



Tuvalu

**COMPANIES AND BUSINESS
REGISTRATION ORDINANCE**

Act 2 of 1978



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COMPANIES AND BUSINESS REGISTRATION ORDINANCE

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Tuvalu

COMPANIES AND BUSINESS REGISTRATION ORDINANCE

Act 2 of 1978

AN ORDINANCE TO GOVERN THE REGISTRATION OF COMPANIES AND OTHER BUSINESS ENTERPRISES IN TUVALU

ENACTED BY THE PARLIAMENT OF TUVALU

Commencement [1st October 1978]

1 Short title

This Ordinance may be cited as the Companies and Business Registration Ordinance.

2 Interpretation

In this Ordinance, unless the context otherwise requires —

“**certified**” means certified in the prescribed manner to be a true copy and correct translation;

“**director**” includes any person occupying the position of director of a company, by whatever name called;

“**partnership**” means any 2 or more persons combining together on more than one occasion in a common business enterprise with a view to profit;

“**place of business**” includes a share transfer or registration office;

“**prescribed**” means prescribed by regulations made under the provisions of section 8;

“**prospectus**” means any prospectus, notice, circular, advertisement or other invitation, offering to the public for subscription or purchase any shares or debentures of a company.

3 Registration of companies and partnerships

- (1) Every company or partnership which has established or shall establish a place of business in Tuvalu or which derives profits from any enterprise or operation in Tuvalu shall file with the Minister the following documents —
 - (a) a certified copy of the charters, statutes or memorandum and articles of the company or other instrument constituting or defining the constitution of the company, or, in the case of a partnership, a copy of the deed or agreement creating such partnership or written evidence of the terms upon which such partnership exists and which, in the case of such partnership having foreign interests, clearly sets out that such interests carry a maximum of 20 per cent of all assets and profits that may be derived or accruing from the operations of such partnership in Tuvalu, and if the relevant document is not in the English language, a certified translation thereof in English;
 - (b) a list of directors of the company or of the partners in the partnership, as the case may be;
 - (c) the names and addresses of one or more persons resident in Tuvalu authorised to accept on behalf of the company or partnership service of process or of any notices required to be served on the company or partnership or on any partner in respect of partnership business.
- (2) The Minister shall cause a register of all information filed under this section to be maintained in such form as he may prescribe.
- (3) In the event of any alteration being made or necessitated in any document filed under subsection (1)(a) hereof or in any of the particulars furnished under the foregoing subsections the company or partnership shall, within the prescribed time, file with the Minister a notice of such alteration.
- (4) Any process or notice required to be served on a company or partnership or any partner in respect of partnership business shall be sufficiently served if addressed to any person whose name has been filed under the foregoing provisions of this section and left at the address which has been so filed.

4 Filing of annual balance sheet

- (1) Every company or partnership to which this section applies shall in every year file with the Minister a balance sheet properly drawn up so as to exhibit a true and correct view of the state of affairs of the company or partnership.
- (2) For the avoidance of doubt it is hereby declared that any balance sheet filed under the foregoing subsection shall be made available by the Minister to the Minister responsible for the administration of the Income Tax Ordinance.

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5 Use of word “Limited”

Every company to which this Ordinance applies and which used the word “Limited” as part of its name shall —

- (a) in every prospectus inviting subscriptions for its shares or debentures in Tuvalu state the country in which it is incorporated;
- (b) conspicuously exhibit on every place where it carries on business in Tuvalu the name of the company and the country in which it is incorporated; and
- (c) display the name of the company and of the country in which it is incorporated on all bill-heads and letter paper and in all notices, advertisements and other official publications of the company.

6 Offence

If any company or partnership to which this Ordinance applies fails to comply with any of the requirements of this Ordinance, such company and every officer or agent of such partnership shall be liable to a fine of \$100, or in the case of a continuing offence, \$10 for every day during which the failure continues.

7 Regulations

The Minister may make regulations to carry out the provisions of this Ordinance, including but not restricted to the prescription of fees to be paid in respect of the filing of any document.

ENDNOTES

Table of Legislation History

Legislation	Year and No	Commencement

Table of Renumbered Provisions

Original	Current

Table of Endnote References