FINANCIAL INSTITUTIONS COMMISSION
REGISTRAR OF CORPORATIONS

CORPORATION REGULATION
CR-02

REGULATIONS FOR OTHER BUSINESS ASSOCIATIONS

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PART I: PRELIMINARY.

1. **Short title** – Other Business Associations Regulation

2. **Authorization** – This Regulation is issued by the Registrar of Corporations pursuant to the authority vested in the Registrar by §109 of 12 PNCA Chapter 1, the Corporations Act.

3. **Application** – This Regulation applies to all Corporations Sole for Ecclesiastical Purposes, Partnerships, Credit Unions, and Cooperatives.

4. **Definitions** –

   1) **"other business associations"** means those business entities referenced in 12 PNCA Division 3, Chapters 19 (Corporations Sole for Ecclesiastical Purposes), 20 (Partnerships), 21 (Credit Unions), and 22 (Cooperatives).

   2) **"Other Business Associations Act"** means collectively 12 PNCA Division 3, Chapter 19 (Corporations Sole for Ecclesiastical Purposes), Chapter 20 (Partnerships), Chapter 21 (Credit Unions), and Chapter 22 (Cooperatives).

   3) "**document**" means any tangible medium on which information is inscribed, and includes any writing or written instrument, or an electronic record, and includes any application, notice, filing or other submission to the Register under Other Business Associations Act.

   4) **"online registry"** means the register of corporation's website established by the Registrar under Section 109 of the Corporations Act.

   5) "**Registrar**" means the Registrar of Corporations as designated pursuant to Section 109(a) of Division 1, Chapter 1 of the Corporations Act.

PART II: STATEMENT OF POLICY.

1. **Purpose** – This Regulation set fees, late fees and penalties; prescribes forms for submitting filings to the Registrar; and provides for the overall implementation and regulation of registration of other business associations in Palau conducting business in Palau, and related incidental matters.

PART III. FORMS AND FEES.

1. Submission of documents to the Registrar.

(1) The Registrar may require the submission of any document for use by other business associations to be published on the online registry from time-to-time.

(2) Subclause (1) does not apply in the case of service on the Registrar of a court order or other court document.

(3) Where the Registrar is of the opinion that a document submitted to him or her –

(a) contains matters contrary to law; or

(b) by reason of any omission or misdescription, has not been duly completed; or

(c) does not comply with the requirements of the Other Business Associations Act, this Regulation or the format provided by the online registry; or

(d) designates a person as a partner and the details concerning that person are not able to be verified to the reasonable satisfaction of the Registrar; or

(e) contains other information that is evidently erroneous or is not able to be verified to the reasonable satisfaction of the Registrar,

the Registrar may refuse to register or receive the document, and the document shall be deemed not to have been submitted to the registry, and the Registrar may request that the document be appropriately amended or completed and then resubmitted, or that a fresh document be submitted in its place.

(4) A document which is submitted under the Other Business Associations Act or this Regulation is deemed not to have been submitted unless it is accepted by the Registrar.

(5) Except by special leave of the Registrar, granted upon such conditions as the Registrar thinks fit, no document shall be received by the Registrar that does not comply with this Regulation.

(6) When a document is registered, delivered, sent, or forwarded to the Registrar, an email address for communication with the person who registers, files, delivers, sends, or forwards a document to the Registrar shall be provided with the document.

(7) The Registrar may communicate with the person who submitted the document and with the partnership via email.

2. Time for submission of documents

(1) Where a document is required by the Other Business Associations Act or this Regulation to be submitted to the Registrar and a period of time within which the document is to be submitted is not prescribed, the document shall be submitted –

(a) within one month; or

(b) in the case of a document required to be lodged by a foreign partnership, within such further period as the Registrar in special circumstances allows, after the happening of the event to which the document relates.

3. Forms

(1) A form submitted under the Other Business Associations Act or this Regulation shall be completed in accordance with such guidelines, instructions, directions and orders as are specified on the form or by the Registrar.

(3) All documents prepared to be registered in physical form must be submitted on a form furnished by the Registrar if a form has been published for the document.

(4) Where a document is required to be signed –

(a) the signature shall be an original signature; and

(b) the name of the signatory shall be legibly typed, printed, or stamped or written below the original signature.

(5) Where a document is required to be acknowledged –

(a) the acknowledgement shall include an original signature of the person acknowledging the document; and

(b) the name of the person acknowledging the document shall be legibly typed, printed, or stamped or written on the document.

(6) All physical documents and attachments to forms must –

(a) be on letter or A4 size white or light pastel coloured paper of medium weight and of good quality; and

(b) be legible and clearly typewritten or printed; and

(c) have a binding margin at least 1 inch wide; and

(d) be fastened together in the top left-hand corner with a sufficient paper fastener where there are more sheets than one.

(7) Carbon copies shall not be received by the Registrar.

4. Fees generally

(1) For the purposes of the Other Business Associations Act, the fees set out in Schedule 1 shall be payable to the Registrar in respect of the matters to which they relate.

(2) The fees set out in Schedule 1 may include fees payable for submitting a document to the Registrar after the time limit prescribed by the Other Business Associations Act or this Regulation.

5. Penalties or late fees

For the purposes of the Other Business Associations Act, a penalty or late filing fee is payable in the circumstances and in the amounts set out on Schedule 1.

6. Time of payment of fees, penalties or late filing fees

(1) Fees, penalties or late filing fees prescribed by these Regulations must be paid at the time when a document is submitted to the Registrar or the other fee-based transaction in question occurs.

(2) Fees, penalties and late fees must be paid in a payment method approved from time-to-time by the Registrar.

7. Waiver of fees, penalties and late fees

(1) The Registrar, in his or her discretion, may by written notice to the person liable to pay a fee, penalty or late fee prescribed by the Other Business Associations Act or these Regulations, waive the whole or part of it on a ground set out in subclause (2).

(2) The Registrar may waive a fee, penalty or late fee if he or she considers that to require payment of the whole or part of it –

(a) is likely to cause undue and serious hardship to the person liable to pay it; or

(b) is out of proportion to the default in question; or

(c) in the case of a penalty or late fee, the event giving rise to the penalty or late fee was beyond the reasonable control of the partnership; or

(d) is likely to cause detriment to the creditors of the other business association in question.

(3) The Registrar may require the payment of a fee, penalty or late fee at the time of submission of a document or the completion of other fee-based transaction together with a request for waiver of fees, penalties or late fees, and if the waiver is granted the Registrar may refund the payment to the person that submitted the document.

PART IV. GENERAL PROVISIONS RELATING TO FORMS AND OTHER DOCUMENTS.

1. Translation of documents.

Before accepting a translation, the Registrar may require the person submitting the translation to furnish to him or her such evidence as the Registrar thinks sufficient, of the ability of the person by whom the translation was made to make the translation.

PART V. EFFECTIVE DATE

1. Effective date

The effective date of this Regulation shall be April 26th, 2025.

Questions relating to this Regulation may be addressed to the Financial Institutions Commission of the Republic of Palau, Registrar for Corporations

Adopted March 27th, 2025

[redacted]

Chair, Governing Board
Financial Institutions Commission
Republic of Palau

Approved April 3, 2025

His Excellency Surangel S. Whipps, Jr.
President, Republic of Palau

SCHEDULE 1.

TABLE OF FEES PAYABLE TO THE REGISTRAR FOR OTHER BUSINESS ENTITIES

CORPORATIONS SOLE FORMED FOR ECCLESIASTICAL PURPOSES

Filing or other fee-based transaction	Fee in USD
For initial application for a charter of incorporation for a Palau corporation sole under Section 1901 of the Other Business Entity Act	250.00
For a renewal under Section 1907 of the Other Business Entity Act	50.00
For any filing or submission to the Registrar not specifically covered in this Schedule	No fee
For physical inspection of documents filed in the register for a corporation sole	No fee
For copies of documents filed in the register for a corporation sole	20 processing fee and then 1 dollar per page up to a maximum of 50 dollars for copies
For a Certificate of Good Standing for a particular corporation sole	20 processing fee plus 1 dollar for the certificate
For any other certificate required to be issued by the Registrar, for which a fee is not elsewhere prescribed.	20 processing fee plus 1 dollar for the certificate

TABLE OF FEES PAYABLE TO THE REGISTRAR FOR PARTNERSHIPS

Filing or other fee-based transaction	Fee in USD
For initial registration statement for a Palau general partnership under Section 2001 of the Other Business Entity Act.	250.00

For initial registration statement for a foreign general partnership under Section 2001 of the Other Business Entity Act.	250.00
For initial registration statement for a Palau limited partnership under Sections 2001 and 2022 of the Other Business Entity Act.	250.00
For initial registration statement for a foreign limited partnership under Section 2001 of the Other Business Entity Act.	250.00
For annual statement for all partnerships under Section 2001 of the Other Business Entity Act.	50.00
For the late filing of annual statement for all partnerships under Section 2001 of the Other Business Entity Act.	50.00 per month for 5 months up to a total of 250.00
For any filing or submission to the Registrar not specifically covered in this Schedule	No fee
For physical inspection of documents filed in the register for a partnership	No fee
For copies of documents filed in the register for a partnership	20 processing fee and then 1 dollar per page up to a maximum of 50 dollars for copies
For a Certificate of Good Standing for a particular partnership	20 processing fee plus 1 dollar for the certificate
For any other certificate required to be issued by the Registrar, for which a fee is not elsewhere prescribed.	20 processing fee plus 1 dollar for the certificate

TABLE OF FEES PAYABLE TO THE REGISTRAR FOR CREDIT UNIONS

Filing or other fee-based transaction	**Fee in USD**
For initial application for articles of incorporation for a Palau credit union under Section 2122 of the Other Business Entity Act.	250.00

For the filing of an annual report under Section 2163 of the Other Business Entity Act.	50.00
For the late filing of annual report under Section 2163 of the Other Business Entity Act.	50.00 per month for 5 months up to a total of 250.00
For any filing or submission to the Registrar not specifically covered in this Schedule	No fee
For physical inspection of documents filed in the registry for a credit union	No fee
For copies of documents filed in the register for a Palau credit union	20 processing fee and then 1 dollar per page up to a maximum of 50 dollars for copies
For a Certificate of Good Standing for a particular credit union	20 processing fee plus 1 dollar for the certificate
For any other certificate required to be issued by the Registrar, for which a fee is not elsewhere prescribed.	20 processing fee plus 1 dollar for the certificate

TABLE OF FEES PAYABLE TO THE REGISTRAR FOR COOPERATIVES

Filing or other fee-based transaction	**Fee in USD**
For filing the articles of incorporation and bylaws for a Palau cooperative under Section 2225 of the Other Business Entity Act.	250.00
For the filing of an annual report under Section 2274 of the Other Business Entity Act.	50.00
For the late filing of annual report under Section 2163 of the Other Business Entity Act.	50.00 per month for 5 months up to a total of 250.00
For any filing or submission to the Registrar not specifically covered in this Schedule	No fee
For physical inspection of documents filed in the registry for a cooperative	No fee

For copies of documents filed in the register for a cooperative	20 processing fee and then 1 dollar per page up to a maximum of 50 dollars for copies
For a Certificate of Good Standing for a particular cooperative	20 processing fee plus 1 dollar for the certificate
For any other certificate required to be issued by the Registrar, for which a fee is not elsewhere prescribed.	20 processing fee plus 1 dollar for the certificate