



Tonga

**COMPANIES (AMENDMENT)  
REGULATIONS 2014**





Tonga

## COMPANIES (AMENDMENT) REGULATIONS 2014

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Tonga

# COMPANIES (AMENDMENT) REGULATIONS 2014

## COMPANIES ACT 1995

*IN EXERCISE of the powers conferred by section 399 of the Companies Act 1995, the Minister of Commerce, Tourism and Labour, with the consent of Cabinet, makes the following Regulations —*

### 1 Short title, commencement and interpretation

- (1) These Regulations may be cited as the Companies (Amendment) Regulations 2014.
- (2) The Companies Regulations 1999, as amended, are referred to in these Regulations as the Principal Regulations.
- (3) These Companies (Amendment) Regulations 2014 come into force on 1 December 2014.

### 2 New regulations 7A and 7B inserted

New regulations 7A and 7B are inserted into the Principal Regulations immediately after current section 7 as follows:

**“7A Requirements for electronic filings**

- (1) Any person, including any legal entity, foreign legal entity or government agency, may submit electronic documents to the Registrar via an online service in a manner made available by the Registrar.
- (2) The format provided by the online service shall be used for all documents submitted via the online service.
- (3) If a document is registered, delivered, sent, or forwarded to the Registrar using the online service —
  - (a) an email address for communication with the person who registers, delivers, sends, or forwards the document to the Registrar must be provided with the document; and
  - (b) an email address for communication with the company must be provided with the document.
- (4) In this regulation, online service means a service provided by, or on behalf of, the Registrar that allows documents to be registered, delivered, sent, or forwarded to the Registrar via the internet.

**7B Establishing Authority to use online service accounts**

- (1) As used in these Regulations, unless the context otherwise requires, the following definitions apply:
  - (a) **“access information”** means information assigned for the purpose of maintaining the integrity of the registry (for example, passwords, access number, user Ids, and **“PINS”**);
  - (b) **“authorised user”** means a person who has log-on access to the registry;
  - (c) **“registry”** means the electronic information system provided for in Section 367 of the Act.
- (2) Any person, including any legal entity, foreign legal entity or government agency, may become an authorised user for the purpose of submitting electronic documents to the Registrar and to arrange for the payment of fees hereunder.
- (3) The Registrar may seek documentation or other evidence from any person that is or seeks to become an authorised user sufficient to authenticate the identity of such person or entity to the reasonable satisfaction of the Registrar.
- (4) There shall be no fee for becoming an authorised user.
- (5) Payments and payment methods for using the on-line service may be made pursuant to methods and procedures announced from time to time by the Registrar.

- (6) In order for an authorized user to have access to make a filing within the registry, the authorised user must first enter the relevant access information. The Registrar is not required to verify that the online filer is an authorised user that is entitled to use the access information entered into the on-line service.
- (7) The Registrar may disclose access information only if –
- (a) the Registrar is reasonably satisfied that the person to whom the access information is to be disclosed is entitled to the information; and
  - (b) the disclosure of the access information is necessary to facilitate the operation of the registry.”

### 3 First Schedule Amended

The First Schedule of the Principal Regulations is deleted and the following is inserted in its place:

## Business Registries Office, Kingdom of Tonga

### Form 1 | Application for registration of a company

*Section 16(1) Companies Act 1995*

#### Please note

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

**Name of proposed company**

**Name reservation number**

#### 1. Addresses

##### Address of registered office

This must be a physical address in Tonga and must not be a PO Box or Private Bag address.

Island group:

**Address for service**

This must be a physical address in Tonga and must not be a PO Box or Private Bag address

Island group:

**Address for communication**

Postal address to which communications from the Registrar may be sent

Postal address:
Island group:
Email address (optional):

**2. Directors**

The following persons are the directors of the proposed company. All of the following named directors have consented to act in that capacity.

*Note / If there are more than three directors please attach a separate sheet containing the information set out in the prescribed format*

Full legal name:	Nationality:
Full legal name:	Nationality:
Full legal name:	Nationality:

### 3. Shareholders

The following persons are the shareholders of the proposed company. The Applicant attests that the person(s) shown as shareholder(s) has consented to act in this capacity.

#### Instructions for completing shareholder information

1. If there are more than three shareholders please attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letter format.
2. If the shareholder is a natural person, provide their first name followed by their surname. If the shareholder is a registered entity (such as another company) provide the entity name and registration number.
3. If the shareholder is a natural person, provide their residential address. No address information is required if the shareholder is a registered entity.
4. If shares are jointly held, provide the particulars of each shareholder within a single box below.

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):

Number of shares:     Name(s) of shareholder(s):	Registration number (if a registered entity):    Gender (if a natural person):
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**Total number of shares:**

Is there more than one class of shares for this company?       Yes       No

If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

**4. Applicant(s)**

*Where there is more than one applicant, each must provide their full legal name and postal address.*

Full legal name of applicant*:	
Postal address of applicant:	Signature:

Full legal name of applicant*:	
Postal address of applicant:	Signature:

*\* In the case of a natural person, please give first name(s) followed by surname in BLOCK letters.*

**5. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
Email (optional):

## 6. Checklist

The following must accompany this form:

- The notice of name reservation or its registration number.
- A copy of the constitution of the company, if it differs from the standard constitution in the First Schedule.  
Notes [This must be certified, by at least one applicant, as the constitution of the company. You do not need to submit a copy if the company's constitution is the standard constitution.
- The prescribed fee of TOP\$400 plus 15% consumption tax must accompany this notice. - Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 2 | Application for reservation of company name

*Section 26(1) Companies Act 1995*

#### Note

The information on this form must be either typewritten or printed legibly.

**For office use only.**

Document number

*Place barcode here*

### 1. Proposed company name

#### a. Preferred choice

#### Name reservation number

### 2. Applicant

Full legal name of applicant\*:

Signature: .....

Postal address of applicant:

Date: ...../...../.....

*\* In the case of a natural person, please give first name(s) followed by surname in BLOCK letters.*

### 3. Lodged by

Name:

Address:

#### Other contact details:

Telephone:

Email (optional):

### 4. Checklist

The following must accompany this form –

A fee of TOP\$80 plus 15% consumption tax must accompany this application. Please make cheques payable to 'Registrar of Companies'.

---

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 3 | Consent and certificate of director of proposed company

*Section 16A Companies Act 1995*

#### Notes

This form is not required to be sent to the Registrar of Companies, but must be held in the company's records and be produced if requested by the Registrar.

The information on this form must be either typewritten or printed legibly. If there is more than one director each new director must complete a separate consent and certificate using Form 3.

#### Name of company

#### Company number

#### Director's details

First name(s):
Surname:
Residential address:
Nationality:
Gender:

I consent to act as a director of the above proposed company and certify that I am not disqualified from being appointed, or holding office as, a director of a company.

Signature: .....

Date:



The address for service is the same as the registered office address

or

The address for service is set out below.

This must be a physical address in Tonga and must not be a PO Box or Private Bag address

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Island group:

#### Address for communications

The postal address for communications is the same as the registered office address

or

The postal address to which communications from the Registrar may be sent is set out below.

--

Island group:

Email (optional):

#### 4. Share register

To be completed only if the share register is divided into two or more registers that are kept at different places – otherwise go

to **5. Records.**

Description of part of share register	Address of place where kept

## 5. Records

To be completed if any of the records described in section 198(1) of the Companies Act 1995 are not kept at the company's registered office – otherwise go to **6. Directors**.

Description of records	Address of place where records kept

## 6. Directors

### Instructions for completing directors information

1. If there are more than four existing directors please attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letters.
2. If there has been a change in directors (appointment or cessation) or a change in the details of an existing director, **form 16 must be submitted together with this annual return.**
3. The following persons are confirmed as the directors of the company as at the date of the annual return:

*Note | If there are more than four directors please attach a separate sheet containing the information set out in the prescribed format*

Full legal name*:   
-------------------------------

Full legal name*:   
-------------------------------

Full legal name\*:

Full legal name\*:

*Please give first name(s) followed by surname in BLOCK letters.*

## 7. Shareholders

### Instructions for completing shareholders information

1. If there are more than four existing shareholders please attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letters.
2. If there has been a change in shareholders or a change in the details of an existing shareholder, **a form 9, 10, 11 or 11A, respectively, must be submitted together with this annual return.**
3. The following persons are confirmed as the shareholders of the company as at the date of the annual return:

*Note | If there are more than four shareholders please attach a separate sheet containing the information set out in the prescribed format*

Full name*:	Class of shares:
Full name*:	Class of shares:
Full name*:	Class of shares:

Full name*:	Class of shares:
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\* In the case of a natural person, please give first name(s) followed by surname in BLOCK letters.

### 8. Resolution that no auditor be appointed

Has the company passed a resolution under Section 205(2) of the Companies Act 1995 that no auditor be appointed?  Yes  No

If yes, the date of the resolution was:

/	/
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And the text of the resolution is –

- attached to this annual return, or  
 set out below.

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### 9. Authorised signature

The annual return must be signed by a director of the company or solicitor or public accountant authorised for that purpose.

Signature .....

Name
------

**10. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
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Email (optional):
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**11. Checklist**

- Please complete and attach to this annual return the information concerning shares requested on the appendix.
- Please pay the prescribed fee of TOP\$100 plus 15% consumption tax. Please make cheques payable to *'Registrar of Companies'*.

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Please deliver documents to: Ministry of Labour, Commerce and Industry, Box 110 Salote Road,  
Nuku'alofa

## Appendix to Annual Return

### Shareholding information

**Please supply the following information as applicable and attach this sheet to the annual return**

Total shares issued:

Class of shares:	Number of shares held in this class:
Value of consideration for each share issued:	Number of shares issued for cash:
Number of shares issued other than for cash:	Amount called on each share:

The value of that part of the consideration paid or provided in respect of the issue of the share:

**And** where the full consideration was not payable or required to be provided in respect of the issue of the share:

Class of shares:	Number of shares held in this class:
Value of consideration for each share issued:	Number of shares issued for cash:
Number of shares issued other than for cash:	Amount called on each share:
The value of that part of the consideration paid or provided in respect of the issue of the share:	

**And** where the full consideration was not payable or required to be provided in respect of the issue of the share:

Total amount (\$) of calls received:

\$

Write 'NIL' if not applicable

Total amount (\$) of calls unpaid:

\$

Write 'NIL' if not applicable

Total number of shares forfeited and not sold or otherwise disposed of:

Write 'NIL' if not applicable

Total number of shares purchased or otherwise acquired:

Write 'NIL' if not applicable

Total number of shares redeemed:

Write 'NIL' if not applicable

## Business Registries Office, Kingdom of Tonga

### Form 5 | Notice of change of directors and particulars of directors

*Section 158 Companies Act 1995*

#### Notes

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly.

For Section 1 (Notice of change of directors) complete only the subsections that apply.  
In all cases, complete section 2 (Particulars of directors).

There is **no fee** to file this notice with the Registrar.

#### Company name

#### Company number

### Section 1 - Notice of change of directors

#### 1. Director(s) ceasing to hold office:

Full legal name:	Nationality:
	Gender:

Full legal name:	Nationality:
	Gender:

*\*Please provide information in BLOCK letters.*

## 2. Appointment of new director(s)

The following persons have consented to be directors of the company as at the date of appointment.  
 Each new director must consent to their appointment using **Form 6 Consent and certificate of director**.  
 Director's consent forms are not required to be sent to the Registrar of Companies, but must be held in the company's records and be produced if requested by the Registrar.

Full legal name:	Nationality:
	Gender:
Full legal name:	Nationality:
	Gender:
Full legal name:	Nationality:
	Gender:

## Section 2 – Change in particulars of the existing directors

### 1. Change of director's name

If an existing director has changed their name please provide the information below.

Director's new surname:

Former surname



New given name(s) (if applicable):

Former first name(s) (if applicable)

## 2. Change of director's residential address

If an existing director has changed their residential address, please provide the following information.

Name of director

New residential address:

Former residential address:



## Section 3 – Full statement of particulars of the now-current directors

Set out below are the names and residential addresses of the directors of the above-named company at the date on which this notice is signed.

*Note | If there are more than three directors please attach a separate sheet containing the information set out in the prescribed format*

Full legal name:	Nationality:
Full legal name:	Nationality:

Full legal name:	Nationality:
Full legal name:	Nationality:
Full legal name:	Nationality:

*\*Please provide the information in BLOCK letters.*

**Authorised signature**

This notice must be signed by a director of the company or other person authorised for that purpose.

Signature: .....

Date:        /        /
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Name:
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**Lodged by**

<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;">Name:</td> </tr> <tr> <td style="padding: 5px;">Address:</td> </tr> </table>	Name:	Address:	<p style="text-align: center;"><b>Other contact details:</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;">Telephone:</td> </tr> <tr> <td style="padding: 5px;">Email (optional):</td> </tr> </table>	Telephone:	Email (optional):
Name:					
Address:					
Telephone:					
Email (optional):					

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

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**Business Registries Office, Kingdom of Tonga****Form 6 | Consent and certificate of director of existing company***Section 151 Companies Act 1995***Notes**

This form is not required to be sent to the Registrar of Companies, but must be held in the company's records and be produced if requested by the Registrar.

The information on this form must be either typewritten or printed legibly.

If there is more than one director being appointed at this time, each new director must complete a separate consent and certificate using Form 6.

**Company name****Company number****Director's details**  
First name(s):  
Surname:  
Residential address:  
Nationality:  
Gender:

I consent to act as a director of the above company and certify that I am not disqualified from being appointed, or holding office as, a director of a company.

Signature: .....

Date:

/                  /
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**Business Registries Office, Kingdom of Tonga****Form 7 | Application to change name of company***Section 27(1) Companies Act 1995***Notes**

The information on this form must be either typewritten or printed legibly.

Place barcode here

The application must be made by a person authorised under the constitution of the company, or by a director of a company with the approval of the board.

**Present company name****Company number****1. Proposed company name \***

*\* The notice reserving the proposed name of the company (Form 2) must be attached to this application.*

**2. Applicant**

Full legal name of applicant\*:

*In the case of a natural person please give first name(s) followed by surname in BLOCK letters.*

**3. Signed by director or authorised person**

Name:

Signature: .....

(Please give first name(s) followed by surname in **BLOCK** letters)

Designation:  Director or  Authorised person      Date:  /  /

#### 4. Lodged by

Name:    Address:	<b>Other contact details:</b>
	Telephone: <input type="text"/>
	Email (optional): <input type="text"/>

#### 5. Checklist

The following must accompany this form:

- The notice of name reservation.
- The prescribed fee of TOP\$100 plus 15% consumption tax must accompany this application. Please make cheques payable to 'Registrar of Companies'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

**Business Registries Office, Kingdom of Tonga**

**Form 8 | Notice of adoption or alteration of constitution**

*Section 36, 38 or 185, Companies Act 1995*

**Notes**

The information on this form must be either typewritten or printed legibly.

Place barcode here

**Company name**

**Company number**

**1. Constitution**

The abovenamed company has -  adopted a constitution

**OR**

altered its constitution.

Effective date of alteration/adoption:

/                      /

**2. Signed by director or authorised person**

Name:

Signature:.....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person

Date:

**3. Lodged by**

Name:

  
  
  

Address:

**Other contact details:**

Telephone:

Email (optional):

**4. Checklist**

- A copy of the constitution (or alteration) is attached to this notice. However, if the new constitution is the standard constitution, then it does not have to be attached to this notice.
- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this form. Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road,  
Nuku'alofa

**Business Registries Office, Kingdom of Tonga****Form 9 | Notice of issue of shares under Section 45(b) / 46\****Section 47(1), Companies Act 1995*

\*Delete if not applicable

**Notes**

The information on this form must be either typewritten or printed legibly.

Place barcode here

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

**Company name****Company number****1. Issue of shares** [a]

Company shares prior to this issue

Set out in the table below are the particulars of the issue of shares by the abovenamed company:

Class of shares	Number of shares	Date of issuance

Shares in this issuance

 [b] [c]

Total company shares after this issuance [a + b = c]

**2. Identification of shareholder receiving shares**

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):

**3. Signed by director or authorised person**

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person Date:  /  /

**4. Lodged by**

Name:	<b>Other contact details:</b>
Address:	Telephone: <input type="text"/>
	Email (optional): <input type="text"/>

**5. Checklist**

- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this form. Please make cheques payable to 'Registrar of Companies'.

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road,  
Nuku'alofa

**Business Registries Office, Kingdom of Tonga**  
**Form 10 | Notice of approval for issue of shares under section 48**

*Section 48(3), Companies Act 1995*

**Notes**

The information on this form must be either typewritten or printed legibly.

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

**Company name**

**Company number**

**1. Approval of shares**

[a]

Company shares prior to this issue

Set out in the table below are the particulars of the approval by shareholders to the issue of shares by the abovenamed company:

Class of Shares	Number of Shares	Terms of Approval of Issue of Shares (if any)	Date of Approval

[b]

Shares in this issue

[c]

Total company shares [a + b = c]

## 2. Identification of shareholder receiving shares

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):

## 3. Signed by director or authorised person

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person Date:  /  /

## 4. Lodged by

Name:     Address:	<b>Other contact details:</b>
	Telephone: <input type="text"/>
	Email (optional): <input type="text"/>

## 5. Checklist

- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this return. Please make cheques payable to 'Registrar of Companies'

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road,  
Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 11 | Notice of purchase or acquisition by company of own shares

*Section 62(3), Companies Act 1995*

#### Notes

The information on this form must be either typewritten or printed legibly.

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

#### Company name

#### Company number

#### 1. Purchase or acquisition of shares

(a)

Company shares prior to this purchase/acquisition

Set out in the table below are the particulars of the purchase or acquisition of shares by the above named company:

Name of person(s) from whom shares purchased or acquired*	Class of share purchased or acquired	Number of shares purchased or acquired	Date of purchase or acquisition

\*In the case of a natural person give surname in **BLOCK** letters followed by first name(s)



## Companies Office Kingdom of Tonga

### Form 11A | Notice of change of shareholder particulars

#### Notes

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format. The information on this form must be either typewritten or printed legibly.

There is **no fee** to file this notice with the Registrar.

#### For office use only

Document number

*Place barcode here*

#### Company name

#### Company number

### 1. Change in particulars of an existing shareholder

#### a. Complete each section below as applicable for a shareholder that is an individual:

Shareholder's former surname

Shareholder's new surname

Shareholder's new first name(s)

Shareholder's former first name(s)

Shareholder's former residential address

Shareholder's new residential address

**b. Complete each section below as applicable for a shareholder that is a registered entity:**

Shareholder's former registered name

Shareholder's new registered name

Shareholder's former registered jurisdiction:

Shareholder's new registered name

**2. Transfer of shares to new shareholder****a. If transferring shareholder is an individual, complete the following**

Transferring Shareholder's surname

Transferring Shareholder's first name

**b. If transferring shareholder is a company or other entity, complete the following**

Transferring Shareholder's name

Transferring Shareholder's registration number (if applicable)

**c. Identification of persons or entities receiving shares**

<p>Number of shares:</p>  <p>Name(s) of new shareholder(s):</p>  <p>Residential Address (if a natural person):</p>	<p>Registration number (if a registered entity):</p>  <p>Gender (if a natural person):</p>  <p>Nationality/jurisdiction of shareholder:</p>
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<p>Number of shares:</p>   <p>Name(s) of new shareholder(s):</p>   <p>Residential Address (if a natural person):</p>	<p>Registration number (if a registered entity):</p>   <p>Gender (if a natural person):</p>   <p>Nationality/jurisdiction of shareholder:</p>
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*If more than 2 shareholders are receiving shares from the transferring shareholder, please attach a separate sheet containing the information in the prescribed format.*

**3. Authorised Signature**

This notice must be signed by a director of the company or other person authorised for that purpose.

Signature: .....

Date:        /        /
-------------------------

Name:
-------

**4. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
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Email (optional):
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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote  
Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 12 | Notice of change of registered office

*Section 196(2), Companies Act 1995*

#### Notes

The information on this form must be either typewritten or printed legibly.

Place barcode here

#### Company name

#### Company number

### 1. Address of registered office

This must be a physical address in Tonga and must not be a PO Box or Private Bag address.

Island group:

### Important information

- A company must have a registered office in Tonga.
- The registered office may be at the company's place of business or another place, but it must not be a PO Box or a Private Bag.
- If the registered office is at the office of any firm of chartered accountants, law practitioners, or any other person, you must also state the particulars of the location in any building of those offices in the address.

**Note:** A change in the registered office will be effective—

- five working days after this notice is registered with the Registrar; or
- any date specified in the notice as the date on which the change is to be effective so long as it is five working days after the date this notice is registered.

### 2. Effective date

The change in registered office of the company takes effect on:

 / 

(Must be at least 5 working days after this notice is registered)

### 3. Signed by director or authorised person

Name:

Signature: .....

(Please give first name(s) followed by surname in BLOCK letters)

Designation:  Director or  Authorised person

Date:

 / 

### 4. Lodged by

Name:

Address:

#### Other contact details:

Telephone:

Email (optional):

### 5. Checklist

- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this form. Please make cheques payable to 'Registrar of Companies'.

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road,  
Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 13 | Notice of change of address for service

*Section 202(2), Companies Act 1995*

#### Notes

The information on this form must be either typewritten or printed legibly.

For official use only

#### Company name

#### Company number

### 1. Address for service

This must be a physical address in Tonga and must not be a PO Box or Private Bag address.

Island group:

### Important information

- A company must have an address for service in Tonga.
  - The address for service may be at the company's place of business or another place, but it must not be a PO Box or a Private Bag.
  - If the address for service is at the office of any firm of chartered accountants, law practitioners, or any other person, you must also state the particulars of the location in any building of those offices in the address.
  - The address for communication may be a postal address or the same as the address for service.
- Note:** A change in the address for service will be effective—
- five working days after this notice is registered with the Registrar; or
  - any date specified in the notice as the date on which the change is to be effective so long as it is five working days after the date this notice is registered.

**2. Effective date**

The change in address for service of the company takes effect on:

*(Must be at least 5 working days after this notice is registered)***3. Signed by director or authorised person**

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*Designation:  Director or  Authorised person

Date:

**4. Lodged by**

Name:

Address:

**Other contact details:**

Telephone:

Email (optional):

**5. Checklist**

- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this form. Please make cheques payable to 'Registrar of Companies'.

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road,  
Nuku'alofa

**Business Registries Office, Kingdom of Tonga**

**Form 13A | Notice of change of address for communication**

**Notes**

The information on this form must be either typewritten or printed legibly.

There is **no fee** for filing this form.

For official use only

**Company name**

**Company number**

**1. Address for communication**

Postal address to which communications from the Registrar may be sent

Postal address:

Island group:

Email address (optional):

**2. Signed by director or authorised person**

Name:

*(Please give first name(s) followed by surname in BLOCK letters)*

Signature: .....

Designation:  Director or  Authorised person

Date:

**3. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
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Email (optional):
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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 13B | Notice of location or change in location of share register divided into two or more registries

*Section 88(3), Companies Act 1997*

#### Notes

The information on this form must be either typewritten or printed legibly in BLOCK letters.

Place barcode here

#### Company name

#### Company number

### 1. Addresses of the principal share register of the company

Section 88 of the Companies Act provides:

- (1) The share register may, if expressly permitted by the constitution, be divided into two or more registers kept in different places.
- (2) The principal register shall be kept in Tonga.
- (3) If a share register is divided into two or more registers kept in different places -
  - (a) notice of the place where each register is kept shall be delivered to the Registrar for registration within 10 working days after the share register is divided, or after any place where a register is kept is altered;
  - (b) a copy of every register shall be kept at the same place as the principal register; and
  - (c) if an entry is made in a register other than the principal register, a corresponding entry shall be made within 10 working days in the copy of that register kept with the principal register.

If the company has divided its share register into two or more registers, attach a sheet to this form that sets forth the particulars of the location of each such share register.

**Note:** the principal share register must be kept in Tonga. The address provided must be adequate to identify the office or firm at which the records are kept. A physical address must be supplied as a PO Box address is not sufficient.

### 3. Date share register was divided or date of change in place where the register is kept

**4. Signed by director or authorised person**

I certify that the information in this form is true and correct

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*Designation:  Director or  Authorised person

Date:

 /  / **5. Lodged by**

Name:

Address:

**Other contact details:**

Telephone:

Email (optional):

**6. Checklist**

- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this notice - Please make cheques payable to 'Registrar of Companies'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

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**Business Registries Office, Kingdom of Tonga****Form 13C | Notice of location or change in location  
of company records***Section 198(4), Companies Act 1997***Notes**

The information on this form must be either typewritten or printed legibly in BLOCK letters.

Place barcode here

**Company name****Company number****1. Addresses of the principal share register of the company**

Section 198(1)-(4) of the Companies Act provides:

- (1) Subject to subsection (3) and to section 88 and section 204, a company shall keep the following documents at its registered office:
  - (a) the constitution of the company;
  - (b) minutes of all meetings and resolutions of shareholders within the last 7 years;
  - (c) an interests register;
  - (d) minutes of all meetings and resolutions of directors and directors' committees within the last 10 years;
  - (e) certificates given by directors under this Act within the last 10 years;
  - (f) the full names and addresses of the current directors and company secretaries;
  - (g) copies of all written communications to shareholders or all holders of the same class of shares during the last 10 years including annual reports made under section 217;
  - (h) copies of all financial statements and group financial statements required to be completed by this Act for the last 7 completed accounting periods of the company;
  - (i) the accounting records required by section 203 for the current accounting period and for the last 7 completed accounting periods of the company; and
  - (j) the share register.

- (2) The references in paragraphs (b), (d), (e) and (g) of subsection (1) to 7 years and the references in paragraphs (h) and (i) of that subsection to 10 completed accounting periods include such lesser periods as the Registrar may approve by notice in writing to the company.
- (3) The records referred to in paragraphs (a) to (h) of subsection (1) may be kept at a place in Tonga, notice of which is given to the Registrar in accordance with subsection (4).
- (4) If any records are not kept at the registered office of the company, or the place at which they are kept is changed, the company, shall ensure that within 10 working days of their first being kept elsewhere or moved, as the case may be, notice is given to the Registrar for registration of the places where the records are kept.

If the company stores its company records in a location other than its registered office, attach a sheet to this form that sets forth the particulars of the location.

**Note:** the company must be kept in Tonga. The address provided must be adequate to identify the office or firm at which the records are kept. A physical address must be supplied as a PO Box address is not sufficient.

**3. Date company records were stored in a location other than the registered office**

/ /

**4. Signed by director or authorised person**

I certify that the information in this form is true and correct

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person Date:

**5. Lodged by**

Name:    Address:	<b>Other contact details:</b> <input style="width: 100%; height: 25px;" type="text"/> Telephone:  <input style="width: 100%; height: 25px;" type="text"/> Email (optional):
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The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this notice - Please make cheques payable to 'Registrar of Companies'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote  
Road, Nuku'alofa

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**Business Registries Office, Kingdom of Tonga****Form 13D | Notice of location or change in location  
of accounting records***Section 204(2), Companies Act 1997***Notes**

The information on this form must be either typewritten or printed legibly in BLOCK letters.

Place barcode here

**Company name****Company number****1. Addresses of the principal share register of the company**

Section 204(1) and (2) of the Companies Act provides:

- (1) A company need not keep its accounting records in Tonga.
- (2) If the records are not kept in Tonga, -
  - (a) the company shall ensure that accounts and returns for the operations of the company that -
    - (i) disclose with reasonable accuracy the financial position of the company at intervals not exceeding six months; and
    - (ii) will enable the preparation in accordance with the Ninth Schedule of the company's financial statements and any group financial statements and any other document required by this Act, -  
are sent to, and kept at, a place in Tonga; and
  - (b) notice of the place where -
    - (i) the accounting records; and
    - (ii) the accounts and returns required under paragraph (a), -  
are kept, shall be given to the Registrar.

If the company maintains its accounting records outside Tonga, attach a sheet to this form that sets forth the particulars of the location.

**Note:** the company does not have to keep its accounting records in Tonga. The address provided must be adequate to identify the office or firm at which the records are kept. A physical address must be supplied as a PO Box address is not sufficient.

### 3. Date company records were stored in a location other than the registered office

### 4. Signed by director or authorised person

I certify that the information in this form is true and correct

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person      Date:

### 5. Lodged by

Name:

Address:

#### Other contact details:

Telephone:

Email (optional):

### 6. Checklist

- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this notice - Please make cheques payable to 'Registrar of Companies'.

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 14 | Application for registration of amalgamation proposal

Section 232, Companies Act 1995

**Note**

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly.

#### 1. Names and registration numbers of companies participating in amalgamation

**Name of company**

**Registration number**

*Note | If there are more than four companies participating in the amalgamation please attach a separate sheet containing the information set out in the prescribed format for all such companies. All names should be in BLOCK letter format.*

**2. Name of amalgamated company****Name of company**

**Name reservation number, if applicable**


*Provide if available or attach a name reservation form)*

*Note: where the amalgamated company is a new company or has a new name, this Form must be accompanied by a name reservation or must supply the name reservation number from a previously filed name reservation.*

**3. Date of amalgamation (if applicable)**


*Note: when applicable insert the effective date upon which the amalgamation is to become effective under the amalgamation proposal. The date must be the date this form is submitted to the Registrar or a later date. Where no date is specified or if the date specified is earlier than the date of submission of this Form to the Registrar, the date the amalgamation is effective will be the date the application for amalgamation was received by the Registrar.*

**4. Addresses for the amalgamated company****Address of registered office**

This must be a physical address in Tonga and must not be a PO Box or Private Bag address.

  

**Address for service**

This must be a physical address in Tonga and must not be a PO Box or Private Bag address

**Address for communication**

Postal address to which communications from the Registrar may be sent

Postal address:
Island group:
Email address (optional):

**5. Directors**

The following persons are the directors of the amalgamated company. The Applicant attests that all of the following named directors have consented to act in that capacity.

*Note | If there are more than four directors please attach a separate sheet containing the information set out in the prescribed format. All names should be in BLOCK letter format.*

Full legal name:	Nationality:

## 6. Shareholders

The following persons are the shareholders of the amalgamated company. The Applicant attests that the person(s) shown as shareholder(s) has consented to act in this capacity.

### Instructions for completing shareholder information

1. If there are more than three shareholders please attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letter format.
2. If the shareholder is a natural person, provide their first name followed by their surname. If the shareholder is a registered entity (such as another company) provide the entity name and registration number.
3. If the shareholder is a natural person, provide their residential address. No address information is required if the shareholder is a registered entity.
4. If shares are jointly held, provide the particulars of each shareholder within a single box below.

Number of shares:          Name(s) of shareholder(s):	Registration number (if a registered entity):          Gender (if a natural person):
---	--

Number of shares:          Name(s) of shareholder(s):	Registration number (if a registered entity):          Gender (if a natural person):
---	--

Number of shares:       Name(s) of shareholder(s):	Registration number (if a registered entity):       Gender (if a natural person):
---	--

**Total number of shares:**

Is there more than one class of shares for this company?

Yes
  No

If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

**7. Signature and declaration**

**I certify that the above companies seek amalgamation and the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.**

**Signed by proposed director or authorised person of the amalgamated company**

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person      Date:

---

**8. Lodged by**

Name:    Address:	<b>Other contact details:</b>
	Telephone:  Email (optional):

**9. Checklist**

Section 232(a)-(e) of the Companies Act provides that the following must accompany this form:

- (a) the approved amalgamation proposal;
- (b) any certificates required under section 230(2) or section 231(5);
- (c) a certificate signed by the board of each amalgamating company stating that the amalgamation has been approved in accordance with this Act and the constitution of the company;
- (d) if the amalgamated company is a new company or the amalgamation proposal provides for a change of the name of the amalgamated company, a copy of the notice reserving the name of the company;
- (e) a certificate signed by the board, or proposed board, of the amalgamated company stating that, where the proportion of the claims of creditors of the amalgamated company in relation to the value of the assets of the company is greater than the proportion of the claims of creditors of an amalgamating company in relation to the value of the assets of that amalgamating company, no creditor will be prejudiced by that fact.

In addition, please include the prescribed fee of TOP\$80 plus 15% consumption tax - Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

**Business Registries Office, Kingdom of Tonga****Form 14A | Consent and certificate of director of amalgamated or proposed company***Section 232(f) Companies Act 1995***Notes**

This form is not required to be sent to the Registrar of Companies, but must be held in the company's records and be produced if requested by the Registrar.

The information on this form must be either typewritten or printed legibly.

If there is more than one director each new director must complete a separate consent and certificate using Form 14.

**Company name****Company number**

If the name of the amalgamated company is the same as that of an existing company, provide the existing company's name and number. If the amalgamated company will have a new company name, provide the proposed name and name reservation number.

**Director's details**

First name(s):
Surname:
Residential address:
Nationality:
Gender:

I consent to act as a director of the above amalgamated company and certify that I am not disqualified from being appointed, or holding office as, a director of a company.

Signature: .....

Date:

/	/
---	---

## Business Registries Office, Kingdom of Tonga

### Form 14B | Court ordered amalgamation proposal

Section 246, Companies Act 1995

#### Note

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly.

### 1. Names and registration numbers of companies participating in amalgamation

Name of company

Registration number

*Note | If there are more than four companies participating in the amalgamation please attach a separate sheet containing the information set out in the prescribed format for all such companies. All names should be in BLOCK letter format.*

### 2. Name of amalgamated company

**Name of company**

**Name reservation number, if applicable**


*Provide if available or attach a name reservation form.*

*Note: where the amalgamated company is a new company or has a new name, this Form must be accompanied by a name reservation or must supply the name reservation number from a previously filed name reservation.*

### 3. Date of amalgamation (if applicable)

*Note: when applicable insert the effective date upon which the amalgamation is to become effective under the amalgamation proposal. The date must be the date this form is submitted to the Registrar or a later date. Where no date is specified or if the date specified is earlier than the date of submission of this Form to the Registrar, the date the amalgamation is effective will be the date the application for amalgamation was received by the Registrar.*

### 4. Addresses for the amalgamated company

#### Address of registered office

This must be a physical address in Tonga and must not be a PO Box or Private Bag address.

  
 Island group:
 

#### Address for service

This must be a physical address in Tonga and must not be a PO Box or Private Bag address

  
 Island group:
 

#### Address for communication

Postal address to which communications from the Registrar may be sent

 Postal address:
   
 Island group:

Email address (optional):
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## 5. Directors

The following persons are the directors of the amalgamated company. The Applicant attests that all of the following named directors have consented to act in that capacity.

*Note | If there are more than four directors please attach a separate sheet containing the information set out in the prescribed format. All names should be in BLOCK letter format.*

Full legal name:	Nationality:

## 6. Shareholders

The following persons are the shareholders of the amalgamated company. The Applicant attests that the person(s) shown as shareholder(s) has consented to act in this capacity.

### Instructions for completing shareholder information

1. If there are more than three shareholders please attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letter format.
2. If the shareholder is a natural person, provide their first name followed by their surname. If the shareholder is a registered entity (such as another company) provide the entity name and registration number.
3. If the shareholder is a natural person, provide their residential address. No address information is required if the shareholder is a registered entity.
4. If shares are jointly held, provide the particulars of each shareholder within a single box below.

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):

Number of shares:          Name(s) of shareholder(s):	Registration number (if a registered entity):          Gender (if a natural person):
---	--

**Total number of shares:**

Is there more than one class of shares for this company?       Yes    No

If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

**7. Signature and declaration**

**I certify that the above companies seek amalgamation and the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.**

**Signed by proposed director or authorised person of the amalgamated company**

Name:       Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:    Director or    Authorised person      Date:

**8. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
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Email (optional):
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**9. Checklist**

- A certified copy of the court order must accompany this form.
- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this form. Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 15 | Request to remove company from the register

Section 327(1)(d) Companies Act 1995

**Note**

The information on this form must be either typewritten or printed legibly.

Place barcode here

**Company name**

**Company number**

#### 1. Details of request

I, .....  
..... being –

- a shareholder authorised by special resolution of the above company to make this application, **or**
- a director authorised by the board of the above-named company to make this application, **or**
- a person required or permitted by the constitution to make this application, request that the above company be removed from the register.

The grounds on which this request is made are —

- The company has ceased to carry on business, has discharged in full its liabilities to all its known creditors, and has distributed its surplus assets in accordance with its constitution and the Companies Act 1995; **or**
- The company has no surplus assets after paying its debts in full or in part, and no creditor has applied to the Court under section 250 of the Companies Act 1995 for an order putting the company into liquidation.

**2. Signed by director or authorised person**Name: 

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*Designation:  Director or  Authorised person      Date:  /  / **3. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
Email (optional):

**4. Checklist**

The following documents accompany this request –

- A written notice from the Commissioner for Revenue Services stating that the Commissioner has no objection to the company being removed from the register.
- A copy of the special resolution of shareholders under section 327(1)(d)(i) of the Companies Act 1995. \*
- \* Delete if not applicable.*
- A copy of the public notice required under section 329(2) Companies Act 1995 that reflects the date of its publication.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road,  
Nuku'alofa

**Business Registries Office, Kingdom of Tonga****Form 16 | Board certificate concerning consideration for shares***Section 51(5), Companies Act 1997***Notes**

The information on this form must be either typewritten or printed legibly in BLOCK letters.

Place barcode here

**Company name****Company number****1. Board Certificate concerning consideration paid for issuance of shares**

Section 51 (1)-(2) of the Companies Act provides:

- (1) Before the board of a company issues shares under section.46 or section 48, the board shall –
  - (a) decide the consideration for which the shares will be issued and the terms on which they will be issued;
  - (b) if the shares are to be, issued other than for cash, determine the reasonable present cash value of the consideration or the issue;
  - (c) resolve that, in its opinion, the consideration for and terms of the issue are fair and reasonable to the company and to all existing shareholders; and
  - (d) if the shares are to be issued other than for cash, resolve that, in its opinion, the present cash value of the consideration to be provided for the issue of the shares is not less than the amount to be credited for the issue of the shares.
  
- (2) The directors who vote in favour of a resolution required by subsection (1) shall sign a certificate -
  - (a) stating the consideration for, and the terms of, the issue;
  - (b) describing the consideration in sufficient detail to identify it;

- (c) where a present cash value has been determined in accordance with subsection (1)(b), stating that value and the basis for assessing it;
- (d) stating that, in their opinion, the consideration for and terms of issue are fair and reasonable to the company and to all existing shareholders; and
- (e) if the shares are to be issued other than for cash stating that, in their opinion, the present cash value of the consideration to be provided for the issue of the shares is not less than the amount to be credited for the issue of the shares.

If the company intends to issue shares under Section 46 or 48, attach the applicable Board Certificate to this form that sets forth the particulars as required above.

**2. Date Board Certificate was completed**

/	/
---	---

**3. Signed by director or authorised person**

I certify that the information in this form is true and correct

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person

Date:

**4. Lodged by**

Name:	
Address:	

**Other contact details:**

Telephone:

Email (optional):

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

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**Business Registries Office, Kingdom of Tonga****Form 16A | Board certificate concerning options and convertibles***Section 53(3), Companies Act 1997***Notes**

The information on this form must be either typewritten or printed legibly in BLOCK letters.

Place barcode here

**Company name****Company number****1. Board Certificate concerning consideration paid for issuance of shares**

Section 53(1)(2) of the Companies Act provides:

- (1) Before the board of a company issues any securities that are convertible into shares in the company or any options to acquire, shares in the company, the board shall –
  - (a) decide the consideration for which the convertible securities or options, and, in either case, the shares will be issued and the terms on which they will be issued;
  - (b) if the shares are to be issued other than for cash, determine the reasonable present cash value of the consideration for the issue;
  - (c) resolve that, in its opinion, the consideration for and terms of the issue of the convertible securities or options, and, in either case, the shares are fair and reasonable to the company and to all existing shareholders; and
  - (d) if the shares are to be issued other than for cash, resolve that, in its opinion, the present cash value of the consideration to be provided is not less than the amount to be credited for the issue of the shares.
- (2) The directors who vote in favour of a resolution required by subsection (1) shall sign a certificate –
  - (a) stating the consideration for, and the terms of, the issue of the convertible securities or options, and, in either case, the shares;
  - (b) describing the consideration in sufficient detail to identify it;

- (c) where a present cash value has been determined in accordance with subsection (1)(b), stating that value and the basis for assessing it;
- (d) stating that, in their opinion, the consideration for and terms of issue of the convertible securities or options, and, in either case, the shares are fair and reasonable to the company and to all existing shareholders; and
- (e) if the shares are to be issued other than for cash, stating that, in their opinion, the present cash value of the consideration to be provided is not less than the amount to be credited for the issue of the shares.

If the company intends to issues any securities that are convertible into shares in the company or any options to acquire, shares in the company, attach the applicable Board Certificate to this form that sets forth the particulars as required above, including the date the Board Certificate was completed.

**2. Signed by director or authorised person**

I certify that the information in this form is true and correct

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person Date:

**3. Lodged by**

<p>Name: <input style="width: 450px; height: 40px;" type="text"/></p> <p>Address: <input style="width: 450px; height: 40px;" type="text"/></p>	<p><b>Other contact details:</b></p> <p>Telephone: <input style="width: 300px; height: 25px;" type="text"/></p> <p>Email (optional): <input style="width: 300px; height: 25px;" type="text"/></p>
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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 17 | Application for registration of overseas company on the Tongan register

Section 345(1) Companies Act 1995

Place barcode here

#### Notes

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format. The information on this form must be either typewritten or printed legibly.

**Overseas company name\***

**Name reservation number**

\* The notice reserving the proposed name of the company (Form 2) must be attached to this application.

#### 1. Country in which company incorporated

**Date on which company has commenced carrying on business in Tonga**

 /  / 

#### 2. Addresses

**Address of place of business or principal place of business of overseas company**

This must be a physical address in Tonga and must not be a PO Box or Private Bag address. If the overseas company has more than one place of business in Tonga please provide the address for the principal place of business.

Island group:

**Address for communication**

Postal address in Tonga to which communications from the Registrar may be sent.

Postal address:
Island group:
Email address (optional):

**3. Person(s) authorised to accept service in Tonga of documents on behalf of the company**

The following person resident (or entity incorporated) in Tonga is authorised to accept service in Tonga of documents on behalf of the company.

*Note* | If more than one person is authorised to accept service in Tonga provide information about each such person on a separate sheet attached to this application.

Full name: *
Address: <i>This must be an address in Tonga</i>
Island group:

*\* In the case of a natural person please give first name(s) followed by surname in BLOCK letters.*

**4. Directors**

The following persons are the directors of the proposed company.

*Note* | If there are more than three directors please attach a separate sheet containing the information set out in the prescribed format.

Full legal name:	Nationality:
------------------	--------------

Full legal name:	Nationality:
------------------	--------------

Full legal name:	Nationality:
------------------	--------------

*\* Please give name(s) in BLOCK letters.*

**5. Signed by director or authorised person**

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person      Date:  /  /

**6. Lodged by**

Name:	<b>Other contact details:</b>
Address:	
Telephone: <input style="width: 350px; height: 25px;" type="text"/>	
Email (optional): <input style="width: 350px; height: 25px;" type="text"/>	

**7. Checklist**

The following must accompany this form:

- The notice of name reservation form or registration number of a previously filed name reservation.
- A certified copy of the certificate of incorporation of the company or any other document that evidences its incorporation.

- A copy of the instrument constituting or defining the constitution of the company.  
*Note | If this document is not in English or Tongan include a translation of the document, certified in accordance with the Companies Regulations 1999.*
- The prescribed fee of TOP\$800 plus 15% consumption tax must accompany this form. Please make cheques payable to 'Registrar of Companies'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 18| Annual return of overseas company

Section 349(1) Companies Act 1995

#### Notes

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

**Overseas company name**

**Company number in Tonga**

#### 1. Date of annual return

The information on the Tongan register in respect of the above named company is correct at the date

Note: if information on the Tongan company registry is not accurate then the company must submit a change filing that contains the updated information.

#### 2. Signed by director or authorised person

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person Date:

#### 3. Lodged by

Name:  
  
  
  
Address:

**Other contact details:**

Telephone:

Email (optional):

#### 4. Checklist

The following must accompany this form:

- The prescribed fee of TOP\$270 plus 15% consumption tax. Please make cheques payable to '*Registrar of Companies*'.

---

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 19 | Notice of change of principal place of business of overseas company

Section 343(4) Companies Act 1995

#### Notes

The information on this form must be either typewritten or printed legibly.

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

<p><b>For office use only</b>.....</p> <p>Document number</p> <p><i>Place barcode here</i></p>
---

**Company name**

**Company number in Tonga**

### 1. Address of place of business or principal place of business in Tonga

*Note | If the overseas company has more than one place of business in Tonga please provide the address for the principal place of business.*

This must be a physical address in Tonga and must not be a PO Box or Private Bag address.

Island group:

### 2. Signed by director or authorised person

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person      Date:

**3. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
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Email (optional):
-------------------

**4. Checklist**

The following must accompany this notice –

- The prescribed fee of TOP\$160 plus 15% consumption tax must accompany this form.  
Please make cheques payable to '*Registrar of Companies*'.

---

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote  
Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 20 | Notice of alteration to constitution of overseas company

Section 348(1) Companies Act 1995

#### Notes

The information on this form must be either typewritten or printed legibly.

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

**For office use only**

Document number

*Place barcode here*

**Company name**

**Company number in Tonga**

#### 1. Details of alteration

The instrument constituting or defining the constitution of the above named company was altered on:

/ /

and a copy of the document by which the alteration was made is attached.

#### 2. Signed by director or authorised person

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person

Date: 

/ /

---

### 3. Lodged by

Name:
Address:

**Other contact details:**

Telephone:
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Email (optional):
-------------------

### 4. Checklist

The following must accompany this notice –

- A copy of the document altering the constitution of the company.  
*Note | If this document is not in English or Tongan, include a translation of the document, certified in accordance with the Companies Regulations 1999.*
  
- The prescribed fee of TOP\$160 plus 15% consumption tax must accompany this form. Please make cheques payable to 'Registrar of Companies'.

---

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 21 | Notice of change of name of overseas company

Section 343(5) Companies Act 1995

**Notes**

The information on this form must be either typewritten or printed legibly.

The application must be made by a person authorised under the constitution of the company, or by a director of a company with the approval of the board.

Place barcode here

**Present overseas company name**

**Company number in Tonga**

**1. Proposed overseas company name \***

*\* The notice reserving the proposed name of the company (Form 2) must be attached to this application.*

**Date of change of name in home jurisdiction**

/                      /

**2. Signed by director or authorised person**

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person

Date: 

/                      /

**3. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
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Email (optional):
-------------------

**4. Checklist**

The following must accompany this form:

- The notice of name reservation.
- The prescribed fee of TOP\$270 plus 15% consumption tax must accompany this form. Please make cheques payable to '*Registrar of Companies*'.

---

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 22 | Notice of change in directors of overseas company

Section 348(1) Companies Act 1995

#### Notes

For sections 1, 2, 3, and 4 below complete only the sections that apply.

In all cases complete section 5. **Particulars of directors.**

The information on this form must be either typewritten or printed legibly.

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

<p><b>For office use only</b></p> <p>Document number <input type="text"/></p> <p style="text-align: center;"><i>Place barcode here</i></p>
--

#### Company name

#### Company number in Tonga

### 1. Director(s) ceasing to hold office

If more than two directors have ceased to hold office please attach a sheet with the required information

Full legal name:	Nationality:
	Gender:
Full legal name:	Nationality:
	Gender:

Please provide information in **BLOCK** letter format

## 2. Appointment of new director(s)

If more than three directors have been appointed please attach a sheet with the required information

Full legal name:	Nationality:
	Gender:

Full legal name:	Nationality:
	Gender:

Full legal name:	Nationality:
	Gender:

*Please provide information in BLOCK letter format*

## 3. Change of current director's name

If an existing director has changed their name please provide the information below.

Director's new surname:

Former surname



First name(s):

Former first name(s)

#### 4. Change of current director's residential address

If an existing director has changed their residential address, please provide the following information

Name of director

New residential address:

Former residential address:



#### 5. Particulars of the now-current directors

Set out below are the names and residential addresses of the directors of the above-named company at the date on which this notice is signed. *Note / If there are more than five directors please attach a separate sheet containing the information set out in the prescribed format.*

Full legal name:	Nationality:
Full legal name:	Nationality:
Full legal name:	Nationality:

Full legal name:	Nationality:
Full legal name:	Nationality:

Please provide information in BLOCK letter format

**6. Signed by director or authorised person**

Name:  Signature: .....

(Please give first name(s) followed by surname in BLOCK letters)

Designation:  Director or  Authorised person Date:  /  /

**7. Lodged by**

Name:          Address:	<b>Other contact details:</b>
	Telephone: <input type="text"/>  Email (optional): <input type="text"/>

**8. Checklist**

The following must accompany this notice –

- The prescribed fee of TOP\$160 plus 15% consumption tax must accompany this form. Please make cheques payable to 'Registrar of Companies'.

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa.

## Business Registries Office, Kingdom of Tonga

### Form 23 | Notice of change in persons authorised to accept service for overseas company

*Section 348(1) Companies Act 1995*

#### Notes

For sections 1 and 2 below complete only the sections that apply. In all cases complete section 3 **Particulars of persons authorised to accept service.**

The information on this form must be either typewritten or printed legibly.

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

<b>For office use only</b>	
Document number	<input type="text"/>
<i>Place barcode here</i>	

#### Company name

#### Company number in Tonga

Set out below are the particulars of changes in the persons authorised to accept service in Tonga of documents on behalf of the company since –

- The date on which the company was registered under Part XVIII of the Companies Act 1995, or
- The date of the last notice under section 348(1)(c) of the Companies Act 1995, whichever is the latter.

#### 1. Person ceasing to have authority to accept service

The following person resident (or entity incorporated) in Tonga is no longer authorised to accept service in Tonga of documents on behalf of the company from the date their authorisation ceased.

Full name if an individual: *
Name and registration number if an incorporated entity:
Address:
Island group:

*Please provide the information in BLOCK letters*

Date authorisation ceased:

## 2. Appointment of person having authority to accept service

The following person resident (or entity incorporated) in Tonga is authorised to accept service in Tonga of documents on behalf of the company from the date of their appointment.

Full name if an individual: *
Name and registration number if an incorporated entity:
Address: <i>This must be an address in Tonga</i>
Island group:

*Please provide the information in BLOCK letters*

Date of appointment:

## 3. Particulars of persons authorised to accept service

Set out below are the names and addresses of the person(s) resident (or entities incorporated) in Tonga who are authorised to accept service in Tonga of documents on behalf of the company at the date on which this notice is given.

*Note | If there are more than three authorised persons please attach a separate sheet containing the information set out in the prescribed format.*

Full legal name if an individual:
Name and registration number if an incorporated entity in Tonga:
Island group:



## 6. Checklist

The following must accompany this notice –

- The prescribed fee of TOP\$160 plus 15% consumption tax must accompany this form. Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 23A | Notice of change of address for communication

**Notes**

The information on this form must be either typewritten or printed legibly.

There is **no fee** for filing this form.

Place barcode here

**Company name**

**Company number in Tonga**

#### 1. Address for communication

Postal address to which communications from the Registrar may be sent

Postal address:

Island group:

Email address (optional):

#### 2. Signed by director or authorised person

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person

Date: 

/ /

#### 3. Lodged by

Name:

  
  
  
  

Address:

**Other contact details:**

Telephone:

Email (optional):

---

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road,  
Nuku'alofa

# Business Registries Office, Kingdom of Tonga

## Form 24| Notice by overseas company of intention to cease to carry on business

Section 350(1)(b) Companies Act 1995

### Notes

The information on this form must be either typewritten or printed legibly.

This notice must not be given earlier than 3 months after public notice of the intention of an overseas company to cease to carry on business in Tonga.

Place barcode here

**Overseas company name**

**Company number**

### 1. Date to cease to carry on business

The above named company will cease to carry on business in Tonga on:

/ /

Public notice under section 350(1)(a) of the Companies Act 1995 of the intention of the abovenamed company to cease to carry on business in Tonga was given on:

/ /

### 2. Signed by director or authorised person

Name:

Signature:.....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person

Date:

---

### 3. Lodged by

Name:  Address:	<b>Other contact details:</b>
	Telephone:  Email (optional):

### 4. Checklist

The following must accompany this form:

- A copy of the public notice required under section 350(1)(a) of the Companies Act 1995 of the intention to cease to carry on business in Tonga.
- The prescribed fee of TOP\$160 plus 15% consumption tax must accompany this form. Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa



### 3. Checklist

The following must accompany this form:

- A copy of the special resolution approving the making of this application.
- A copy of the public notice required under section 362 of the Companies Act 1995 and particulars of its publication.
- A statutory declaration by a director of the company that –
  - (a) the company is not in liquidation and, to the best of his knowledge, an application under section 250 of the Companies Act 1995 has not been made to put the company into liquidation;
  - (b) no receiver or manager has been appointed in relation to any of the property of the company;
  - (c) the company has not entered into a compromise with its creditors or a class of creditors under Part XIV of the Companies Act 1995, and that no such compromise has been proposed in relation to the property of the company;
  - (d) the Court has not approved a compromise under Part XV of the Companies Act 1995 in relation to the company and, to the best of his knowledge, an application to the Court to approve such a compromise has not been made; and
  - (e) the company would, immediately before it is removed from the register, satisfy the solvency test.
- Written notice from the Commissioner for Revenue Services stating that the Commissioner has no objection to the company being removed from the Tongan register.
- A statement declaring the new jurisdiction of incorporation of the company.
- Any other documents and/or information that the Registrar has indicated he requires.
- The prescribed fee of TOP\$160 plus 15% consumption tax must accompany this form. Please make cheques payable to 'Registrar of Companies'.

*Note / If any document referred to in the above checklist is not in English or Tongan, a translation of the document certified in accordance with the Companies Regulations 1999.*

---

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road,  
Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 26 | Application for registration of an overseas company as a Tonga company

Section 354 Companies Act 1995

**Note**

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

Place barcode here

**Name of proposed company**

**Name reservation number**

### 1. Addresses

**Address of registered office**

This must be a physical address in Tonga and must not be a PO Box or Private Bag address.

Island group:

**Address for service**

This must be a physical address in Tonga and must not be a PO Box or Private Bag address

Island group:

**Address for communication**

Postal address to which communications from the Registrar may be sent

Postal address:

Island group:

Email address (optional):

## 2. Directors

The following persons are the directors of the proposed company. All of the following named directors have consented to

act in that capacity. *Note / If there are more than three directors please attach a separate sheet containing the information set out in the prescribed format*

Full legal name:	Nationality:
Full legal name:	Nationality:
Full legal name:	Nationality:

## 3. Shareholders

The following persons are the shareholders of the proposed company. The Applicant attests that the person(s) shown as shareholder(s) has consented to act in this capacity.

### Instructions for completing shareholder information

1. If there are more than three shareholders please attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letter format.
2. If the shareholder is a natural person, provide their first name followed by their surname. If the shareholder is a registered entity (such as another company) provide the entity name and registration number.
3. If the shareholder is a natural person, provide their residential address. No address information is required if the shareholder is a registered entity.
4. If shares are jointly held, provide the particulars of each shareholder within a single box below.

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):

**Total number of shares:**

Is there more than one class of shares for this company?

Yes  No

If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

**4. Applicant(s)**

*Where there is more than one applicant, each must provide their full legal name and postal address.*

Full legal name of applicant*:	
Postal address of applicant:	Signature: .....
	Date: ...../...../.....

Full legal name of applicant*:	
Postal address of applicant:	Signature: .....
	Date: ...../...../.....

*\* In the case of a natural person, please give first name(s) followed by surname in BLOCK letters.*

**5. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
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Email (optional):
-------------------

**6. Checklist**

The notice of name reservation or its reservation number if already on file.

- A certified copy of its certificate of incorporation or other similar document that evidences its incorporation.
- A certified copy of the documents defining its constitution.
- Evidence acceptable to the Registrar that the company is not prevented from being registered as a company under this Act by either section 355 or section 356.
- The documents and information that are required to register a company under Part II.
- Any other documents and information the Registrar may require.
- The prescribed fee of TOP\$400 plus 15% consumption tax must accompany this form.  
Please make cheques payable to '*Registrar of Companies*'

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

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**Business Registries Office, Kingdom of Tonga****Form 27 | Notice of proposed compromise***Section 238(2), Companies Act 1997***Notes**

The information on this form must be either typewritten or printed legibly in BLOCK letters.

Place barcode here

**Company name****Company number****1. Notice of proposed compromise**

Section 238 of the Companies Act provides:

- (1) The proponent shall compile, in relation to each class of creditors of the company, a list of creditors known to the proponent who would be affected by the proposed compromise, setting out-
  - (a) the amount owing or estimated to be owing to each of them; and
  - (b) the number of votes which each of them is entitled to cast on a resolution approving the compromise.
- (2) The proponent shall give to each known creditor, the company and any receiver or liquidator, and deliver to the Registrar for registration –
  - (a) notice in accordance with the Fourth Schedule of the intention to hold a meeting of creditors, or any two or more classes of creditors, for the purpose of voting on the resolution;
  - (b) a statement -
    - i. containing the name and address of the proponent and the capacity in which the proponent is acting;
    - ii. containing the address and telephone number to which inquiries may be directed during normal business hours;
    - iii. setting out the terms of the proposed compromise and the reasons for it;
    - iv. setting out the reasonably foreseeable consequences for creditors of the company of the compromise being approved;



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**Business Registries Office, Kingdom of Tonga****Form 27A | Notice of vote on compromise***Section 239(4), Companies Act 1997***Notes**

The information on this form must be either typewritten or printed legibly in BLOCK letters.

Place barcode here

**Company name****Company number****1. Notice of vote on compromise**

Section 239 of the Companies Act provides:

- (1) A compromise, including any amendment proposed at the meeting, is approved by creditors, or a class of creditors, if, at a meeting of creditors or that class of creditors conducted in accordance with the Fourth Schedule, the compromise, including any amendment, is adopted in accordance with clause 5 of that Schedule.
- (2) A compromise, including any amendment, approved by creditors or a class of creditors of a company in accordance with this Part is binding on the company and on -
  - (a) all creditors; or
  - (b) if there is more than one class of creditors, on all creditors of that class, -  
to whom notice of the proposal was given under section 238.
- (3) If a resolution proposing a compromise, including any amendment; is put to the vote of more than one class of creditors, it is to be presumed, unless the contrary is expressly stated in the resolution, that the approval of the compromise, including any amendment, by each class is conditional on the approval of the compromise, including any amendment, by every other class voting on the resolution.
- (4) The proponent shall give written notice of the result of the voting to each known creditor, the company, any receiver or liquidator and the Registrar.

**2. Signed by director or authorised person**

I certify that the information in this form is true and correct

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  Authorised person

Date:  /  /

**3. Lodged by**

Name:

Address:

**Other contact details:**

Telephone:

Email (optional):

**4. Checklist**

The following must accompany this notice –

- All documents necessary to comply with the provisions of Section 239 of the Companies Act set out above.
- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this form. Please make cheques payable to 'Registrar of Companies'

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

**Business Registries Office, Kingdom of Tonga****Form 28 | Notice of appointment of liquidator***Section 264(2), Companies Act 1995***Note**

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly  
In BLOCK letters.

**Name of company****Registration number****1. Appointment of liquidator**

Section 264(1) and (2)(a)-(b) of the Companies Act provides:

- (1) Without limiting section 262, a liquidator has the other functions and duties specified in this Act.
- (2) Without limiting subsection (1), a liquidator shall -
  - (a) forthwith after being appointed or being notified of his appointment, give public notice of:
    - (i) the liquidator's appointment;
    - (ii) the date of the commencement of the liquidation; and
    - (iii) the address and telephone number to which, during normal business hours, inquiries may be directed by creditor or shareholder; and
  - (b) within 10 working days of being appointed or being notified of his appointment, deliver to the Registrar for registration a notice of the liquidator's appointment.

**2. Particulars of liquidator**

Attach a separate sheet with the following information concerning the liquidator:

- 1) The liquidator's full name. Initials are insufficient.
- 2) The liquidator's physical address which must be in Tonga.

- 3) A postal address for the liquidator.
- 4) The liquidator’s business phone number.
- 5) An email address for the liquidator is not mandatory but is extremely useful.

**3. Date of appointment**

/                      /
--------------------------

**4. Signed by liquidator**

I certify that the information in this form is true and correct and that I am not precluded from being appointed or acting as a liquidator under any applicable law.

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Date: 

/                      /
--------------------------

**5. Lodged by**

Name:	
Address:	

**Other contact details:**

Telephone:

Email (optional):

**6. Checklist**

The following must accompany this form:

- A separate sheet with the information called for above.
- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this notice - Please make cheques payable to ‘Registrar of Companies’.

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku’alofa

## Business Registries Office, Kingdom of Tonga

### Form 29 | Notice of board resolution concerning payment of debts

Section 264(2), Companies Act 1995

#### Note

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly  
In BLOCK letters.

**Name of company**

**Registration number**



#### 1. Appointment of liquidator

Section 252(8) of the Companies Act provides:

- (8) Nothing in this section applies to the liquidator of a company appointed pursuant to section 250(2)(a) or (b) if, within 20 working days before the appointment of the liquidator, the board of the company resolved that the company would, on the appointment of a liquidator under either section 250(2)(a) or (b), be able to pay its debts and a copy of the resolution is delivered to the Registrar for registration.

#### 2. Signed by director or authorised person

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:

Director or

Authorised person

Date

 /  /

**3. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
Email (optional):

**4. Checklist**

The following must accompany this form:

- A copy of the board resolution called for in Section 252 of the Companies Act.
- The prescribed fee of TOP\$80 plus 15% consumption tax must accompany this form - Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

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**Business Registries Office, Kingdom of Tonga****Form 30 | First report of liquidator***Section 264 Companies Act 1997***Notes**

The information on this form must be either typewritten or printed legibly in BLOCK letters.

Place barcode here

**Name of company****Company number****1. Particulars of report**

Section 264(2)(c)-(d) and (3) of the Companies Act provides:

- (2) Without limiting subsection (1), a liquidator shall -
  - (c) within the applicable period referred to in subsection (3) -
    - (i) prepare a list of every known creditor of the company; and
    - (ii) prepare and send to every known creditor, every shareholder and the Registrar for registration-
      - (A) a report containing a statement of the company's affairs, proposals for conducting the liquidation, and, if practicable, the estimated date of its completion; and
      - (B) a notice explaining the right of a creditor or shareholder to require the liquidator to call a meeting of creditors under section 323; and
  - (d) within 20 working days of the end of each period of 6 months following the commencement of the liquidation, prepare and send to every known

creditor and every shareholder, and send or deliver to the Registrar, a report -

- (i) on the conduct of the liquidator during the preceding 6 months; and
- (ii) of any further proposals which the liquidator has for completing the liquidation.

(3) For the purposes of subsection (2)(c), "applicable period" means -

- (a) in the case of a liquidator appointed under section 250(2)(a) or (b), 5 working days after the liquidator's appointment;
- (b) in the case of a liquidator appointed under section 250(2)(c), 25 working days after the liquidator's appointment; or
- (c) in either case, such longer period as the Court may allow.

**2. Attach a document to this form that contains the particulars as set forth above.**

**3. Signed by liquidator**

I certify that the information in this form and any document attached to this form is true and correct.

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Date:  / /

**4. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
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Email (optional):
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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote  
Road, Nuku'alofa

**Business Registries Office, Kingdom of Tonga****Form 31 | Periodic report of liquidator***Section 264 Companies Act 1997***Notes**

The information on this form must be either typewritten or printed legibly in BLOCK letters.

Place barcode here

**Name of company****Company number****1. Particulars of report**

Section 264(2)(c)-(d) and (3) of the Companies Act provides:

- (2) Without limiting subsection (1), a liquidator shall -
  - (c) within the applicable period referred to in subsection (3) -
    - (i) prepare a list of every known creditor of the company; and
    - (ii) prepare and send to every known creditor, every shareholder and the Registrar for registration-
      - (A) a report containing a statement of the company's affairs, proposals for conducting the liquidation, and, if practicable, the estimated date of its completion; and
      - (B) a notice explaining the right of a creditor or shareholder to require the liquidator to call a meeting of creditors under section 323; and
  - (d) within 20 working days of the end of each period of 6 months following the commencement of the liquidation, prepare and send to every known creditor and every shareholder, and send or deliver to the Registrar, a report -

- (i) on the conduct of the liquidator during the preceding 6 months; and
  - (ii) of any further proposals which the liquidator has for completing the liquidation.
- (3) For the purposes of subsection (2)(c), "applicable period" means -
- (a) in the case of a liquidator appointed under section 250(2)(a) or (b), 5 working days after the liquidator's appointment;
  - (b) in the case of a liquidator appointed under section 250(2)(c), 25 working days after the liquidator's appointment; or
  - (c) in either case, such longer period as the Court may allow.

**2. Attach a document to this form that contains the particulars as set forth above.**

**3. Signed by liquidator**

I certify that the information in this form and any document attached to this form is true and correct.

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Date:  /  /

**4. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
------------

Email (optional):
-------------------

**5. Checklist**

The following must accompany this form:

- A separate sheet with the information called for above.
  
- The prescribed fee of TOP\$40 plus 15% consumption tax - Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

**Business Registries Office, Kingdom of Tonga****Form 32 | Final report of liquidator***Section 266(1) Companies Act 1997*

Place barcode here

**Notes**

The information on this form must be either typewritten or printed legibly in BLOCK letters.

**Name of company****Company number****1. Particulars of report**

Section 266(1) of the Companies Act provides:

- (1) As soon as practicable after completing his duties in relation to the liquidation, the liquidator of a company shall –
- (a) prepare and send to every creditor whose claim has been admitted and every shareholder –
- (i) the final report and statement of realisation and distribution in respect of the liquidation; and
- (ii) a statement that –
- (A) all known assets have been disclaimed, or, realised, or distributed without realisation;
- (B) all proceeds of realisation have been distributed; and
- (C) the company is ready to be removed from the Tongan register; and
- (iii) a summary of the applicable grounds on which the creditor or shareholder may object to the removal of the company from the Tongan register under section 330;

- (b) send or deliver copies of the documents referred to in paragraph (a) to the Registrar for registration.

**2. Attach a document to this form that contains the particulars as set forth above.**

**3. Signed by liquidator**

I certify that the information in this form and any document attached to this form is true and correct.

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Date:

**4. Lodged by**

Name:  
  
  
  
  
  
  
  
  
  
Address:

**Other contact details:**

Telephone:

Email (optional):

**5. Checklist**

The following must accompany this form:

- A separate attachment with the information called for above.
- The prescribed fee of TOP\$80 plus 15% consumption tax - Please make cheques payable to 'Registrar of Companies'.

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

**Business Registries Office, Kingdom of Tonga****Form 33 | Notice of vacancy in office of liquidator***Section 292, Companies Act 1995***Note**

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly  
In BLOCK letters.

**Name of company****Registration number****1. Vacancy if the office of liquidator**

Section 292(1)-(6) of the Companies Act provides:

- (1) The office of liquidator becomes vacant if the person holding office resigns, dies, or becomes disqualified under section 289.
- (2) A person, other than the Official Liquidator, may resign from the office of liquidator by appointing another such person as his successor and sending or delivering notice in writing of the appointment of his successor to the Registrar for registration.
- (3) The Official Liquidator may resign from the office of liquidator by appointing a Deputy Official Liquidator as his successor.
- (4) With the approval of the Official Liquidator, a Deputy Official Liquidator may resign from the office of liquidator by appointing the Official Liquidator or another Deputy Official Liquidator as his successor.
- (5) The Court may, on the application of the company or a shareholder or other entitled person or a director, company secretary or creditor of the company, review the appointment of a successor to a liquidator and may appoint any person who could be appointed as liquidator under section 250(2)(a), (b) or (c), as the case may be, to be the liquidator of the company.
- (6) If, for any reason other than resignation, a vacancy occurs in the office of liquidator, written notice of the vacancy must forthwith be sent or delivered to the Registrar by the person vacating office or, if that person is unable to act, by his personal representative.

**2. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
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Email (optional):
-------------------

**3. Checklist**

The following must accompany this form:

- The prescribed fee of TOP\$40 plus 15% consumption tax - Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

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**Business Registries Office, Kingdom of Tonga****Form 34 | Notice of change of liquidator***Section 292, Companies Act 1995*

Place barcode here

**Note**

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly  
In BLOCK letters.

**Name of company****Registration number****1. Appointment of new liquidator**

Section 292 of the Companies Act provides for a change in liquidator under various circumstances.

**2. Particulars of new liquidator**

Attach a separate sheet with the following information concerning the new liquidator:

- 1) The liquidator's full name. Initials are insufficient.
- 2) The liquidator's physical address which must be in Tonga.
- 3) A postal address for the liquidator.
- 4) The liquidator's business phone number.
- 5) An email address for the liquidator is not mandatory but is extremely useful.

**3. Signed by new liquidator**

I certify that the information in this form is true and correct and that I am not precluded from being appointed or acting as a liquidator under any applicable law.

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Date:  /  /

**4. Lodged by**

Name:  
  
  
  
Address:

**Other contact details:**

Telephone:

Email (optional):

**5. Checklist**

- The following must accompany this form:
- A separate sheet with the information called for above.
  - The prescribed fee of TOP\$40 plus 15% consumption tax - Please make cheques payable to 'Registrar of Companies'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

**Business Registries Office, Kingdom of Tonga****Form 35 | Order to enforce liquidator's duties***Section 295, Companies Act 1995***Note**

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly  
In BLOCK letters.

**Name of company****Registration number****1. Court order concerning liquidator**

Section 295(3) and (4) of the Companies Act provides:

(3) If the Court is satisfied that there is, or has been, a failure to comply, the Court may -

(a) relieve the liquidator of the duty to comply wholly or in part; or

(b) without prejudice to any other remedy which may be available in relation to a breach of duty by the liquidator, order the liquidator to comply to the extent specified in the order.

(4) The Court may, in relation to a person who fails to comply with an order made under subsection (3), or is or becomes disqualified under section 289 to become or remain a liquidator

(a) remove the liquidator from office; or

(b) order that the person may be appointed and act, or may continue to act, as liquidator, notwithstanding the provisions of section 289.

**3. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
------------

Email (optional):
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**4. Checklist**

The following must accompany this form:

- A copy of the court order referenced above.
- The prescribed fee of TOP\$40 plus 15% consumption tax - Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

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**Business Registries Office, Kingdom of Tonga****Form 36 | Notice of objection to removal from register***Section 330(1), Companies Act 1995***Note**

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly  
In BLOCK letters.

**Name of company****Registration number****1. Objection to removal from register**

Section 330(1) of the Companies Act provides:

- (1) Where a notice is given of an intention to remove a company from the Tongan register, any person may deliver to the Registrar, not later than the date specified in the notice, an objection to the removal on any of the following grounds:
  - (a) that there are not proper grounds for the removal;
  - (b) that the company is a party to legal proceedings;
  - (c) that the company is in receivership or liquidation or both;
  - (d) that the person objecting is a creditor or a shareholder or a person who has an undischarged claim against the company;
  - (e) that the person objecting believes that there exists, and intends to pursue, a right of action on behalf of the company under Part IX; or

(f) that, for any other reason, it would not be just or equitable to remove the company from the Tongan register.

## 2. Lodged by

Name:
Address:

### Other contact details:

Telephone:
Email (optional):

## 3. Checklist

The following must accompany this form:

- A document that sets out the basis of the objection to removal from the register.
- The prescribed fee of TOP\$80 plus 15% consumption tax - Please make cheques payable to '*Registrar of Companies*'.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

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**Business Registries Office, Kingdom of Tonga****Form 37 | Application for restoration to the register***Section 337(2), Companies Act 1995***Note**

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly  
In BLOCK letters.

**Name of company****Registration number****1. Application for restoration to the register**

Section 337(1)-(2) of the Companies Act provides:

- (1) Subject to this section, the Registrar shall, on the application of a person referred to in subsection (2), and may, on his own motion, restore a company that has been removed from the Tongan register to the register if he is satisfied that, at the time the company was removed from the register -
  - (a) there were not proper grounds for the removal;
  - (b) the company was a party to legal proceedings; or
  - (c) the company was in receivership or liquidation or both.
- (2) Any person who, at the time the company was removed from the Tongan register, was -
  - (a) a shareholder, director or company secretary, of the company;
  - (b) a creditor of the company; or
  - (c) a liquidator, or a receiver of the property, of the company,

may make an application under subsection (1).

**2. Attach to this form the following:**

- A. A document to that provides the justification for restoration of the company and indicates the role or status of the person (shareholder, director, creditor, liquidator, receiver, or any other aggrieved person) that is making the request.
- B. Any back due annual returns or other filings that are required in order to bring the company into compliance with law, together with all applicable filing fees and penalties, if any, may be required.

**3. Signed by applicant**

I certify that the information in this form and any document attached to this form is true and correct.

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Date:

**4. Lodged by**

Name:

  
  

Address:

**Other contact details:**

Telephone:

Email (optional):

**5. Checklist**

The following must accompany this form:

- A document that sets out the basis of the application to restore the company to the register.
- The prescribed fee of TOP\$599 plus 15% consumption tax - Please make cheques payable to 'Registrar of Companies'. Additional fees and/or penalties may apply if there are other outstanding filings due to complete the restoration.

Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa

## Business Registries Office, Kingdom of Tonga

### Form 38 | Objection to restoration to the register

*Section 337(4), Companies Act 1995*

#### Note

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly  
In BLOCK letters.

Place barcode here

#### Name of company

#### Registration number



#### 1. Application for restoration to the register

Section 337(4) of the Companies Act provides:

(4) The Registrar shall not restore a company to the Tongan register if the Registrar receives an objection to the restoration within the period stated in the notice.

#### 2. Attach to this form the following:

A document to that provides the justification for objecting to the restoration of the company and indicates the role or status of the person (shareholder, director, creditor, liquidator, receiver, or any other aggrieved person) that is making the request.

#### 3. Signed by applicant

I certify that the information in this form and any document attached to this form is true and correct.

Name:

Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Date:

**4. Lodged by**

Name:          Address:	<b>Other contact details:</b>  Telephone:   Email (optional):
---	--

**5. Checklist**

The following must accompany this form:

- A document that sets out the basis of the objection to restoration of the company to the register.

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Please deliver documents to: Ministry of Commerce, Tourism and Labour, Box 110 Salote Road, Nuku'alofa



**Business Registries Office**  
Ministry of Commerce, Tourism and Labour

## **CERTIFICATE OF INCORPORATION**

**[insert company name]**  
**[insert company number]**

This is to certify that [insert company name] was incorporated as a company under Part II of the Companies Act 1995 on [insert date].

[insert signature]

[insert stamp]

**Registrar of Companies**

Dated in Nuku'alofa this [insert date]



**Business Registries Office**  
Ministry of Commerce, Tourism and Labour

**CERTIFICATE OF INCORPORATION**

**[insert company name]**  
**[insert company number]**

This is to certify that [insert company name] was incorporated as an overseas company under Part 18 of the Companies Act 1995 on [insert date].

[insert signature]

[insert stamp]

**Registrar of Companies**

Dated in Nuku'alofa this [insert date]



**Business Registries Office**  
Ministry of Commerce, Tourism and Labour

## **CERTIFICATE OF INCORPORATION**

**[insert company name]**  
**[insert company number]**

This is to certify that [insert company name] was incorporated under Part II of the Companies Act 1995 on the [insert date] and changed its name to [insert company's new name] on the [insert date].

[insert signature]

[insert stamp]

**Registrar of Companies**

Dated in Nuku'alofa this [insert date]



**Business Registries Office**  
Ministry of Commerce, Tourism and Labour

**CERTIFICATE OF INCORPORATION**

**[insert company name]**  
**[insert company number]**

This is to certify that [insert company name] was incorporated under Part 18 of the Companies Act 1995 on the [insert date] and changed its name to [insert company's new name] on the [insert date].

[insert signature]

[insert stamp]

**Registrar of Companies**

Dated in Nuku'alofa this [insert date]



**Business Registries Office**  
Ministry of Commerce, Tourism and Labour

**CERTIFICATE OF REMOVAL**

This is to certify that [insert company name] was incorporated under Part II of the Companies Act 1995 on the [insert date] and is now removed from the register on the [insert date of removal].

[insert signature]

[insert stamp]

**Registrar of Companies**

Dated in Nuku'alofa this [insert date]



**Business Registries Office**  
Ministry of Commerce, Tourism and Labour

## **CERTIFICATE OF REMOVAL**

This is to certify that [insert company name] was incorporated as an overseas company under Part 18 of the Companies Act 1995 on the [insert date] and is now removed from the register on the [insert date of removal].

[insert signature]

[insert stamp]

**Registrar of Companies**

Dated in Nuku'alofa this [insert date]



**Business Registries Office**  
Ministry of Commerce, Tourism and Labour

## **CERTIFICATE OF RESTORATION**

(Section 339 Companies Act 1995)

[insert company name]

[insert company number]

On [insert restoration date] the above-named company was restored to the register of companies.

[insert signature]

[insert stamp]

**Registrar of Companies**

Dated in Nuku'alofa this [insert date]

#### 4 Second Schedule Amended

The Second Schedule of the Principal Regulations is deleted and the following is inserted in its place:

### SECOND SCHEDULE

#### FEES PAYABLE TO THE REGISTRAR OF COMPANIES

##### Part 1

Item	MATTER OF PROCEEDINGS	Fees (\$)
1.	For an application to register a company under section 16(1) of the Act via paper	400
	For an application to register a company under section 16(1) of the Act via on-line services	300
2.	For an application to reserve the name of a company under section 26(1) of the Act via paper	80
	For an application to reserve the name of a company under section 26(1) of the Act via on-line service	60
3.	For an application to change the name of a company under section 27(1) of the Act via paper	100
	For an application to change the name of a company under section 27(1) of the Act via on-line service	80
4.	For registration of a notice of alteration under section 36(2) of the Act via paper	80
	For registration of a notice of alteration under section 36(2) of the Act via on-line service	60
5.	For registration of a notice of revocation and adoption of a constitution under section 36(2) of the Act via paper	80
	For registration of a notice of revocation and adoption of a constitution under section 36(2) of the Act via on-line service	60
6.	For registration of an order altering a constitution under section 38(2) of the Act via paper	80
	For registration of an order altering a constitution under section 38(2) of the Act via on-line service	60
7.	For registration of a notice of the issue under section 47(1) of the Act of shares under section 45(b) or section 46 of the Act via paper	80
	For registration of a notice of the issue under section 47(1) of the Act of shares under section 45(b) or section 46 of the Act via on-line service	60

8.	For registration of a notice of approval for issue of shares under section 48(3) of the Act via paper	80
	For registration of a notice of approval for issue of shares under section 48(3) of the Act via on-line service	60
9.	For registration of a notice of the purchase or acquisition of shares under section 62(3) of the Act via paper	80
	For registration of a notice of the purchase or acquisition of shares under section 62(3) of the Act via on-line service	60
10.	For registration of a notice of the places where share registers are kept under section 88(3)(a) of the Act via paper	80
	For registration of a notice of the places where share registers are kept under section 88(3)(a) of the Act via paper	60
11.	For registration of a notice of change of registered office under S196(2) of the Act via paper	80
	For registration of a notice of change of registered office under S196(2) of the Act via on-line service	60
12.	For registration of a notice of the place where records are kept under S198(4) of the Act via paper	80
	For registration of a notice of the place where records are kept under S198(4) of the Act via on-line service	60
13.	For registration of a notice of change of address for service under S202(2) of the Act via paper	80
	For registration of a notice of change of address for service under S202(2) of the Act via on-line service	60
14.	For registration of a notice of the place where accounting records and accounts and returns are kept under section 204(2)(b) of the Act via paper	80
	For registration of a notice of the place where accounting records and accounts and returns are kept under section 204(2)(b) of the Act via on-line service	60
15.	For registration of a notice of the fact that the Registrar is entitled to appoint an auditor under section 205(b) of the Act via paper	80
	For registration of a notice of the fact that the Registrar is entitled to appoint an auditor under section 205(b) of the Act via on-line service	60
16.	For registration of an annual return under section 223(1) of the Act via paper	100
	For registration of an annual return under section 223(1) of the Act via on-line service	80
17.	For registration of documents to effect amalgamation under section 232 of the Act via paper	80

	For registration of documents to effect amalgamation under section 232 of the Act via on-line service	60
18.	For registration of the documents referred to in section 238(2) of the Act in relation to a proposed compromise via paper	80
	For registration of the documents referred to in section 238(2) of the Act in relation to a proposed compromise via on-line service	60
19.	For registration of a copy of resolution as to solvency under section 252(8) of the Act via paper	80
	For registration of a copy of resolution as to solvency under section 252(8) of the Act via on-line service	60
20.	For an application of notice of vote on compromise under section 239(4) of the Act via paper	80
	For an application of notice of vote on compromise under section 239(4) of the Act via on-line service	60
21.	For registration of a copy of an order terminating the liquidation of a company under section 259(5) of the Act via paper	80
	For registration of a copy of an order terminating the liquidation of a company under section 259(5) of the Act via on-line service	60
22.	For an application for Periodic report of liquidator under section 264 of the Act via paper	40
	For an application for Periodic report of liquidator under section 264 of the Act via on-line service	20
23.	For an application for notice of vacancy in office liquidator under section 292 of the Act via paper	40
	For an application for notice of vacancy in office liquidator under section 292 of the Act via on-line service	20
24.	For an application of notice of change of liquidator under section 292 of the Act via paper	40
	For an application of notice of change of liquidator under section 292 of the Act via on-line service	20
25.	For an application of order to enforce liquidator's duties under section 295 of the Act via paper	40
	For an application of order to enforce liquidator's duties under section 295 of the Act via on-line service	20
27.	For an application for the restoration of a company to the register under section 337(2) of the Act via paper	599
	For an application for the restoration of a company to the register under section 337(2) of the Act via on-line service	450
28.	For registration of a notice of the change of name of an overseas company under section 343(4) of the Act via paper	160

	For registration of a notice of the change of name of an overseas company under section 343(4) of the Act via on-line service	140
29.	For registration, of a notice of the principal place of business in Tonga of an overseas company under section 343(5) of the Act via paper	270
	For registration, of a notice of the principal place of business in Tonga of an overseas company under section 343(5) of the Act via on-line service	250
30.	For an application to register an overseas company under section 345(1) of the Act via paper	800
	For an application to register an overseas company under section 345(1) of the Act via on-line service	700
31.	For registration of a notice of an alteration to an instrument constituting or defining the constitution of an overseas company under section 348(1) of the Act via paper	160
	For registration of a notice of an alteration to an instrument constituting or defining the constitution of an overseas company under section 348(1) of the Act via on-line service	140
32.	For registration of a notice of a change of directors of an overseas company or of a change in the persons authorized to accept service in Tonga of documents on behalf of an overseas company, as the case may be under section 348(1) of the Act via paper	160
	For registration of a notice of a change of directors of an overseas company or of a change in the persons authorized to accept service in Tonga of documents on behalf of an overseas company, as the case may be under section 348(1) of the Act via on-line service	140
33.	For registration of an annual return by an overseas company under S349(1) of the Act via paper	270
	For registration of an annual return by an overseas company under S349(1) of the Act via on-line service	250
34.	For registration of a notice of the date on which an overseas company will cease to carry on business in Tonga under section 350(1)(b) of the Act via paper	160
	For registration of a notice of the date on which an overseas company will cease to carry on business in Tonga under section 350(1)(b) of the Act via on-line service	140
35.	For an application by an overseas company to register as a Company under the Act under section 354(1) of the Act via paper	800
	For an application by an overseas company to register as a Company under the Act under section 354(1) of the Act via on-line service	700

36.	For an application for registration of an overseas company as a Tongan company under section 354 of the Act via paper	400
	For an application for registration of an overseas company as a Tongan company under section 354 of the Act via on-line service	300
37.	For an application by a company for removal from the Tongan register under section 360 of the Act via paper	160
	For an application by a company for removal from the Tongan register under section 360 of the Act via on-line service	140
38.	For inspection under section 369(1) of the Act of any document that constitutes part of the Tongan Register or the overseas register via paper	13
	For inspection under section 369(1) of the Act of any document that constitutes part of the Tongan Register or the overseas register via on-line service	Free
39.	For a certificate of incorporation of a company via paper	80
	For a certificate of incorporation of a company via on-line service	Free
40.	For a certificate of registration of a company under the Act in accordance with the Tenth Schedule of the Companies Act 1995	Nil
41.	For certification of a copy of or extract from any document via paper	100
42.	For a copy of or extract from any document, in addition to any fee for certifying the same,- a) where a photocopy is made by a member of the public using a photocopy machine provided for public use, for each A4 sheet.	No charge
	b) where a photocopy is made by the Registrar, for each A4 sheet	No charge
43.	For an application for the registrar's approval or consent required under the Act of any regulations under the Act where no other fee is prescribed via paper	130
	For an application for the registrar's approval or consent required under the Act of any regulations under the Act where no other fee is prescribed via on-line service	110
44.	For registration of any other document with the Registrar	40
45.	For registration of a consolidated constitution under section 37(5) via paper	80
	For registration of a consolidated constitution under section 37(5) via on-line service	60
46.	For the registration of a share issue certificate under section 51(5) via paper	80
	For the registration of a share issue certificate under section 51(5) via on-line service	60

47.	For the registration of convertible issue certificate under section 53(3) via paper	80
	For the registration of convertible issue certificate under section 53(3) via on-line service	60
48.	For the registration of a Court Order under section 245(4) or 246(2) via paper	80
	For the registration of a Court Order under section 245(4) or 246(2) via on-line service	60
49.	For the registration of the notice of appointment of a liquidator under section 264(2)(b) via paper	80
	For the registration of the notice of appointment of a liquidator under section 264(2)(b) via on-line service	60
50.	For registration of liquidator's final report under section 266(1)(b) via paper	80
	For registration of liquidator's final report under section 266(1)(b) via on-line service	60
51.	For Filing an objection to the removal of a company from the register under section 330(1) via paper	80
	For Filing an objection to the removal of a company from the register under section 330(1) via on-line service	60

**Part 2**

<b>Additional Fees on failure to deliver documents within prescribed time (whether or not any other fee is payable and in addition to any other fee so payable)</b>		
52.	Where delivered not later than 25 working days after the time prescribed	25.00
53.	Where delivered more than 25 working days after the time prescribed	150.00

**Made at Nuku'alofa this 28 day of November 2014**

Lord Tu'ivakano

**Prime Minister**



