



PULAALI'I NIKOLAO PULA
GOVERNOR

PULUMATAALA AE AE JR.
LT. GOVERNOR

**OFFICE OF THE GOVERNOR
AMERICAN SAMOA GOVERNMENT**

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EXECUTIVE ORDER NO. 005 – 2025

**AN ORDER GRANTING SECRETARY OF AMERICAN SAMOA THE AUTHORITY
TO ISSUE CERTIFICATES OF GOOD STANDING FOR CORPORATIONS**

Section 1. Preamble

WHEREAS, the American Samoa Code Annotated § 30.0162 requires all corporations, limited liability companies, partnerships, and other business entities organized under the laws of the Territory and operating therein to file annual reports with the Treasurer of American Samoa; and

WHEREAS, the American Samoa Code Annotated § 30.0163 establishes penalties for failure to file required corporate annual reports; and

WHEREAS, the American Samoa Code Annotated § 30.0202 requires all eleemosynary corporations organized under the laws of the Territory and in full compliance thereof to record articles of incorporation with the Office of the Registrar of American Samoa; and

WHEREAS, certificates of good standing serve as essential documentation to verify that corporations, limited liability companies, partnerships, and other business entities are compliant with territorial laws and regulations and are authorized to transact business in the Territory; and

WHEREAS, corporations, limited liability companies, partnerships, and other business entities organized under the laws of the Territory require certificates of good standing to prove to grantors their respective organizations are compliant with territorial laws and regulations authorizing them to transact business in the Territory; and

WHEREAS, under the laws of the Territory, issuance of certificates of good standing is not clearly delegated to a specific agency; and

WHEREAS, the Revised Constitution of American Samoa, Article IV, Section 3, establishes that the Secretary of American Samoa shall record and preserve the laws and executive orders, and shall have and perform such other duties as may be prescribed by law or assigned by the Governor; and

WHEREAS, the Revised Constitution of American Samoa, Article IV, Section 6, grants the Governor the power to issue executive regulations not in conflict with laws of the

United States applicable to American Samoa, laws of the Territory, or the Constitution; and

WHEREAS, the Revised Constitution of American Samoa, Article IV, Section 7, grants the Governor general supervision and control of all executive departments, agencies, and instrumentalities of the American Samoa Government; and

WHEREAS, the Secretary of American Samoa, as the official responsible for recording and preserving laws and maintaining other governmental records, is appropriately positioned to oversee the issuance of certificates of good standing based on corporate compliance with Territorial filing requirements; and

WHEREAS, centralizing the authority to issue certificates of good standing with the Secretary of American Samoa will enhance administrative efficiency, ensure consistency in certification processes, and provide a unified system for verifying corporate compliance status; and

WHEREAS, this delegation of authority will facilitate business operations and provide a streamlined process for entities seeking to demonstrate their good standing status for purposes of contracts, financing, legal proceedings, and other business activities;

NOW, THEREFORE, by virtue of the authority vested in me by the Revised Constitution of American Samoa, Article IV, Sections 6 and 7, and the American Samoa Code Annotated §4.0131, I, Pulumataala Ae Ae, Jr., Acting Governor of American Samoa, hereby order as follows:

Section 2. Authority

This executive order is issued under the authority granted to the Governor in Article IV, Sections 6 and 7 of the Revised Constitution of American Samoa,

Section 3. Delegation Of Authority

The Secretary of American Samoa is hereby granted the authority to issue certificates of good standing for all corporations, limited liability companies, partnerships, and other business entities organized under the laws of the Territory or authorized to transact business in the Territory.

Section 4. Scope Of Authority

The authority delegated herein includes, but is not limited to:

- (a) Review and Verification: Reviewing corporate compliance with annual reporting requirements under American Samoa Code Annotated §§ 30.0162, 30.0163, 30.0202, and other applicable territorial laws and regulations;
- (b) Certificate Issuance: Issuing certificates of good standing to entities that are current in their filings and in compliance with all applicable territorial requirements;

- (c) Record Maintenance: Maintaining accurate records of all certificates issued, including the basis for issuance and the status of each entity;
- (d) Fee Collection: Establishing and collecting reasonable fees for the issuance of certificates of good standing, in accordance with applicable territorial laws and regulations;
- (e) Standards Development: Developing standardized procedures and criteria for the issuance of certificates of good standing, ensuring consistency and reliability in the certification process;
- (f) Coordination: Coordinating with the Department of Commerce, Department of Treasury, Office of the Territorial Registrar, and other relevant territorial agencies to ensure accurate verification of entity compliance status.

Section 5. Requirements For Issuance

A certificate of good standing may be issued only when the Secretary of American Samoa determines that the requesting entity:

- (a) Is validly organized or authorized to transact business in the Territory;
- (b) Has filed all required annual reports with the Treasurer of American Samoa as required by American Samoa Code Annotated §§ 30.0162 or 30.0202;
- (c) Has paid all applicable fees and taxes due to the American Samoa Government;
- (d) Is not subject to any administrative dissolution proceedings or other enforcement actions;
and
- (e) Meets all other requirements established by Territorial law or regulation.

Section 6. Certificate Contents

Each certificate of good standing issued pursuant to this order shall contain:

- (a) The legal name of the entity;
- (b) The type of entity (corporation, limited liability company, partnership, etc.);
- (c) The date of formation or authorization to transact business in the Territory;
- (d) A statement that the entity is in good standing and authorized to transact business in the Territory as of the date of issuance;
- (e) The date of issuance;
- (f) The signature and seal of the Secretary of American Samoa;

- (g) Such other information as the Secretary may deem appropriate.

Section 7. Transition Provisions

- (a) **Current Operations:** This order shall not affect the validity of certificates of good standing previously issued by the Department of Commerce, Department of Treasury, Office of the Territorial Registrar, or other territorial agencies;
- (b) **Verification of Records:** The Department of Commerce, Department of Treasury, Office of the Territorial Registrar, and any other agencies currently involved in issuing certificates of good standing shall provide to the Secretary of American Samoa upon official request, verification of compliance by all corporations, limited liability companies, partnerships, and other business entities organized in American Samoa;
- (c) **Pending Applications:** Any applications for certificates of good standing for corporations, limited liability companies, partnerships, and other business entities pending with other agencies on the effective date of this order shall be transferred to and processed by the Secretary of American Samoa.

Section 8. Administrative Procedures

The Secretary of American Samoa shall:

- (a) Develop and implement administrative procedures and/or emergency rules governing the application for and issuance of certificates of good standing;
- (b) Establish reasonable fees for certificates of good standing, which fees shall be deposited into the General Fund of American Samoa unless otherwise provided by law;
- (c) Provide public notice of the procedures and requirements for obtaining certificates of good standing;
- (d) Maintain electronic and physical records of all certificates issued and applications received;
- (e) Coordinate with other territorial agencies to ensure efficient processing of applications and verification of entity status.

Section 9. Rulemaking Authority

The Secretary of American Samoa is authorized to promulgate such rules and regulations, including emergency rules and regulations, as may be necessary to implement the provisions of this order, provided that such rules and regulations are consistent with applicable territorial and federal law.

Section 10. Superseding Provisions

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This Executive Order supersedes any conflicting provisions in previous executive orders, general memorandums, or administrative directives relating to the issuance of certificates of good standing, to the extent of such conflict.

Section 11. Development Of Permanent Legislation and Regulations

The Secretary is further directed to develop legislation to permanently amend and/or revise the existing laws of American Samoa to reconcile any inconsistencies or fill any gaps in the law to resolve the lack of clear authority regarding the issuance of the certificates of good standing.

Section 12. Severability

If any provision of this Executive Order or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of this order which can be given effect without the invalid provision or application, and to this end the provisions of this order are severable.

Section 13. Effective Date

This Executive Order shall take effect immediately upon the date of its execution, and shall remain in effect until further order of the Acting Governor.

Dated: 8 SEPT 25



PULUMATAALA A'E A'E JR.

Acting Governor of American Samoa