputuga tupe faale-tulafono ma pisinisi mo vaitaimi uumi- Faafuaiupu (1) o le fuaiupu 16 o le Tulafono o Inisiua ua teuteuina i le:-

(a) faaofiina i ai ina ua tuanai le parakalafa (d) le paraka-

lafa fou e faapea:-

"(da) O meatotino o faaputuga tupe faale-tulafono uma ua tausia e se fai inisiua faamauina e mafai ona faafaigaluegaina (i le noatia ma le fai fuafua i so o se aiaiga o lo o i totonu o le pepa faale-tulafono o lo o aofia ai so o se tagata inisiua faamauina o lo faaeina i ai ni tapulaa i le faiga e tagofia ai le faafaigaluegaina o meatotino a le tagata inisiua faamauina) i se faiga ua manatu le tagata fai inisiua faamauina ua tatau ma talafeagai ai."

(b) aveeseina mai le parakalafa (e) ia upu "o le faafuaiupu (10)" ma suia i upu "parakalafa (da)".

23. Tapulaa o le faamaapeina mo tagata toe inisiua ma inisiua umia- O le fuaiupu 19 o le Tulafono o Inisiua ua teuteuina i le aveeseina ina ua tuanai ia upu "o pisinisi umia tau inisiua e tatau" ia upu "pe a fai e manaomia e le Resitara i luga o se tusi" ma i le faaofiina i ai ina ua tuanai le upu "faataitaiga" i le parakalafa (b) ia upu "pe a fai e manaomia e le Resitara i luga o se tusitusiga".

24. Tupe mama ma tufatufaga- O le parakalafa (b) o le fuaiupu 34 o le Tulafono o Inisiua ua teuteuina i le:-

(a) faaofiina i ai ina ua tuanai ia upu "tufatufaga po o tupe maua" ia upu "faasino i sea po o meatotino a se tagata fai inisiua faamauina";

(b) i le aveeseina o upu uma ina ua tuanai ia upu "e se tagata fai inisiua faamauina".

25. Taulumaga pe a fai e leai ni aiaiga ua faatulagaina-Fuaiupu 42 o le Tulafono o Inisiua ua teuteuina i le aveeseina ina ua tuanai ia upu "mo le faia o lea mea tutusa" ia upu "e mafai ona faia se talosaga i le Resitara mo" ma suia i upu "e mafai e le Resitara, e tali atu ai i se talosaga ia te ia, po o i luga o ana lava gaoioiga ona tuuina atu".

26. O le Gagana Faa-Peretania e avea ma mataupu moni-O le Tulafono tau Inisiua ua toe teuteuina i le faaofiina i ai ina ua tuanai le fuaiupu 42 le fuaiupu fou e faapea:-

"42A - O le Gagana Faa-Peretania e avea ma mataupu moni-

(1) O pepa aloaia uma ua failaina i le Resitara, ma isi faamaumauga uma ma faamatalaga tau tupe ma-naomia ina ia tausia i lalo o lenei Tulafono e tatau ona faia i le Gagana Faa-Peretania.

(2) A fai o se pepa aloaia e le o faia i le Gagana Faa-Peretania, e tatau ona tuuina mai faatasi ma se faaliliuga moni ma le sao i le gagana Faa-Peretania, ma i se tulaga o so o se feeseeseaiga i le faauigaina o se isi gagana e ese mai ai i le gagana faa-peretania, o le aloaia loa le gagana faa-peretania."

27. Amata faamamaluina o Teuteuga o Tulafono Faatonu-tonu o Kamupani Faava-o-Malo (Totogi fuapauina) 1993 - O le Teuteuga o Tulafono Faatonu-tonu o Kamupani Faava-o-Malo (Totogi fuapauina) 1993 e pei ona faatagaina i lalo o le fuaiupu 221 o le Tulafono o Kamupani Faava-o-Malo 1987 o le a tatau ina ua tuuina atu i ai le ioega a le Ao o le Malo ona faapea na amata faamamaluina i le aso 1 o Fepuari 1993.