



SAMOA

INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1968

Arrangement of Provisions

PART 1 PRELIMINARY

1. Short title
2. Interpretation
3. Registrar of Industrial and Provident Societies
4. Deputy Registrar of Industrial and Provident Societies
5. Registers to be kept
16. Form and deposit of returns and documents
17. Privileges of societies
18. Nominations and payments or transfers on death
19. Transfer of assets on disability of trustee
20. How contracts may be made
21. Property and funds of societies
22. Protection of bona fide lenders
23. Officers in receipt or charge of money

PART 2 REGISTRATION OF SOCIETIES AND MATTER INCIDENTAL THERETO

6. Purposes of societies which may be registered
7. Limitation on registration of societies
8. Name of society
9. Registration of societies and rules
10. Appeals against refusal to register a society or any rules
11. Cancelling and suspension of registration
12. Rules
13. Registration of amendments to rules and appeals against refusal of register
14. Duties and obligations of societies
15. Offences

PART 3 REGISTRATION OF CHARGES WITH REGISTRAR

24 – 35 repealed

PART 4 DEBENTURES

36. Rights of inspection of register of debenture holders and to copies of register and trust deed
37. Liability of trustees for debenture holders
38. Perpetual debentures

- 2** ***Industrial and Provident Societies Act 1968***
- | | |
|--|---|
| 39. Prohibiting reissue of redeemed debentures | 46. Conversion of company into society |
| 40. Specific performance of contracts to subscribe for debentures | 47. Application of Companies Act to winding up and dissolution of societies |
| 41. Payment of certain debts out of assets subject to floating charge in priority to claims under the charge | 48. Further offences and penalties |

**PART 5
MISCELLANEOUS**

- | | |
|---|-------------------------------------|
| 42. Disputes | 51. Appointment of auditors |
| 43. Inspection of affairs | 52. Regulations as to fees |
| 44. Special resolutions | 53. Other regulations |
| 45. Change of name, amalgamation, transfer of engagements or conversion of society into company | 54. Evidence of documents Schedules |

**INDUSTRIAL AND PROVIDENT
SOCIETIES ACT 1968**

1968

No.6

AN ACT to provide for the registration, status, control and administration of Industrial and Provident Societies.

[Assent and commencement date: 29 July 1968]

**PART 1
PRELIMINARY**

1. Short title – This Act may be cited as the Industrial and Provident Societies Act 1968.

2. Interpretation – In this Act, unless the context otherwise requires:

- “Act” includes Ordinance;
- “amendment of rule” includes a new rule and a resolution rescinding a rule;
- “bill of exchange” means an unconditional order in writing, addressed by one person to another, signed by the person giving it, requiring the person to whom it is addressed to pay on demand, or at a fixed or determinable future time,

a sum certain in money to or to the order of a specified person or to bearer:

PROVIDED THAT an instrument that does not comply with these conditions, or that orders any act to be done in addition to the payment of money, is not a bill of exchange:

PROVIDED also an order to pay out of a particular fund is not unconditional within the meaning of this definition but an unqualified order to pay, coupled with:

- (a) an indication of a particular fund out of which the drawee is to reimburse himself or herself or a particular account to be debited with the amount; or
- (b) a statement of the transaction giving rise to the bill, is unconditional;

“committee” means the committee of management or other directing body of a society;

“land” includes hereditaments and chattels real;

“meeting” includes (when the rules of a society so allow) a meeting of delegates appointed by members;

“Minister” means the Minister for Justice and Courts Administration;

“Ministry” means the Ministry of Justice and Courts Administration;

“officer” includes any trustee, treasurer, secretary and member of the committee, of a society, and any manager and employee of a society, other than an employee appointed by the committee of a society;

“persons claiming through a member” include the executors, administrators and assigns of a member and also his or her nominees where nomination is allowed;

“prescribed” means prescribed by this Act or the regulations;

“promissory note” means an unconditional promise in writing made by one person to another, signed by the maker engaging to pay on demand, or at a fixed or determinable future time, a sum certain in money to or to the order of a specified person or to bearer:

PROVIDED THAT an instrument in the form of a note payable to maker’s order is not a note within the meaning of this definition unless and until it is endorsed by the maker:

Industrial & Provident Societies Act 1968

PROVIDED also a note is not invalid by reason only that it contains also a pledge of collateral security, with authority to sell or dispose thereof;

“property” means all real and personal estate (including books and papers);

“registered society” means a society registered under this Act;

“Registrar” means the Registrar of Industrial and Provident Societies appointed pursuant to section 3, and includes any person lawfully from time to time acting as the Registrar;

“regulations” mean regulations made under this Act;

“rules” mean rules for the time being of a society.

3. Registrar of Industrial and Provident Societies – (1)

For the purposes of this Act, there shall be appointed by the Public Service Commission as an officer of the Ministry a Registrar of Industrial and Provident Societies.

(2) The office of Registrar may be held in conjunction with any other office in the Ministry.

(3) This Act shall be administered by the Registrar and the Ministry under the control of the Minister.

4. Deputy Registrar of Industrial and Provident Societies – (1) There may be appointed by the Public Service Commission as an officer of the Ministry a Deputy Registrar of Industrial and Provident Societies, who shall, under the control of the Registrar, perform such official duties as he or she is called upon to perform by the Registrar.

(2) On the occurrence from any cause of a vacancy in the office of the Registrar (whether by reason of death, resignation or otherwise), and in case of the absence from duty of the Registrar (from whatever cause arising), and so long as any such vacancy or absence continues, the Deputy Registrar shall have and may exercise all the powers, duties and functions of the Registrar.

(3) The fact that the Deputy Registrar exercises any power, duty or function as aforesaid is conclusive evidence of his or her authority to do so, and no person shall be concerned to inquire whether the occasion has arisen requiring or authorising him or her to do so.

5. Registers to be kept – The Registrar shall cause to be kept any registers as are prescribed and subject thereto as the Registrar considers necessary, in which shall be recorded all matters required by this Act or by the regulations to be recorded by the Registrar.

PART 2
REGISTRATION OF SOCIETIES
AND MATTERS INCIDENTAL THERETO

6. Purposes of societies which may be registered – Subject to section 7, a society which may be registered under this Act (herein called “an industrial and provident society”) is a society for carrying on any industry, business or trade, whether wholesale or retail, specified in or authorised by its rules, including dealings of any description with land, but excepting the business of banking.

7. Limitation on registration of societies – **(1)** In this section, “co-operative society” does not include a society which carries on, or intends to carry on, business with the object of making profits mainly for the payment of interest, dividends or bonuses on money invested or deposited with, or lent to, the society or any other person.

(2) Despite anything to the contrary in section 6, a society may not and shall not be registered under this Act unless it is shown to the satisfaction of the Registrar:

- (a) that the society has at least 7 members; and
- (b) that no member other than a registered society has or claims any interest in the shares of the society exceeding a nominal value of \$600; and either
- (c) that the society is a bona fide co-operative society; or
- (d) that there are special reasons why the society should be registered under this Act, rather than as a company under the Companies Act 2001, in the fact that the business of the society is being, or is intended to be conducted—
 - (i) mainly for the purpose of improving the conditions of living, or otherwise promoting the social well-being of members of the working classes; or
 - (ii) otherwise for the benefit of the community.

8. Name of society – (1) No society shall be registered under a name;

- (a) which is identical with that of—
 - (i) any other society registered under this Act; or
 - (ii) a company carrying on business in Samoa (whether registered in Samoa or not), or
 - (iii) any other body corporate established or registered in Samoa under any Act; or
- (b) which so nearly resembles that name as to be calculated to deceive,—

except where that other society or company or body corporate, as the case may be, signifies its consent in such manner as the Registrar requires, and the Registrar is satisfied that registration of the society by the proposed name will not be contrary to the public interest.

(2) The words “Society Limited” shall be the last words in the name of every society registered under this Act.

(3) Where it is shown to the satisfaction of the Registrar that a society is a *bona fide* co-operative society, the name by which the society may be registered under this Act may include the word “Co-operative”, but that word shall be deleted from the name of the society if:

- (a) the society has its registration cancelled; or
- (b) the Registrar notifies the society that, in his or her opinion, it has ceased to be a *bona fide* co-operative society.

9. Registration of societies and rules – (1) A society desiring to have itself and its rules registered under this Act shall send to the Registrar an application to register the society; signed by 7 members and the secretary, and 3 written or printed copies of the rules.

(2) The Registrar, on being satisfied that a society has complied with the provisions as to registration of itself and its rules under this Act, shall issue to that society an acknowledgement of registration in the form numbered (1) in Schedule 3.

(3) If the refusal or registration is overruled on appeal, the Registrar shall thereupon register the society or rules, as the case may be, and give acknowledgement of registration to the society.

10. Appeals against refusal to register a society or any rules

– (1) If the Registrar refuses to register a society, or any rules, the society may appeal the refusal to the Supreme Court by filing a notice of appeal in that Court stating shortly the grounds of appeal and serving a copy thereof on the Registrar, within 14 days after receiving notice of the Registrar's refusal, or within such further period as that Court may allow, on application made before or after the expiration of that period of 14 days.

(2) Rules as to the form of appeals and the trying thereof and otherwise relating thereto may be made in the manner set out in section 40 of the Judicature Ordinance 1961.

(3) An acknowledgement of registration is conclusive evidence that the society therein mentioned is duly registered, unless it is proved that the registration of the society has been suspended or cancelled.

11. Cancelling and suspension of registration – (1) The Registrar may cancel the registration of a society by writing signed by the Registrar:

- (a) if Registrar thinks fit, at the request of a society, to be evidenced in such manner as the Registrar directs; or
- (b) with the approval of the Head of State, acting on the advice of the Minister, on proof to the Registrar's satisfaction that an acknowledgement of registration has been obtained by fraud or mistake, or that a society exists for an illegal purpose, or has wilfully, and after notice from the Registrar, violated any of the provisions of this Act; or
- (c) if the Registrar has reasonable cause to believe that the society has ceased to exist.

(2) The Registrar, may in any case in which the Registrar might, with the approval of the Head of State, acting on the advice of the Minister, cancel the registration of a society, suspend the registration by writing signed by the Registrar for any term not exceeding 3 months, and may, with the approval of the Head of State, acting on the advice of the Minister, renew such suspension for the like period.

(3) Not less than 2 months' previous notice in writing, specifying briefly the ground of any proposed cancellation or

suspension of registration, shall be given by the Registrar to a society before the registration of the same can be cancelled (except at its request) or suspended; and notice of every cancellation or suspension shall be published in some newspaper circulating in Samoa, as soon as practicable after the same takes place.

(4) A society may appeal the cancellation of its registration or (when the same has been suspended for 2 consecutive periods not exceeding 6 months in the whole) against any renewal of suspension, in manner herein provided for appeal from the Registrar's refusal to register.

(5) A society whose registration has been suspended or cancelled shall, from the time of the suspension or cancellation (but, if suspended, only while such suspension lasts, and subject also to the right of appeal hereby given) absolutely cease to enjoy as such the privileges of a registered society, but without prejudice to any liability actually incurred by that society, which may be enforced against that society as if such suspension or cancellation had not taken place.

12. Rules – (1) The rules of a society sent for registration shall contain provisions in respect of all the several matters mentioned in Schedule 1, and shall not be valid until the same have been registered under this Act.

(2) The rules of a society shall bind the society and all members thereof, and all persons claiming through them respectively, to the same extent as if each member has subscribed his or her name or set its seal thereto, and there were contained in such rules a covenant on the part of each member, his or her executors or administrators, to conform thereto, subject to this Act.

13. Registration of amendments to rules and appeals against refusal of register – (1) Three written or printed copies of any amendment of a rule made by a registered society, signed by 3 members and the secretary, shall be sent to the Registrar, and no such amendment is valid until it has been registered under this Act.

(2) The Registrar shall, on being satisfied that any amendment of a rule is not contrary to this Act, issue to the society an acknowledgement of registration of the same in the form numbered (2) in Schedule 3, which shall be conclusive evidence that the same is duly registered.

(3) Section 10 as to an appeal from a refusal of registration of a society or its rules applies to a refusal to register an amendment of a rule.

14. Duties and obligations of societies – A society shall:

- (a) have a registered office, to which all communications and notices may be addressed, and shall send to the Registrar notice of the situation of such office, and of every change therein; and
- (b) paint or affix, and keep painted or affixed, its name on the outside of an office or place in which the business of the society is carried on, in a conspicuous position in letters easily legible, and have its name engraved in legible characters on its seal, and have its name mentioned in legible characters in all notices, advertisements, and other official publications of the society, and in all bills of exchange, promissory notes, endorsements, cheques, and orders for money or goods purporting to be signed by or on behalf of the society, and in all invoices, receipts, and letters of credit of the society; and
- (c) deliver a copy of its rules to any person, on demand, on payment of a sum not exceeding 50 sene; and
- (d) once at least in every year submit a general statement (to be called the annual return) comprising at least an income and expenditure account of the society, which shall show separately the expenditure in respect of the several objects of the society, and a balance sheet of the society, both of which shall be made out to the date of the annual balance, for audit, either to an auditor or auditors appointed under section 51 or to 2 or more persons appointed as the rules of the society provide, who shall have access to all the books and accounts of the society, and shall examine the annual return, and verify the same with the accounts and vouchers relating thereto, and shall either sign the same as found by them to be correct, duly vouched and in accordance with law, or specially report to the

Industrial & Provident Societies Act 1968

society in what respects they find it incorrect, unvouched, or not in accordance with law; and

- (e) within 3 months after the date of the annual balance of the society's accounts send to the Registrar the annual return as audited, and state whether the audit has been conducted by an auditor or auditors appointed under section 51, and by whom, and, if any person other than an auditor so appointed, state the name address, and calling or profession of each such person, and the manner in which and the authority under which he or she is appointed and together therewith send a copy of the auditor's report; and
- (f) allow any member or person having an interest in the funds or effects of the society to inspect the books and names of the members at all reasonable hours at the registered office of the society, or at any place where the same are kept, subject to such regulations as to the time and manner of such inspection as may be made from time to time by the general meetings of the society, except that no such member or person, unless he or she is an officer of the society, or is specially authorised by a resolution thereof, shall have the right to inspect a loan or deposit account of any other member without the written consent of that other member; and
- (g) supply gratuitously to every member or person interested in the funds or effects of the society, on his or her application, a copy of the last annual return of the society for the time being; and
- (h) keep a copy of the last balance sheet for the time being, together with the report of the auditors, always hung up in a conspicuous place at the registered office of the society.

15. Offences – (1) A person who, with intent to mislead or defraud, gives:

- (a) to any other person a copy of any rules, or other documents, other than rules for the time being registered under this Act, on the pretence that the

same are existing rules of a registered society, or that there are no other rules of that society; or

- (b) to any person a copy of any rules on the pretence that those rules are the rules of a registered society when that society is not registered, –

commits an offence, and is liable to a fine not exceeding 1 penalty unit, or to imprisonment for any term not exceeding one year.

(2) It is an offence if any registered society:

- (a) fails to give any notice, send any return or document, or do or allow to be done any act or thing which the society is by this Act required to give, send, do, or allow to be done; or
- (b) wilfully neglects or refuses to do any act or to provide any information required for the purposes of this Act by the Registrar or other person authorised under this Act, or does any act or thing forbidden by this Act; or
- (c) makes a return, or wilfully provides information, in any respect false or insufficient.

(3) An offence by a society against this Act is taken to have been also committed by any officer of the society bound by the rules thereof to fulfil the duty whereof of such offence is a breach, or if there is no such officer, then by every member of the committee of the society, unless such member is proved to have been ignorant of or to have attempted to prevent the commission of such offence; and every act or default under this Act constituting an offence, if continued, shall constitute a new offence in every week during which the same continues.

16. Form and deposit of returns and documents – (1) A return and other document required for the purposes of this Act shall be made in such form and shall contain such particulars as are prescribed and subject thereto as the Registrar requires.

(2) All returns and documents required by section 14 to be sent to the Registrar shall be deposited by the Registrar with the rules of the society to which the same respectively relate, and shall be registered, or recorded by the Registrar, with such observations thereon (if any) as the Registrar directs.

17. Privileges of societies – Registered societies are entitled to the following privileges:

Industrial & Provident Societies Act 1968

- (a) the registration of a society shall render it a body corporate by the name described in the acknowledgement of registration, by which it may sue and be sued, with perpetual succession and a common seal, and with limited liability, and shall vest in the society all property for the time being vested in any person in trust for the society; and all legal proceedings pending by or against the trustees of any such society may be prosecuted by or against the society in its registered name without abatement;
- (b) stamp duty shall not be chargeable upon any of the following documents—
 - (i) power, warrant or letter of attorney granted by any person as trustee for the transfer of any money of the society invested in his or her name in any debentures, bonds, or Treasury bills issued under any Act;
 - (ii) order for money contributed to the funds of the society by virtue of its rules or of this Act;
 - (iii) bond given to or on account of the society, or by the treasurer or other officer thereof;
 - (iv) draft or order, or appointment or revocation of appointment of agent, or other document required or authorised by this Act or by the rules of the society;
- (c) all money payable by a member to the society shall be a debt due from that member to the society, and recoverable as such in the District Court, either in or nearest to the locality in which the registered office of the society is situated or in which that member resides, at the option of the society;
- (d) a person under the age of 21 but aged 16 or more, may be a member of a society, unless provision is made in the rules of the society to the contrary, and may, subject to the rules of the society, enjoy all the rights of a member (except as herein provided), and execute all instruments and give all acquittances necessary to be executed or given under the rules but shall not be a member of the

- committee of management, or a trustee, manager or treasurer of the society;
- (e) any other body corporate may, if its regulations permit, hold shares by its corporate name in a society;
 - (f) any register or list of members or shares kept by any society shall be prima facie evidence of any of the following particulars entered therein—
 - (i) the names, addresses, and occupations of the members, the number of shares held by them respectively, the numbers of such shares if they are distinguished by numbers, and the amount paid up or agreed to be considered as paid up on any such share; and
 - (ii) the date at which the name of any person, company, or society was entered in such register or list as a member; and
 - (iii) the date at which any such person, company, or society ceased to be a member.

18. Nominations and payments or transfers on death – (1)

A member of a society, not being under the age of 16 years, may:

- (a) by writing signed by the member delivered at or sent to the registered office of the society, nominate any person, not being an officer or employee of the society (unless such officer or employee is the husband, wife, father, mother, child, brother, sister, nephew, or niece of the nominator), to whom his or her shares in the society (provided that the paid up value thereof does not exceed \$600) shall be transferred at his or her death; and
- (b) revoke or vary such nomination by a writing signed by the member similarly delivered or sent pursuant to paragraph (a), but not otherwise.

(2) A society shall keep a book wherein the names of all persons so nominated shall be regularly entered.

(3) The shares comprised in any such nomination shall be transferable to the nominee although the rules of their society declare its shares to be generally not transferable.

(4) On receiving satisfactory proof of the death of a nominator, the committee of the society shall at its option either transfer the

shares in manner directed on such nomination, or pay to every person entitled thereunder the full paid up value of his or her interest, unless the shares if transferred to any such nominee would raise his or her nominal interest in the shares of the society to an amount exceeding \$600, in which case the committee shall pay to him or her the full paid up value of such shares not exceeding \$600.

(5) If any member of a society entitled to shares in the society of a paid up value not exceeding \$600 dies without having made any nomination under this Act which remains unrevoked at his or her death, such interest shall be transferable, without probate or letters of administration, to or among the persons who appear to a majority of the committee, upon such evidence as they may deem satisfactory, to be entitled by law to receive the same.

(6) Whenever the committee, after the death of any member, makes any payment or transfer to any person who at the time appears to them to be entitled under this section, the payment or transfer shall be valid and effectual against any demand made upon the committee or the society by any other person.

19. Transfer of assets on disability of trustee – (1) When any person in whose name any funds, debentures, securities or money belonging to a society are standing vested, as a trustee therefor, either jointly with another or others, or solely:

- (a) is absent from Samoa; or
- (b) becomes bankrupt; or
- (c) executes any deed for liquidation of his or her affairs by assignment or arrangement, or for composition with his or her creditors; or
- (d) whose estate is liquidated under any Act for the relief of debtors; or
- (e) becomes a mentally defective person; or
- (f) is convicted of a crime for which the maximum penalty provided by law exceeds 1 year's imprisonment; or
- (g) is dead; or
- (h) has been removed from his or her office of trustee; or
- (i) if it is unknown whether such person is living or dead, –

the Registrar, on application in writing from the secretary and 3 members of the society, and on proof satisfactory to the

Registrar, may direct the transfer of such funds, debentures, securities or money to the society or into the names of any other persons appointed by the society as trustees; and such transfer shall be made by the surviving or continuing trustees.

(1A) For the purpose of subsection (1), if there are no such trustees, or if such trustees refuse or are unable to make such transfer, the Registrar may direct that where such funds, debentures, securities or money:

- (a) are standing in the books of the Minister of Finance, or are under his or her control, such transfer be made by the Minister of Finance, or some officer of the Government to be named in the order;
- (b) are standing in the books of or are in the control of any bank or banking corporation, or other corporation or body, such transfer be made by some officer of such bank or banking corporation or other corporation or body to be named in the order;
- (c) are standing in the books or are in the hands or control of any other person or persons, such transfer be made by such other person or persons.

(2) The Minister of Finance and every such bank and banking corporation, and all corporations, companies, and persons, and their officers and employees respectively, are indemnified against any claim or demand of any person injuriously affected by anything done by them, or any of their officers, in pursuance of any direction of the Registrar under subsection (1) or (1A).

20. How contracts may be made – (1) Contracts on behalf of the society may be made, varied, or discharged as follows:

- (a) a contract which if made between the private persons would be by law required to be in writing, and if made according to English law to be under seal, may be made on behalf of the society in writing under the common seal of the society, and may in the same manner be varied or discharged;
- (b) a contract which if made between private persons would be by law required to be in writing, and signed by the persons to be charged therewith, may be made on behalf of the society in writing either under the common seal or signed by any

person acting under the express or implied authority of the society, and may in the same manner be varied or discharged;

- (c) a contract under seal which if made between private persons might be varied or discharged by a writing not under seal signed by any person interested therein may be similarly varied or discharged on behalf of the society by writing not under seal signed by any person acting under the express or implied authority of the society;
- (d) a contract which if made between private persons would be by law valid though made by parol only, not reduced into writing, may be made by parol on behalf of the society by any person acting under the express or implied authority of the society, and may in the same manner be varied or discharged.

(2) A signature purporting to be made by a person holding any office in the society attached to a writing whereby any contract purports to be made, varied or discharged by or on behalf of the society, shall prima facie be taken to be the signature of a person holding at the time when the signature was made the office so stated.

(3) A promissory note or bill of exchange is taken to have been made, accepted or endorsed on behalf of a society if made, accepted or endorsed in the name of the society, or by or on behalf or on account of the society by any person acting under the authority of the society.

(4) All contracts which may be or have been made, varied or discharged according to this section shall so far as concerns the form thereof, be effectual in law and binding on the society and all other parties thereto, their executors or administrators, as the case may be.

21. Property and funds of societies – (1) A society may (if its rules do not direct otherwise) invest the funds of the society or any part thereof, to any amount, in any of the following ways:

- (a) in the purchase or lease, in its own name, or any land or buildings, and may hold, sell, exchange, mortgage, lease or build upon the same (with power to alter and pull down buildings and

rebuild); and no purchaser, assignee, mortgagee or tenant shall be bound to inquire as to the authority for any sale, exchange, mortgage or lease by the society, and the receipt of the society shall be a discharge for all money arising from or in connection with such sale, exchange, mortgage or lease;

- (b) in the Post Office Savings Bank, or in the Bank of Samoa Savings Bank, or in such other bank or banks as the Head of State, acting on the advice of Cabinet, may direct;
- (c) in any debentures, bonds or Treasury bills issued by or on behalf of the Government under the authority of any Act;
- (d) upon any other security expressly directed by the rules of the society.

(2) The rules may provide for the advancing of money by the society to members on the security of real or personal property or without security.

(3) The society may, if its rules so allow, invest any part of its capital in the shares or on the security of any other society registered under this Act or of any company registered under the Companies Act 2001 or incorporated by any Act.

PROVIDED THAT:

- (a) no such investments shall be made in the shares of any society or company other than one with limited liability; and
- (b) a society so investing may make such investment in its registered name, and is taken to be a person within the meaning of the Companies Act aforesaid.

(4) In the rules or any schedule thereto may be set forth the forms of conveyance, surrender, mortgage, transfer, agreement, bond or other instrument necessary for carrying the purposes of the society into effect.

(5) The profits of the society may be applied to any lawful purpose.

(6) A receipt under the hands of 3 members of the committee, countersigned by the secretary, in the form numbered (2) in Schedule 2, or in any form specified by the rules of the society or any schedule thereto, for all money secured to the society by any

mortgage or other assurance shall vacate the same, and vest the property therein comprised in the persons entitled to the equity of redemption of the same without re-conveyance or re-surrender.

(7) A society shall forward to the Registrar of Land appointed pursuant to the Land Registration Act 1993:

- (a) a return setting forth the names of every member of the committee and of the secretary; and also
- (b) notice in writing of the death, resignation or removal of existing, and the appointment of new, members and secretary respectively; and also
- (c) a copy of the rules and of every amendment thereof.

(7A) A return and notice under subsection (7) shall be accompanied by a statutory declaration made by the secretary or a member of the committee stating that the declarant is the secretary or a member of the committee and verifying the statement contained in such return or notice.

(7B) When :

- (a) any instrument is presented for registration affecting the land included in any mortgage or encumbrance registered under the Land Registration Act 1993; and
- (b) purports to be signed by 4 persons, 3 of whom appear to the Registrar of Land to be members of the committee and the other the secretary of the society at the time of the execution of such instrument, –

The Registrar of Land shall register the same, and no person claiming under any such instrument shall be affected by notice, direct or constructive, that the persons signing the same were not such members or secretary respectively, nor that such instrument was executed in contravention of the rules of the society or the terms of the mortgage or encumbrance.

(8) If any person:

- (a) obtains possession by false representation or imposition of any property of a society, or,
- (b) having the same in his or her possession withholds or misapplies the property, or
- (c) wilfully applies any part of the property to purposes other than those expressed or directed in the rules of the society and authorised by this Act, –

the person, on the complaint of the society, or of any member

authorised by the society or committee, or of the Registrar, is liable to a fine not exceeding 1 penalty unit, and to be ordered to deliver up all such property or to repay all money applied improperly, and in default of such delivery or repayment, or of the payment of any fine and costs, to be imprisoned for any term not exceeding 6 months; but nothing herein shall prevent any such person from being proceeded against by way of information under any other Act if not previously convicted of the same offence under the provisions of this Act.

22. Protection of bona fide lenders – A member or other person who in good faith lends money to or deposits money with a registered society shall not be bound to see to the application thereof or that the society has not exceeded its borrowing limit.

23. Officers in receipt or charge of money – (1) An officer, if the rules of the society require, shall, before taking upon himself the execution of his or her office, become bound with one sufficient surety at the least in a bond in the form numbered (1) in Schedule 2, or give the security of a guarantee society, in such sum as the society directs, conditioned for his or her rendering a just and true account of all money received and paid by him on account of the society at such times as its rules appoint, or as the society or committee requires him or her to do so, and for the payment by him or her of all sums due from him or her to the society.

(2) An officer, his or her executors or administrators, shall:

- (a) at such times as by the rules of the society he or she should, render account, or, on demand made or notice in writing given or left at his or her last or usual place of residence, give in his or her account, as may be required by the society or committee, to be examined and allowed or disallowed by the society or committee; and
- (b) on the like demand or notice, pay over all money and deliver all property for the time being in his or her hands or custody to such person as the society or the committee appoints, –

and in case of any neglect or refusal to deliver such account, or to pay over such money or to deliver such property in manner aforesaid, the society may sue upon the bond or security aforesaid, or may apply to the District Court in or near to the locality in which

the registered office of the society is situated, and the order of the Court is final.

PART 3
REGISTRATION OF CHARGES
WITH REGISTRAR

(Sections 24 to 35 – (repealed by the Personal Property Securities Act 2013, No.5).

PART 4
DEBENTURES

36. Rights of inspection of register of debenture holders and to copies of register and trust deed – (1) A register of holders of debentures of a registered society shall, except when duly closed (but subject to such reasonable restriction as the society may in general meeting impose, so that not less than 2 hours in each day shall be allowed for inspection), be open to the inspection of the registered holder of any such debenture or any member of the society without fee, and of any other person on payment of a fee of 20 sene or such less sum as may be charged by the society.

(2) The registered holder of a debenture or member as aforesaid or any other person may require a copy of the register of the holders of debentures of the society or any part thereof on payment of a fee of 20 sene for every 100 words required to be copied.

(3) A copy of any trust deed for securing any issue of debentures shall be forwarded to every holder of any such debenture at his request on payment in the case of a printed trust deed of a fee of 50 sene or such less sum as may be charged by the society, or, where a printed copy of the trust deed is not available, on payment of a fee of 20 sene for every 100 words required to be copied.

(4) If inspection is refused or a copy is refused or not forwarded, the society and an officer of the society who knowingly and wilfully authorises or permits the default, are liable to a fine not exceeding 1 penalty unit and a further fine not exceeding 1 penalty unit for every day during which the default continues.

(5) Where a society is in default as aforesaid, a District Court may by order compel an immediate inspection of the register, or

direct that the copies required shall be sent to the person requiring them.

(6) For the purposes of this section, a register is taken to be duly closed if closed in accordance with provisions contained in the rules of the society or in the debentures or, in the case of debenture stock, in the stock certificates, or in the trust deed or other document securing the debentures or debenture stock, during such period or periods, not exceeding in the whole 30 days in any year, as may be therein specified.

37. Liability of trustees for debenture holders – (1) Subject to subsections (2) to (4), any provision contained in a trust deed for securing an issue of debentures, or in any contract with the holders of debentures secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof from or indemnifying him or her against liability for breach of trust where he fails to show the degree of care and diligence required of him or her as trustee, having regard to the provisions of the trust deed conferring on him or her any powers, authorities or discretion.

(2) Subsection (1) does not invalidate:

- (a) any release otherwise validly given in respect of anything done or omitted to be done by a trustee before the giving of the release; or
- (b) any provision enabling such a release to be given—
 - (i) on the agreement thereto of a majority of not less than three-fourths in value of the debenture holders voting in person or, where proxies are permitted, by proxy at a meeting summoned for the purpose; and
 - (ii) either with respect to specific acts or omissions or on the trustee dying or ceasing to act.

(3) Subsection (1) does not operate:

- (a) to invalidate any provision in force at the commencement of this Act so long as any person then entitled to the benefit of that provision, or afterward given the benefit thereof under subsection (4), remains a trustee of the deed in question; or
- (b) to deprive any person of any exemption or right to be indemnified in respect of anything done or

omitted to be done by him or her while any such provision was in force.

(4) While any trustee of a trust deed remains entitled to the benefit of a provision saved by subsection (3), the benefit of that provision may be given either:

- (a) to all trustees of the deed, present and future; or
- (b) to any named trustees or proposed trustees thereof by a resolution passed by a majority of not less than three-fourths in value of the debenture holders voting in person or, where proxies are permitted, by proxy at a meeting summoned for the purpose in accordance with the provisions of the deed or, if the deed makes no provision for summoning meetings, a meeting summoned for the purpose in any manner approved by a District Court.

38. Perpetual debentures – A condition contained in any debentures or in any deed for securing any debentures, whether issued or executed before or after the commencement of this Act, shall not be invalid by reason only that the debentures are thereby made irredeemable, or redeemable only on the happening of a contingency, however remote, or on the expiration of a period, however long, any rule of equity to the contrary notwithstanding.

39. Prohibiting reissue of redeemed debentures – (1) A registered society has no power to reissue any debenture that it has redeemed.

(2) Where a registered society has, either before or after the commencement of this Act, deposited any of its debentures to secure advances from time to time on current account or otherwise, the debentures shall not be deemed to have been redeemed by reason only of the account of the society having ceased to be in debit whilst the debenture remained so deposited.

40. Specific performance of contracts to subscribe for debentures – A contract with a registered society to take up and pay for any debentures of the society may be enforced by an order for specific performance.

41. Payment of certain debts out of assets subject to floating charge in priority to claims under the charge – (1) Where either

a receiver is appointed on behalf of the holders of any debentures of a registered society secured by a floating charge, or possession is taken by or on behalf of those debenture holders of any property comprised in or subject to the charge, then, if the society is not at the time in course of being wound up, the debts which in every winding up are, under the provisions of the Companies Act 2001 relating to preferential payments, to be paid in priority to all other debts shall be paid out of any assets coming to the hands of the receiver or other person taking possession as aforesaid in priority to any claim for principal or interest in respect of the debentures.

(2) In the application of those provisions, they shall be construed as if any provision for payment of accrued holiday pay becoming payable on the termination of employment before or by the effect of the winding up order or resolution were a provision for payment of that holiday pay becoming payable on the termination of employment before or by the effect of the appointment of the receiver or possession being taken as aforesaid.

(3) The period of time mentioned in the Companies Act 2001 shall be reckoned from the date of the appointment of the receiver or of possession being taken as aforesaid, as the case may be.

(4) Any payment made under this section must be recouped as far as may out of the assets of the society available for payment of general creditors.

PART 5 MISCELLANEOUS

42. Disputes – A dispute between a member, or person claiming through a member or under the rules of a registered society, and the society or an officer thereof, shall be decided in manner directed by the rules of the society, if they contain any such directions, and the decision so made shall be binding and conclusive on all parties without appeal, and shall not be removable into any Court, or restrainable by injunction; and application for the enforcement thereof may be made to a District Court.

PROVIDED as follows:

- (a) the parties to a dispute in a society may, by consent (unless the rules of the society expressly forbid), refer such dispute to the Registrar, who shall, with the consent of the Minister, hear and determine such dispute, and shall have power to order the

expenses of determining the same to be paid either out of the funds of the society or by such parties to the dispute as he or she thinks fit, and such determination and order shall have the same effect and be enforceable in like manner as a decision made in the manner directed by the rules of the society;

- (b) the Registrar, on the reference to him of any dispute, may administer oaths, and may require the attendance of all parties concerned, and of witnesses, and the production of all books and documents relating to the matter in question; and any person refusing to attend, or to produce any documents, or to give evidence before the Registrar, commits an offence;
- (c) where the rules of a society direct that dispute shall be referred to a Court of law, the dispute shall be determined by a District Court;
- (d) when the rules contain no direction as to disputes, or when no decision is made on a dispute within 40 days after application to the society for reference under its rules, the member or person aggrieved may apply to a District Court, which may hear and determine the matter in dispute;
- (e) a District Court or the Registrar may at the request of either party state a case for the opinion of the Supreme Court on any question of law, and may also grant to either party such discovery as to documents and otherwise, or such inspection of documents, as might be granted by any Court, such discovery to be made on behalf of the society by such officer of the same as such Court or Registrar determines.

43. Inspection of affairs – (1) On the application of one-fifth of the whole number of members of a registered society, or of 100 members in the case of a society of 1,000 members or more, the Registrar, with the consent of the Minister, may:

- (a) appoint one or more inspectors to examine into the affairs of the society and to report thereon, who may require the production of all or any of the

books and documents of the society, and may administer oaths and examine on oath its officers, members, agents and employees, in relation to its business; or

- (b) call a special meeting of the society in such manner and at such time and place as the Registrar determines, and direct what matters shall be discussed and determined on at such meeting, which shall have all the powers of a meeting called according to the rules of the society, and shall in all cases have power to appoint its own chairperson, any rule of the society to the contrary notwithstanding.

(2) The application herein mentioned shall be supported by such evidence as the Registrar requires for the purpose of showing that the applicants have good reason for requiring such inspection to be made or meeting to be called, and that they are not actuated by malicious motives in their application, and such notice thereof shall be given to the society as the Registrar directs.

(3) The Registrar may, if he or she thinks fit, require the applicants to give security for the cost of the proposed inspection or meeting before appointing any inspector or calling a meeting.

(4) All expenses of and incidental to any such inspection or meeting shall be defrayed either by the members applying for the same or out of the funds of the society, as the Registrar directs.

44. Special resolutions – (1) A special resolution is one which is passed by a majority of not less than three-fourths of such members of a society for the time being entitled under the rules to vote as are present in person or by proxy (where the rules allow proxies) at any general meeting of which notice, specifying the intention to propose such resolution, has been duly given according to the rules, and which resolution is confirmed by a majority of such members for the time being entitled under the rules to vote as are present in person or by proxy at a subsequent general meeting, of which notice has been duly given, held not less than 14 days nor more than one month from the day of the meeting at which such resolution was first passed.

(2) At any meeting mentioned in this section a declaration by the chairperson that the resolution has been carried is treated as conclusive evidence of the fact.

45. Change of name, amalgamation, transfer of engagements or conversion of society into company – (1) A copy of any special resolution for any of the purposes mentioned in this section, signed by the chairperson of the meeting and countersigned by the secretary of the society, shall be sent to the Registrar, and be registered by him or her, and until such copy is so registered such special resolution shall not take effect.

(2) A society may by special resolution, with the approval in writing of the Registrar, change its name; but no such change shall affect any right or obligation of the society, or of any member thereof, and any pending legal proceedings may be continued by or against the society, or any officer who may sue or be sued on behalf of the society, despite its new name.

(3) Any 2 or more societies may, by special resolution of both or all such societies, become amalgamated together as one society, with or without any dissolution or division of the funds of such societies or any of them; and any society may by special resolution transfer its engagements to any other registered society which undertakes to fulfil those engagements.

(4) A society may by special resolution determine to convert itself into a company under the Companies Act 2001 or to amalgamate with or transfer its engagements to any such company.

(5) No amalgamation or transfer of engagements shall prejudice any right of a creditor of either or any society party thereto.

(6) If a special resolution for converting a society into a company contains the particulars required by the Companies Act 2001 to be contained in the rules of a company, and a copy thereof has been registered at the office of the Registrar, a copy of such resolution under the seal or stamp of the Registrar has the same effect as a rule duly signed and attested under that Act .

(7) If a society is registered as, or amalgamates with, or transfers all its engagements to, a company, the registration of such society under this Act shall thereupon become void, and the same shall be cancelled by the Registrar; but no such action shall affect any right or claim for the time being subsisting against the society or any penalty for the time being incurred by the society; and for the purpose of enforcing any such right, claim or penalty the society may be sued and proceeded against in the same manner as if it had not become registered as or amalgamated with a company, or had not transferred all its engagements to a company; and every such

right or claim, or the liability to such penalty, shall have priority as against the property of the company over all other rights or claims against, or liabilities of, the company.

46. Conversion of company into society – (1) A company registered under the Companies Act 2001 but eligible to be registered under sections 6 and 7, may, by a special resolution, determine to convert itself into a registered society under this Act, and for this purpose, in any case where the nominal value of its shares held by any member other than a registered society exceeds \$600 may by special resolution provide for the conversion of the excess of such share capital over \$600 into transferable loan stock, bearing such rate of interest as may thereby be fixed, and repayable on such conditions as are in such resolution determined.

(2) A resolution for the conversion of a company into a registered society shall be accompanied by a copy of the rules of the society therein referred to, and shall appoint 7 persons, members of the company, who, together with the secretary, shall sign the rules, and who may either be authorised to accept any alterations made by the Registrar therein, without further consulting the company, or may be required to lay all such alterations before the company in general meeting for acceptance as the resolution may direct.

(3) With the rules a copy of the special resolution for conversion of the company into a registered society shall be sent to the Registrar who, upon the registration of the society, shall give to it, in addition to the acknowledgement of registration, a certificate similarly sealed or signed that the rules of the society referred to in the resolution have been registered; but in the registered name of the company as a society the word “company” shall not be used.

(4) A copy of the resolution for the conversion of the company into a registered society under the seal of the company, together with the certificate so issued by the Registrar shall be sent for registration to the office of the Registrar of Companies, and upon the registration of such resolution and certificate the conversion shall take effect.

(5) Upon the conversion of a company into a registered society, the registration of the company under the Companies Act 2001 becomes void, and shall be cancelled by the Registrar of Companies; but the registration of a company as a registered society shall not affect any right or claim for the time being

subsisting against the company, or any penalty for the time being incurred by the company, and for the purpose of enforcing any such right, claim, or penalty the company may be sued and proceeded against in the same manner as if it had not become registered as a society. Every such right or claim and the liability to such penalty shall have priority as against the property of the society over all other rights or claims against or liabilities of the society.

47. Application of Companies Act to winding up and dissolution of societies – (1) A society may be dissolved by an order to wind up the society, or a resolution for the winding up thereof, made as is directed in regard to companies by the Companies Act 2001 the provisions whereof shall apply to any such order or resolution, except as provided in subsection (4); or by the consent of three-fourths of the members, testified by their signatures to an instrument of dissolution.

(2) Where a society is wound up, the liability of a present or past member of the society to contribute for payment of the debts and liabilities of the society, the expenses of winding up, and the adjustment of the rights of contributories amongst themselves, shall be qualified as follows:

- (a) no individual, society or company which has ceased to be a member for one year or upwards prior to the commencement of the winding up shall be liable to contribute;
- (b) no individual, society or company is liable to contribute in respect of any debt or liability contracted after it ceases to be a member;
- (c) no individual, society or company not a member is liable to contribute unless it appears to the Court that the contributions of the existing members are insufficient to satisfy the just demands on the society;
- (d) no contribution shall be required from any individual, society or company exceeding the amount (if any) unpaid on the shares in respect of which it is liable as a past or present member;
- (e) an individual, society or company shall be taken to have ceased to be a member, in respect of any withdrawable share withdrawn, from the date of the notice or application for withdrawal.

(3) Where a society is terminated by an instrument of dissolution, the following provisions apply:

- (a) the instrument of dissolution shall set forth the liabilities and assets of the society in detail, the number of members and the nature of their interests in the societies respectively, the claims of creditors (if any) and the provision to be made for their payment, and the intended appropriation or division of the funds and property of the society, unless the same is stated in the instrument of dissolution to be left to the award of the Registrar;
- (b) alterations in the instrument of dissolution may be made with the like consents as hereinbefore provided, testified in the same manner;
- (c) a statutory declaration shall be made by 3 members and the secretary of the society that the provisions of this Act have been complied with, and shall be sent to the Registrar with the instrument of dissolution; and a person who, knowingly, makes a false or fraudulent declaration in the matter commits an offence, and is liable to a fine not exceeding 1 penalty unit, or to imprisonment for any term not exceeding 2 years;
- (d) the instrument of dissolution and all alterations therein shall be registered in manner herein provided for the registration of rules, and shall be binding upon all members of the society;
- (e) the Registrar shall cause a notice of the dissolution to be advertised at the expense of the society in some newspaper circulating in Samoa; and unless, within 3 months from the date of the newspaper in which such advertisement appears, a member or other person interested in or having any claim on the funds or effects of the society commences proceedings to set aside the dissolution of the society in the District Court in or nearest to the locality where the registered office of the society is situated, and such dissolution is set aside accordingly, the society shall be legally dissolved from the date of such advertisement, and the

requisite consents to the instrument of dissolution shall be considered to have been fully obtained without proof of the signatures thereto;

- (f) notice shall be sent to the Registrar of any proceedings to set aside the dissolution of society, not less than 7 days before such proceeding is commenced, by the person by whom it is taken, and notice of any order setting it aside shall be similarly sent by the society within 7 days after such order is made.

(4) Subject to subsection (1) of this section, the provisions of the Companies Act 2001 shall, so far as they are applicable and with the necessary modifications, apply with respect to the winding up of registered societies, except that the Court having jurisdiction in every such winding up shall be a District Court.

(5) References in this Act to Part VI of the Companies Act 1955 (NZ) are taken to be references to that Part as for the time being amended so far as the amendments are in force in Samoa, and in the event of the repeal of that Act as part of the law of Samoa is to be taken to be references to the corresponding Part of the Companies Act as for the time being in force in Samoa:

PROVIDED THAT this subsection has effect subject to any saving provision applicable in any case.

48. Further offences and penalties – (1) A person who wilfully makes, orders, or allows to be made any entry or erasure in or omission from any balance sheet of a registered society, or any contribution or collecting book, or any return or document required to be sent, produced or delivered for the purposes of this Act, with intent to falsify the same or to evade any of the provisions of this Act, commits an offence and is liable to a fine not exceeding 1 penalty unit, recoverable on prosecution by the Registrar or any person aggrieved.

- (2) An officer of the society, or a person on its behalf, who:
- (a) uses any seal purporting to be a seal of the society whereon its name is not so engraved as aforesaid, or
 - (b) issues or authorises the issue of any notice, advertisement or other official publication of the society, or signs or authorises to be signed on behalf of the society any bill of exchange,

promissory note, endorsement, cheque or order for money or goods, or

- (c) issues or authorises to be issued any invoice, receipt or letter of credit of the society, wherein its name is not mentioned in manner aforesaid, –

commits an offence and is liable to a fine not exceeding 1 penalty unit and is further personally liable to the holder of any such bill of exchange, promissory note, cheque or order for money or goods for the amount thereof, unless the same is duly paid by the society.

(3) A society, officer or member of a society, or other person, who commits an offence under this Act, for which no penalty is expressly provided elsewhere in this Act, is liable to a fine not exceeding 1 penalty unit, recoverable on prosecution by the Registrar or any person aggrieved.

(4) Except in the case of offences prosecuted upon information before the Supreme Court, all fines imposed by this Act, or by any regulations, or by the rules of a registered society, are recoverable in a District Court.

49. Where proceedings may be taken – (1) All offences and penalties under this Act may be prosecuted and recovered as respects a prosecution against a society or its officers, in the place where the registered office of the society is, or where the offence has been committed; or, as respects any prosecution against any person other than a society or its officers, in the place where the person is resident at the time of the institution of the prosecution, or where the offence has been committed.

(2) In any information under this Act it shall be sufficient to describe the offence in the words of this Act, and no exception, exemption, proviso, excuse or qualification accompanying the description of the offence in this Act need be specified or negatived.

50. Procedure on application to District Court – (1) An application authorised or required to be made to a District Court for the settlement of disputes, or for any relief, direction, adjudication or order, shall be made to such Court on motion.

(2) A District Court has the power to entertain such application, and give such relief, and make such orders and directions in relation to the matter of such application as the case may require.

(3) When the order of a District Court is for the payment of money, the same may be enforced in the same manner as the ordinary judgments or orders of that Court are enforced.

(4) Where the order of that Court is for the doing of some act not being the payment of money, the Court may order the party to do such act, and that, in default of his or her doing it, he or she shall pay a certain sum of money; and, in case he or she refuses to do the act required upon demand, the sum of money mentioned in the order may then be recovered and enforced in the same manner as a judgment or order for debt or damages in that Court.

51. Appointment of auditors – (1) A registered society may appoint an auditor or auditors of the society.

(2) Whenever any registered society has no auditor the Registrar may, on the application of any member of the society, appoint an auditor of the society whose remuneration may be fixed by the Registrar.

(3) No person shall be qualified for appointment under this section as auditor of a registered society unless the person is a member of the Samoa Institute of Accountants.

(4) Nothing in this section limits or affects in any way any provision in the rules of a registered society for the appointment, in accordance with those rules, of 2 or more persons as auditors of the society, and nothing in subsection (3) applies to any person so appointed.

52. Regulations as to fees – (1) The Head of State, acting on the advice of Cabinet, may make regulations prescribing a scale of fees to be paid for matters to be transacted or for the inspection of documents under this Act; but no fee shall be payable on the registration of any society or of the rules of any society or of any amendment of the rules of any society.

(2) All fees received by the Registrar under or by virtue of this Acts shall be paid into the Public Account and shall form part of the Treasury Fund.

53. Other regulations – The Head of State, acting on the advice of Cabinet, may make regulations respecting registration and procedure under this Act, and the seal and forms to be used for such registration and the duties and functions of the Registrar, and

the inspection of documents kept by the Registrar under this Act, and generally for carrying this Act into effect.

54. Evidence of documents – An instrument or document, copy or extract of an instrument or document, bearing the seal or stamp of the Registrar or the Deputy Registrar shall be received in evidence without further proof; and every document purporting to be signed by the Registrar or the Deputy Registrar or any inspector under this Act, shall, in the absence of any evidence to the contrary, be received in evidence without proof of the signature.

SCHEDULES

SCHEDULE 1

Section 12(1)

MATTERS TO BE PROVIDED FOR BY THE RULES OF SOCIETIES REGISTERED UNDER THIS ACT

1. Object, name, and place of office of the society.
2. Terms of admission of the members, including any society or company investing funds in the society under section 17(e) or 21(3).
3. Mode of holding meetings, and right of voting.
4. Mode of making, altering, and rescinding rules.
5. The appointment and removal of a committee of management by whatever name, a secretary and a manager and other officers, and their respective powers and remuneration.
6. Determination of the amount of nominal interest, not exceeding \$600, in the shares of the society which any member other than a registered society may hold.
7. Determination whether the shares or any number thereof shall be transferable; and, if it is determined that the shares or any number of them shall be transferable, provision for the form of transfer and for the consent of the committee thereto and registration thereof.

- 34** *Industrial & Provident Societies Act 1968*
- 8.** Determination whether and how members may withdraw from the society and, if it is determined that the shares or any of them may be withdrawn, provision for paying the members the balance due thereon on withdrawing from the society.
 - 9.** Provisions for the claims of executors or administrators of deceased members, or trustees of the property of bankrupt members.
 - 10.** Provisions for the payment of nominees.
 - 11.** Provisions for the audit of accounts.
 - 12.** Mode of application of profits.
 - 13.** Provisions for the device, custody and use of the seal of the society, which shall in all cases bear the registered name of the society.
 - 14.** Determination whether and by what authority, and in what manner, any part of the capital may be invested.

SCHEDULE 2
(Sections 17(b)(iii), 23 (1))

BOND

Know all men by these presents that we, A.B., of, one of the officers of the Society Limited, established atSamoa, and C.D., of (as surety on behalf of the said A.B.), are jointly and severally held and firmly bound to the said society in the sumto be paid to the said society or its certain attorney, for which payment well and truly to be made we jointly and severally bind ourselves, and each of us by himself, our and each of our executors or administrators, firmly by these presents.
Sealed with our seals.

Dated theday of, 20.....

WHEREAS the above-bounden A.B. has been duly appointed to the office of the Society Limited, established as aforesaid, and he and the above-bounden C.D. as his surety, have entered into the above-written bond, subject to the condition herein contained.

NOW, THEREFORE, the condition of the above-written bond is such

that if the said A.B. do render a just and true account of all money received and paid by him on account of the said society, at such times as the rules thereof appoint, and do pay over all the money remaining in his hands, and assign and transfer or deliver all property (including books and papers) belonging to the said society in his hands or custody to such person or persons as the said society or the committee thereof appoints, according to the rules of the said society, together with the proper and legal receipts or vouchers for such payments, then the above-written bond shall be void, but otherwise shall remain in full force.

Signed, sealed, and delivered in the presence of: (L.S.) A.B.
(L.S.)C.D.

E.F.
(Occupation and address)

**(2) RECEIPT TO BE ENDORSED ON
MORTGAGE OR FURTHER CHARGE
(Section 21(6))**

The Society Limited hereby acknowledges to have received all money intended to be secured by the within (or above) written deed (or instrument).

DATED thisday of 20
Countersigned (Secretary)Signed: (Three members of the committee).

SCHEDULE 3
(Sections 9(2), 13(2))

**(1) ACKNOWLEDGEMENT OF REGISTRATION
OF SOCIETY AND RULES**

THE Society Limited and its rules are registered under the Industrial and Provident Societies Act 1968 thisday of 20
E.F., Registrar
(Seal or Stamp of Registrar)

**(2)ACKNOWLEDGEMENT OF REGISTRATION
OF AMENDMENT OF RULES**

THE foregoing amendment of the rules of the Society Limited is registered under the Industrial and Provident Societies Act 1968

36 *Industrial & Provident Societies Act 1968*
this.....day of 20

E.F., Registrar
(Seal or Stamp of Registrar)

REVISION NOTES 2008 – 2020/3 March 2021

This is the official version of this Act as at 3 March 2021.

This Act has been revised by the Legislative Drafting Division from 2008 to 2020/3 March 2021 respectively under the authority of the Attorney General given under the *Revision and Publication of Laws Act 2008*.

The following general revisions have been made:

- (a) Amendments have been made to conform to modern drafting styles and to use modern language as applied in the laws of Samoa.
- (b) Amendments have been made to up-date references to offices, officers and statutes.
- (c) Insertion of the commencement date.
- (d) Other minor editing has been done in accordance with the lawful powers of the Attorney General:
 - (i) “Every” and “any” changed to “a”
 - (ii) “shall be” changed to “is” and “shall be deemed” changed to “is taken”
 - (iii) “shall have” changed to “has”
 - (iv) “shall be guilty” changed to “commits”
 - (v) “notwithstanding” changed to “despite”
 - (vi) “pursuant to” changed to “under”
 - (vii) “it shall be lawful” changed to “may”
 - (viii) “it shall be the duty” changed to “shall”
 - (ix) Numbers in words changed to figures
 - (x) “hereby” and “from time to time” (or “at any time” or “at all times”) removed
 - (xi) “under the hand of” changed to “signed by”. Sections 3 (“of Samoa” and 47(5) revised.
 - (xii) Part numbering changed to decimal

The following amendments were made to this Act since the publication of the *Consolidated and Revised Statutes of Samoa 2007*:

By the Personal Property and Securities Act 2016, (No. 5), commencing on 27 February 2017:

Part 3 sections 24 to 35 are repealed.

*This Act is administered by
the Ministry of Justice and Courts Administration*