



Tonga

COMPANIES REGULATIONS 1999

GS 1B of 1999



COMPANIES REGULATIONS 1999

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COMPANIES REGULATIONS 1999

GS 1B of 1999

COMPANY ACT 1995

[1st April 1999]

IN EXERCISE of the powers conferred by section 376 and 399 of the Companies Act 1995, His Majesty in Council makes the following regulations.

1 Title and commencement

- (1) These regulations may be cited as the Companies Regulations 1999.
- (2) These regulations shall come into force on a day proclaimed by His Majesty in Council, and different provisions may be brought into force on different days.

2 Interpretation

- (1) In these regulations, unless the context otherwise requires, “**the Act**” means the Companies Act 1995.
- (2) Unless the context otherwise requires, words or expressions in these regulations have the same meaning as in the Act.

3 Office hours

The office of the Registrar shall be open to the public on every working day, during such hours as the Registrar of Companies fixes from time to time, either generally or in any particular case.

4 Forms

- (1) The forms set out in the First Schedule shall be used for the purposes of the Act, and the particulars contained therein are hereby prescribed as the particulars required under the Act.
- (2) Where a prescribed form continues on 2 or more pages the following heading shall appear at the top of each of those pages:

Name of
Company*/
Proposed
Company*

Company Number*/ Name
Reservation Number*

**Delete if not applicable*

5 Fees

The fees set out in Part 1 of the Second Schedule shall be payable to the Registrar in respect of the matters to which they relate.

6 Additional fees for failure to deliver documents to Registrar within prescribed time

- (1) Subject to subregulation (2), the amounts specified in Part II of the Second Schedule shall be payable by way of additional fees for failure to deliver a document to the Registrar within the time prescribed by the Act.
- (2) If any document is delivered to the Registrar not later than 25 working days after the time specified in the Act in respect of the document, and the Registrar is satisfied that the omission to deliver the document within the time limit was accidental or due to inadvertence, or that it is just and equitable to do so, he may remit wholly or partly the additional fee payable in respect of the late delivery of the document.

7 General requirements for documents

- (1) All documents prepared to be registered or to be delivered, sent, or forwarded to the Registrar shall —

- (a) be on international A4 size white or light pastel coloured paper of medium weight and good quality;
 - (b) be in English or Tongan;
 - (c) be legible and clearly typewritten or printed;
 - (d) have a binding margin at least 2.7 centimetres wide; and
 - (e) be fastened together in the top left hand corner with a sufficient paper fastener where there are more sheets than one.
- (2) Where a document is required to be signed, the signature must be an original signature and, immediately below it, the name of the signatory should be —
- (a) legibly typed, printed, or stamped; or
 - (b) legibly written in the style of printed matter.
- (3) Carbon copies shall not be received by the Registrar.
- (4) Except by special leave of the Registrar, granted upon such conditions as the Registrar thinks fit, no document shall be received by the Registrar which does not comply with this regulation.

8 Reservation of names

- (1) The reservation of the name of a company that is proposed to register or in respect of a proposed change of the name of an existing Company, as the case may be, does not give the applicant or any proposed or existing company in respect of which the application is made any proprietary right or interest in the name.
- (2) At the same time as the Registrar issues a notice reserving a name the Registrar must advise the applicant in writing that the reservation of name does not give the applicant or any proposed or existing company in respect of which the application is made any proprietary right or interest in the name.

9 Translation

- (1) A translation into English or Tongan of any document evidencing incorporation of a company, or an overseas company or of any instrument constituting or defining the instrument of a company or an overseas company, or any other document to be delivered to the Registrar for registration under the Act, shall be certified to be a correct translation by the person who made the translation —

- (a) if the translation is made outside Tonga, before a person having authority to administer an oath under the law of the country where the translation is made; or
 - (b) if the translation is made in Tonga, before a person authorised to administer an oath in Tonga.
- (2) For the purposes of this regulation, “certified” includes verification by the person who made the translation before any of the persons described in paragraphs (1)(a) and (1)(b) in the manner (if any) prescribed by the law of the country where the translation is made for the verification of documents.
- (3) The Registrar may permit translations which are not certified in accordance with the above requirements to be delivered to him upon such conditions as he thinks fit.

FIRST SCHEDULE**FORMS**

Regulation 4

- Form 1 - Application for registration of a Company
- Form 2 - Certificate of adequate liquidity
- Form 3 - Consent and certificate of director or directors and company secretary or company secretaries of proposed company
- Form 4 - Consent of shareholder or shareholders
- Form 5 - Application for reservation of company name
- Form 6 - Application to change name of company
- Form 7 - Notice of adoption or alteration of constitution
- Form 8 - Notice of issue of shares under section 45(b)/Section 46
- Form 9 - Notice of approval for issue of shares under section 48(1)
- Form 10 - Notice of purchase or acquisition by company of own shares
- Form 11 - Consent and certificate of director or directors
- Form 12 - Notice of change of directors and particulars of directors
- Form 13 - Consent and certificate of company secretary or secretaries
- Form 14 - Notice of change of company secretaries and particulars of company secretaries
- Form 15 - Notice of change of registered office
- Form 16 - Notice of change of address, for service
- Form 17 - Annual return
- Form 18 - Consent and Certificate of director or directors and company secretary or company secretaries of amalgamated company or proposed company.
- Form 19 - Requests to remove company from register
- Form 20 - Notice of principal place of business of overseas company deemed to be registered under Companies Act 1995.
- Form 21 - Notice of change of name of overseas company
- Form 22 - Application for registration of overseas company on the overseas register

Form 23 - Notice of alteration to constitution of overseas company, change in directors, company secretaries or persons authorised, to accept service

Form 24 - Annual return of overseas Company

Form 25 - Notice by overseas company of intention to cease to carry on business

Form 26 - Application by overseas company to register as a company under Companies Act 1995

Form 27 - Application for removal from Tongan register

Form 28 - Application for reregistration of existing company

Form 29 - Certificate of adequate liquidity

From here on the pages have been scanned so there are very few mistakes. On page 25 “certify that” is not clear and on page 46 “[intert full name]” should be “insert”

FIRST SCHEDULE – continued

Form 1

Companies Act 1995
**APPLICATION FOR REGISTRATION
 OF A COMPANY**
(Section 16(1))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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.

Name of Proposed Company	<div style="border: 1px solid black; width: 100%; height: 60px;"></div>	Name Reservation Number
		<div style="border: 1px solid black; width: 100%; height: 25px;"></div>

Full name of Applicant* Postal Address	<div style="border: 1px solid black; width: 100%; height: 60px;"></div>	The full name and address of each applicant must be given.
---	---	--

Full name of Applicant* Postal Address	<div style="border: 1px solid black; width: 100%; height: 60px;"></div>
---	---

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

FIRST SCHEDULE—continued
Form 1—continued

Address of
Registered
Office

--

Address for
Service

--

Postal Address to which
Communications from the
Registrar may be sent

--

DIRECTORS

The following persons are the directors of the proposed company:

Name*	Residential Address

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

COMPANY SECRETARIES

The following persons are the company secretaries of the proposed company:

Name*	Residential Address

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

FIRST SCHEDULE—continued
Form 1—continued

SHAREHOLDERS

The following persons are the shareholders of the proposed company:

Name*	Address	Class of Shares	No of Shares

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

The following documents accompany this form:

1. The notice of name reservation.
2. A document certified by at least one applicant as the company's constitution.
3. A certificate signed by at least one applicant that on registration the company will have adequate liquidity. (Please use Form 2 for this purpose)
4. The consent and certificate of every director. (Please use Form 3 for this purpose.)
5. The consent and certificate of every company secretary. (Please use Form 3 for this purpose.)
6. The consent of every shareholder. (Please use Form 4 for this purpose.)
7. The written authority of the agent that signed the form of consent referred to in paragraph 4 above.*

*Delete if not applicable

Signature of Applicant _____

Name of Applicant _____

Date _____

Signature of Applicant _____

Name of Applicant _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 2

**Companies Act 1995
CERTIFICATE OF ADEQUATE LIQUIDITY
(Section 16(1)(h))**

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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.

Name of Proposed Company

Name Reservation Number

Applicant's Surname

First Name(s)

Residential Address

I certify that on registration the company will have adequate liquidity as required by the Companies Act 1995.

Signature _____

Name _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 3

Companies Act 1995
CONSENT AND CERTIFICATE OF DIRECTOR OR DIRECTORS AND COMPANY SECRETARY OR COMPANY SECRETARIES OF PROPOSED COMPANY
(Section 16(1))

Document Number

 (for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. If there is more than one director and company secretary, attach a separate sheet or sheets with the consent and certificate of the additional director or directors/company secretary of company secretaries set out in the prescribed format.

Name of Proposed Company Name Reservation Number

DIRECTOR

Director's Surname
 First Name(s)

Residential Address

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 _____
 Name _____
 Date _____

FIRST SCHEDULE—continued

Form 3—continued

COMPANY SECRETARY

Company Secretary's
Surname

First Name(s)

Residential Address

I consent to act as a company secretary of the above company and certify that I am qualified to be appointed, and hold office as, a company secretary of a company.

Signature _____

Name _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 4

Companies Act 1995
**CONSENT OF SHAREHOLDER OR
 SHAREHOLDERS**
(Section 16(1))

Document Number

 (for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. If there is more than one shareholder, attach a separate sheet or sheets with the consent of the additional shareholders set out in the prescribed format. Where the consent is signed by an agent, a copy of the instrument authorising the agent to sign must be attached to this form.

Name of Proposed Company Name Reservation Number

Name of Shareholder*	Address	Class of Shares	No of Shares

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

The person named above consents to being a shareholder in the proposed company and taking the class and number of shares specified.

Signature of Shareholder/Agent _____

Name of Shareholder/Agent _____

Date _____

Lodged by Reference
 Postal Address Telephone
 Facsimile

FIRST SCHEDULE—continued

Form 5

Companies Act 1995
APPLICATION FOR RESERVATION OF
COMPANY NAME
(Section 26(1))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

Full Name of Applicant*
Postal Address

Proposed Company Name (preferred choice)
Name Reservation
(for office use only)

Proposed Company Name (first alternative)

Proposed Company Name (second alternative)

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

Change of Name of Existing Company: If this application relates to a proposed change of name of an existing company, give the name and registered number of that company in the boxes below.

Company Number

Signature of Applicant _____
Name of Applicant _____
Date _____

FIRST SCHEDULE—continued

Form 5—continued

Lodged by	<input type="text"/>	Reference	<input type="text"/>
Postal Address		Telephone	<input type="text"/>
		Facsimile	<input type="text"/>

FIRST SCHEDULE—continued

Form 6

**Companies Act 1995
APPLICATION TO CHANGE NAME
OF COMPANY
(Section 27(1))**

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

Present Name of Company Company Number

Full Name of Applicant*
Postal Address

* *The application must be made by a person authorised under the constitution of the company or by a director or company secretary of the company with the approval of the board. Please give the applicant's surname in BLOCK letters followed by first name(s).*

Proposed Name of Company

The notice reserving the proposed name of the company is attached to this application.

Signature of Director/Company Secretary/Authorised Person _____
Name of Director/Company Secretary/Authorised Person _____
Date _____

Lodged by Reference
Postal Address Telephone
Facsimile

FIRST SCHEDULE—continued

Form 7

Companies Act 1995
**NOTICE OF ADOPTION OR ALTERATION
OF CONSTITUTION**
(Section 36(2))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

Company
Name

Company Number

The abovenamed company has –
(Place a tick in the appropriate box)

adopted a constitution

altered its constitution

The company adopted a constitution*/altered its constitution* on

Day

Month

Year

A copy of the constitution as adopted*/alteration to the constitution* is attached to this notice.

*Delete if not applicable

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 8

**Companies Act 1995
NOTICE OF ISSUE OF SHARES
UNDER SECTION 45(B)*/SECTION 46*
(Section 47(1))**

Document Number

(for office use only)

* Delete if not applicable

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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

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

Class of Shares	Number of Shares	Date of Issue

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 9

Companies Act 1995
NOTICE OF APPROVAL FOR ISSUE OF
SHARES UNDER SECTION 48(1)
(Section 48(3))

Document Number

 (for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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

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

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 10

Companies Act 1995
NOTICE OF PURCHASE OR ACQUISITION
BY COMPANY OF OWN SHARES
(Section 62(3))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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

Set out in the table below are the particulars of the purchase or acquisition by the abovenamed company of its own shares.

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)

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 11

Companies Act 1995
**CONSENT AND CERTIFICATE OF
 DIRECTOR OR DIRECTORS**
(Section 151)

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

If the consents and certificates of more than one director are to be given, attach a separate sheet or sheets with the consent and certificate of the additional director or directors set out in the prescribed format.

Company Name		Company Number	
-----------------	--	----------------	--

Director's Surname	
First Name(s)	
Residential Address	

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	_____
Name	_____
Date	_____

Lodged by		Reference	
Postal Address		Telephone	
		Facsimile	

FIRST SCHEDULE—continued

Form 12

Companies Act 1995
NOTICE OF CHANGE OF DIRECTORS
AND PARTICULARS OF DIRECTORS
(Section 158(1))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be hand written. 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

*** Director Ceasing To Hold Office**

Surname

First Name(s)

Residential Address

Date on which Director Ceased to Hold Office

Date on which Director Ceased to Hold Office.

Day

Month

Year

*Complete only if applicable

FIRST SCHEDULE—continued

Form 12—continued

***Appointment of New Director**

Director's Surname
First name(s)

Residential Address

Date of Appointment

Day			Month			Year	

*Complete only if applicable

In the case of the appointment of a new director, the consent and certificate of the new director must be attached to this form. (Please use Form 11 for this purpose).

***Change of Name or Residential Address of Director**

Director's Surname	<input style="width: 100%; height: 30px;" type="text"/>	Former Surname	<input style="width: 100%; height: 30px;" type="text"/>
--------------------	---	----------------	---

First Name(s)	<input style="width: 100%; height: 50px;" type="text"/>	Former First Name(s)*	<input style="width: 100%; height: 50px;" type="text"/>
---------------	---	-----------------------	---

Residential Address	<input style="width: 100%; height: 50px;" type="text"/>	Former Residential Address	<input style="width: 100%; height: 50px;" type="text"/>
---------------------	---	----------------------------	---

Date of Change

Day			Month			Year	

*Complete only if applicable

FIRST SCHEDULE—continued

Form 12—continued

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

Name*	Residential Address

Set out below are the names and residential addresses of the company secretaries of the abovenamed company at the date on which this notice is signed.

Name*	Residential Address

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

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 13

Companies Act 1995
**CONSENT AND CERTIFICATE OF COMPANY
 SECRETARY OR COMPANY SECRETARIES**
(Section 164)

Document Number

 (for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

If the consents and certificates of more than one company secretary are to be given, attach a separate sheet or sheets with the consent and certificate of the additional company secretary or secretaries set out in the prescribed format.

Company Name Company Number

Company Secretary's Surname
 First Name(s)

Residential Address

I consent to act as a company secretary of the above company and certify that I am qualified to be appointed, and hold office as, a company secretary of a company.

Signature _____
 Name _____
 Date _____

Lodged by Reference
 Postal Address Telephone
 Facsimile

FIRST SCHEDULE—continued

Form 14

Companies Act 1995
NOTICE OF CHANGE OF COMPANY
SECRETARIES AND PARTICULARS OF
COMPANY SECRETARIES
(Section 170(1))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be hand written. 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

*** Company Secretary Ceasing To Hold Office**

Surname

First Name(s)

Residential
Address

Date on which Company Secretary Ceased to Hold Office

Date on which Company Secretary
Ceased to Hold Office

Day

Month

Year

*Complete only if applicable

FIRST SCHEDULE—continued

Form 14—continued

***Appointment of New Company Secretary**

Company Secretaries' Surname

First name(s)

Residential Address

Date of Appointment

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Day	Month	Year	

*Complete only if applicable

In the case of the appointment of a new company secretary, the consent and certificate of the new company secretary must be attached to this form. *(Please use Form 13 for this purpose).*

***Change of Name or Residential Address of Company Secretary**

Company Secretary's Surname	<input type="text"/>	Former Surname	<input type="text"/>
-----------------------------	----------------------	----------------	----------------------

First Name(s)	<input type="text"/>	Former First Name(s)*	<input type="text"/>
---------------	----------------------	-----------------------	----------------------

Residential Address	<input type="text"/>	Former Residential Address	<input type="text"/>
---------------------	----------------------	----------------------------	----------------------

Date of Change

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Day	Month	Year	

*Complete only if applicable

FIRST SCHEDULE—continued

Form 14—continued

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

Name*	Residential Address

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

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

Name*	Residential Address

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

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by		Reference	
Postal Address		Telephone	
		Facsimile	

FIRST SCHEDULE—continued

Form 15

**Companies Act 1995
NOTICE OF CHANGE OF
REGISTERED OFFICE
(Section 196(2))**

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

Company
Name

Company Number

Note. Section 195(3) of the Companies Act 1995 provides that –

The description of the registered office shall –

- (a) state the address of the registered office; and
- (b) if the registered office is at the offices of any firm of accountants, law practitioners, or any other person, state –
 - (i) that the registered office of the company is at the offices of that firm or person; and
 - (ii) particulars of the location in any building of those offices; or
- (c) if the registered office is not at the offices of any such firm or person but is located in a building occupied by persons other than the company, state particulars of its location in the building.

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

--	--

Day

--	--

Month

--	--

Year

FIRST SCHEDULE—continued

Form 15—continued

Note. The date on which the change in registered office takes effect must be at least 5 working days after the date on which this notice is registered.

Postal Address to which
Communications from
the Registrar may be
sent

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 16

**Companies Act 1995
NOTICE OF CHANGE OF
ADDRESS FOR SERVICE
(Section 202(2))**

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

Company Name

Company Number

New Address for Service

Note. Section 201(2) of the Companies Act 1995 provides that the address for service may be the company's registered office or another place, but it shall not be at a post office.

Section 201(4) of the Companies Act 1995 provides that the description of the address for service must state that it is at the registered office of the company, or if it is at another place, must –

- (a) state the address of that place; and
- (b) if the address for service is at the offices of any firm of accountants, law practitioners, or any other person, state –
 - (i) that the address for service of the company is at the offices of that firm or person; and
 - (ii) particulars of the location in any building of those offices; or
- (c) if the address for service is not at the offices of any such firm or person, but is located in a building occupied by persons other than the company, state particulars of its location in the building.

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

--	--

Day

--	--

Month

--	--

Year

FIRST SCHEDULE—continued

Form 16—continued

Note. The date on which the change in address for service takes effect must be at least 5 working days after the date on which this notice is registered.

Postal Address to which
Communications from
the Registrar may be
sent

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 17

**Companies Act 1995
ANNUAL RETURN
(Section 223(1))**

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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

Address of Registered Office

Address for service (if same as registered office put "Same As Above")

Postal Address to which Communications from the Registrar may be sent (if same as registered office put "Same As Above")

Date of Annual Return

Day

Month

Year

FIRST SCHEDULE—continued**Form 17—continued****SHARE REGISTER**

To be completed if the share register is divided into 2 or more registers kept at different places.

Description of Part of Share Register	Address of Place Where Kept

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.

Description of Records	Address of Place Where Records Kept

FIRST SCHEDULE—continued

Form 17—continued

SHARES

Class of Share	Number of Shares Issued in Each Class	Value of Consideration for Each Share Issued	Number of Shares Issued for Cash	Number of Shares Issued Other Than For Cash	See note (i)	Amount Called on Each Share
TOTAL SHARES ISSUED		(i) Complete this column where the full consideration was not payable or required to be provided in respect of the issue of the share. Give the value of that part of the consideration paid or provided in respect of the issue of the share.				

Total amount (\$) of calls received*

Total amount (\$) of calls unpaid*

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

Total number of shares purchased or otherwise acquired*

The total number of shares redeemed*

*Write "NIL" if not applicable.

FIRST SCHEDULE—continued**Form 17—continued****DIRECTORS**

Name*	Residential Address

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

COMPANY SECRETARIES

Name*	Residential Address

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

FIRST SCHEDULE—continued**Form 17—continued****SHAREHOLDERS**

Names of Shareholders*	Address	Class of Shares	Number of Shares Held in Each Class

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

Indicate by placing a tick in the appropriate box if shares have been transferred by any shareholder since –

- (a) the date of the last annual return; or
- (b) in the case of the first annual return of a company registered under the Companies Act 1995, the date of registration; or
- (c) in the case of the first annual return of a company reregistered under the Tenth Schedule of the Companies Act 1995, the date of that return.

If a box has been ticked, set out the particulars of each transaction in the table below.

Name of Transferor*	Class of Share	Number of Shares	Date of Registration of Transfer

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

FIRST SCHEDULE—continued

Form 17—continued

**APPLICATION OF CLAUSE 7 OF THE NINTH SCHEDULE TO
THE COMPANIES ACT 1995**

Indicate by placing a tick in the appropriate box if clause 7 of the Ninth Schedule applied to the company since –

- (a) the date of the last annual return; or
- (b) in the case of the first annual return of a company registered under the Companies Act 1995, the date of registration; or
- (c) in the case of the first annual return of a company reregistered under the Tenth Schedule of the Companies Act 1995, since the date of that return.

RESOLUTION THAT NO AUDITOR BE APPOINTED

If the company has passed a resolution under section 205(2) of the Act that no auditor be appointed, set out below the text and date of the resolution or attach a copy of the resolution and state below the date of the resolution:

Text of resolution:

Date of resolution:

--	--

Day

--	--

Month

--	--

Year

FIRST SCHEDULE—continued

Form 17—continued

ANNUAL MEETING

Complete either (a) or (b) below.

- (a) Give below the date of the last annual meeting of the company held under the Companies Act 1995 or, if the company avoided the need for an annual meeting by doing everything required to be done at that meeting by passing a resolution under section 122 of that Act, the date on which the resolution was passed:

Day	Month	Year

- (b) Give below, in the case of a company reregistered under the Tenth Schedule of the Companies Act 1995 that has not been required to hold an annual meeting under that Act, the date of the last annual general meeting held under the Companies Act 1912 (Cap. 27).

Day	Month	Year

CERTIFICATION OF ADEQUATE LIQUIDITY

I certify, as Director/Company Secretary of the above company, that as at the date of this annual return, the company had adequate liquidity as required by the Companies Act 1995.

Signature of Director/Company Secretary _____

Name of Director/Company Secretary _____

Date _____

Lodged by		Reference	
Postal Address		Telephone	
		Facsimile	

FIRST SCHEDULE—continued

Form 18

Companies Act 1995

**CONSENT AND CERTIFICATE OF DIRECTOR
OR DIRECTORS AND COMPANY SECRETARY
OR COMPANY SECRETARIES OF AMALGAM-
ATED COMPANY OR PROPOSED COMPANY
(Section 232(f))**

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

If there is more than one director or company secretary, attach a separate sheet or sheets with the consent and certificate of the additional directors or secretaries set out in the prescribed format.

Name of
Amalgamated
Company*/
Proposed Company*

Company Number*/
Name Reservation
Number*

*Delete where not applicable

DIRECTORS

Director's Surname

First Name(s)

Residential Address

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

*Delete where not applicable

Signature _____

Name _____

Date _____

FIRST SCHEDULE—continued

Form 18—continued

COMPANY SECRETARIES

Company Secretaries' Surname

First Name(s)

Residential Address

I consent to act as a company secretary of the above amalgamated company*/ proposed company* and certify that I am qualified to be appointed, and hold office as, a company secretary of a company.

*Delete where not applicable

Signature _____
 Name _____
 Date _____

Lodged by	<input style="width: 300px; height: 100px;" type="text"/>	Reference	<input style="width: 120px; height: 25px;" type="text"/>
Postal Address		Telephone	<input style="width: 120px; height: 25px;" type="text"/>
		Facsimile	<input style="width: 120px; height: 25px;" type="text"/>

FIRST SCHEDULE—continued

Form 19

Companies Act 1995
REQUEST TO REMOVE COMPANY
FROM REGISTER
(Section 327(1)(d))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

Company
Name

Company Number

[Intert full name], being a shareholder authorised by special resolution of the abovenamed company to make this application*/a director or company secretary authorised by the board of the abovenamed company to make this application*/a person required or permitted by the constitution to make this application*, request that the abovenamed 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.

The following documents accompany this request:

1. Written notice from the Commissioner of Inland Revenue stating that the Commissioner has no objection to the company being removed from the register.
2. A copy of the special resolution of shareholders under section 327(1)(d)(i) of the Companies Act 1995*.

Signature of Shareholder*/Director*/Company Secretary*/Authorised Person*

Name of Shareholder*/Director*/Company Secretary*/Authorised Person*

_____ Date _____

*Delete if not applicable

FIRST SCHEDULE—continued

Form 19—continued

Lodged by	<input type="text"/>	Reference	<input type="text"/>
Postal Address		Telephone	<input type="text"/>
		Facsimile	<input type="text"/>

FIRST SCHEDULE—continued

Form 20

Companies Act 1995
NOTICE OF PRINCIPAL PLACE OF
BUSINESS OF OVERSEAS COMPANY
DEEMED TO BE REGISTERED UNDER
COMPANIES ACT 1995
(Section 343(4))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

Company Name Company Number

Country in which Company Incorporated

Address of Principal Place of Business in Tonga

Postal Address in Tonga to which Communications from the Registrar may be sent

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by Reference
Postal Address Telephone
Facsimile

FIRST SCHEDULE—continued

Form 21

**Companies Act 1995
NOTICE OF CHANGE OF NAME OF
OVERSEAS COMPANY
(Section 343(5))**

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

Registered Name
of Overseas
Company

Company Number

Country in which
Company
Incorporated

The abovenamed company has changed its name to:

New Name
of Company

Date of Change

--	--

Day

--	--

Month

--	--

Year

The notice reserving the name of the Company is attached to this notice.

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

FIRST SCHEDULE—continued

Form 22

Companies Act 1995
**APPLICATION FOR REGISTRATION OF
OVERSEAS COMPANY ON THE
OVERSEAS REGISTER**
(Section 345(1))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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

Name Reservation Number

Country in which Company Incorporated

Date on which company commenced carrying on business in Tonga:

Day

Month

Year

Postal Address in Tonga to which Communications from the Registrar may be sent

Set out in the box below the full address of the place of business in Tonga of the overseas company or, if the overseas company has more than one place of business in Tonga, the full address of its principal place of business in Tonga.

FIRST SCHEDULE—continued**Form 22—continued****DIRECTORS**

The following persons are the directors of the company at the date on which this application is signed.

Name*	Residential Address

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

COMPANY SECRETARIES

The following persons are the company secretaries of the company at the date on which this application is signed.

Name*	Residential Address

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

FIRST SCHEDULE—continued

Form 22—continued

PERSONS AUTHORISED TO ACCEPT SERVICE

The following person*/persons* resident*/incorporated* in Tonga is*/are* authorised to accept service in Tonga of documents on behalf of the company.

*Delete if not applicable

Name*	Residential Address

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

The following documents accompany this application:

1. A certified copy of the certificate of incorporation of the company*/ (Specify any other document that evidences its incorporation.)*
2. A copy of the instrument constituting or defining the constitution of the company.
3. If the documents referred to in 1 and 2 above are not in English or Tongan, a translation of the documents certified in accordance with these regulations.
4. The notice of name reservation.

*Delete if not applicable

Signed by or on behalf of the Overseas Company _____

Name of Signatory _____

Date _____

FIRST SCHEDULE—continued

Form 22—continued

Lodged by	<input type="text"/>	Reference	<input type="text"/>
Postal Address		Telephone	<input type="text"/>
		Facsimile	<input type="text"/>

FIRST SCHEDULE—continued

Form 23

Companies Act 1995

NOTICE OF ALTERATION TO CONSTITUTION OF OVERSEAS COMPANY, CHANGE OF BUSINESS ADDRESS, CHANGE IN DIRECTORS, COMPANY SECRETARIES OR PERSONS AUTHORISED TO ACCEPT SERVICE

(Section 348(1))

Document Number

[Empty box for Document Number]

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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

[Empty box for Company Name]

Company Number

[Empty box for Company Number]

Country in which Company Incorporated

[Empty box for Country in which Company Incorporated]

*ALTERATION TO CONSTITUTION OF OVERSEAS COMPANY

The instrument constituting#/defining the constitution of# the abovenamed company was altered on

[Empty box for Day]

Day

[Empty box for Month]

Month

[Empty box for Year]

Year

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

* Complete only if applicable

Delete if not applicable

FIRST SCHEDULE—continued

Form 23—continued

***CHANGE IN PARTICULARS OF DIRECTORS OR COMPANY SECRETARIES OF OVERSEAS COMPANY**

Set out below the particulars of changes in the directors of the overseas company since the date on which the company was registered under Part XVIII of the Companies Act 1995 or since the date of the last notice under section 348(1)(b) of that Act, whichever is later.

***Director Ceasing to Hold Office**

Surname

First Name(s)

Residential Address

Date on which Director Ceased to Hold Office

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Day		Month		Year	

***Appointment of New Director**

Director's Surname

First Name(s)

Residential Address

Date of Appointment

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Day		Month		Year	

*Complete only if applicable

FIRST SCHEDULE—continued
Form 23—continued

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

Name#	Residential Address

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

*Company Secretary Ceasing to Hold Office

Surname

First Name(s)

Residential Address

Date on which Company Secretary Ceased to Hold Office

--	--

Day

--	--

Month

--	--

Year

FIRST SCHEDULE—continued

Form 23—continued

*Appointment of New Company Secretary

Company Secretary's Surname
First Name(s)

Residential Address

Date of Appointment

Day		Month		Year	

Set out below are the names and residential addresses of the company secretaries of the abovenamed company at the date on which this notice is signed.

Name#	Residential Address

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

FIRST SCHEDULE—continued

Form 23—continued

***CHANGE IN PERSONS AUTHORISED TO ACCEPT SERVICE OF DOCUMENTS ON BEHALF OF OVERSEAS COMPANY**

Set out below 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 since the date of the last notice under section 348(1)(c) of that Act, whichever is later.

***Person Ceasing to have Authority to Accept Service**

Name#

Address

Date on which person ceased to have authority to accept office

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Day		Month		Year	

***appointment of Person Having Authority to Accept Service**

Name

Address

Date of Appointment

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Day		Month		Year	

*Complete only if applicable

FIRST SCHEDULE—continued

Form 23—continued

Set out below are the names and addresses of the person*/persons* resident*/incorporated* in Tonga who is*/are* authorised to accept service in Tonga of documents on behalf of the company at the date on which this notice is given.

*Delete if not applicable

Name #	Full Address

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

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by		Reference	
Postal Address		Telephone	
		Facsimile	

FIRST SCHEDULE—continued

Form 24

Companies Act 1995
ANNUAL RETURN OF OVERSEAS COMPANY
(Section 349(1))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

Company Name Company Number

Country in which Company Incorporated

The information on the overseas register in respect of the abovenamed company is correct at the date of this return.

Date of Return:
Day Month Year

Signature of Director/Company Secretary/Authorised Person _____
Name of Director/Company Secretary/Authorised Person _____
Date _____

Lodged by Reference
Postal Address Telephone
Facsimile

FIRST SCHEDULE—continued

Form 25

Companies Act 1995

NOTICE BY OVERSEAS COMPANY OF INTENTION TO CEASE TO CARRY ON BUSINESS

(Section 350(1)(b))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

Company Name		Company Number	
--------------	--	----------------	--

Country in which Company Incorporated	
---------------------------------------	--

The abovenamed company will cease to carry on business in Tonga on;

Day		Month		Year	

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;

Day		Month		Year	

Note. 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 is given under section 350(1)(a) of the Act.

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by		Reference	
Postal Address		Telephone	
		Facsimile	

FIRST SCHEDULE—continued

Form 26

**Companies Act 1995
APPLICATION BY OVERSEAS COMPANY
TO REGISTER AS A COMPANY UNDER
COMPANIES ACT 1995**

(Section 354(1))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed, It must not be handwritten. If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information.

Company Name

Company Number

Country in which
Company
Incorporated

**If the company is
registered on the
overseas register*

The following documents accompany this application:

1. A certified copy of the certificate of incorporation of the overseas company* (*Specify other document that evidences its incorporation*)*.

*Delete if not applicable
2. A certified copy of the documents defining the constitution of the overseas company.
3. A statutory declaration by a director or company secretary that the overseas company is not prevented from being registered as a company under the Companies Act 1995 by either section 355 or section 356 of that Act.
4. A completed application to register a company under the Companies Act 1995.
5. (*Specify any other documents or information the Registrar may require*).
6. If any document referred to above is not in English or Tongan, a translation of the document certified in accordance with these regulations.

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

FIRST SCHEDULE—continued

Form 26—continued

Lodged by	<input type="text"/>	Reference	<input type="text"/>
Postal Address		Telephone	<input type="text"/>
		Facsimile	<input type="text"/>

FIRST SCHEDULE—continued**Form 27**

Companies Act 1995
**APPLICATION FOR REMOVAL FROM
 TONGAN REGISTER**
(Section 360)

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information.

Company Name

Company Number

The abovenamed company is incorporated under the law in force in.....
(Specify country or part of country under the law of which the company is incorporated).

The following documents accompany this application.

1. A copy of the special resolution approving the making of this application.
2. A copy of the public notice that complies with section 362 of the Companies Act 1995 and particulars of its publication.
3. 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.
4. Written notice from the Commissioner of Inland Revenue stating that the Commissioner has no objection to the company being removed from the Tongan register.

FIRST SCHEDULE—continued

Form 27—continued

5. A certified copy of the certificate of incorporation of the company*/
(Specify other similar document that evidences its incorporation under the law in force in, or in any part of, the other country).*
6. *(Specify any other documents or information the Registrar may require.)*
7. If any document referred to in 5 or 6 above is not in English or Tongan, a translation of the document certified in accordance with these regulations.

*Delete if not applicable

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by		Reference	
Postal Address		Telephone	
		Facsimile	

FIRST SCHEDULE—continued

Form 28

Companies Act 1995

**APPLICATION FOR REREGISTRATION
OF EXISTING COMPANY**

(Tenth Schedule, Clause 2(2)(b))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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.

Name of Existing Company

DIRECTORS

The following persons are the directors of the existing company at the date of this application:

Name*	Residential Address

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

COMPANY SECRETARIES

The following persons are the company secretaries of the existing company at the date of this application:

Name*	Residential Address

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

FIRST SCHEDULE—continued**Form 28—continued****SHARES**

The number of shares of the existing company, and the rights, privileges, limitations, and conditions attached to each of those shares, if they differ from those that, pursuant to section 40 of the Act, will attach to the shares on reregistration, are as follows:

No. of Shares	Class of Shares	Special Rights, Privileges, Limitations, or Conditions Attaching (if any)

ADDRESSES

Address of Registered Office of Existing Company

Proposed Address for Service

Postal Address to which Communications from the Registrar may be sent

APPROVAL OF APPLICATION

This application has been approved –

- (i) in the case of a company having a share capital, by a special resolution of the members of each class of shares in the company; or
- (ii) in the case of a company not having a share capital, by a special resolution of the members of the company.

FIRST SCHEDULE—continued

Form 28—continued

The following documents accompany this form:

1. A document certified by at least one director or company secretary of the company as the company's constitution as at the date of this application.
2. A certificate signed by at least one director or company secretary of the company that on reregistration the company will have adequate liquidity. *(Please use Form 29 for this purpose).*

Signature of Director/Company Secretary/Authorised Person _____

Name of Director/Company Secretary/Authorised Person _____

Date _____

Lodged by	<div style="border: 1px solid black; width: 200px; height: 100px;"></div>	Reference	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>
Postal Address		Telephone	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>
		Facsimile	<div style="border: 1px solid black; width: 100px; height: 20px;"></div>

FIRST SCHEDULE—continued

Form 29

Companies Act 1995
CERTIFICATE OF ADEQUATE LIQUIDITY
(Tenth Schedule, Clause 2(3)(h))

Document Number

(for office use only)

Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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.

Name of Existing Company

Director's/Company Secretary's Surname

First Name(s)

Residential Address

I certify that on reregistration the company will have adequate liquidity as required by the Companies Act 1995.

Signature _____

Name _____

Date _____

Lodged by

Reference

Postal Address

Telephone

Facsimile

Second Schedule**PART I****TABLE OF FEES PAYABLE TO THE REGISTRAR OF COMPANIES**

Item		\$
1.	For an application to register a company under section 16(1) of the Act	300
2.	For an application to reserve the name of a company under section 26(1) of the Act	60
3.	For an application to change the name of a company under section 27(1) of the Act	75
4.	For registration of a notice of alteration under section 36(2) of the Act	60
5.	For registration of a notice of revocation and adoption of a constitution under section 36(2) of the Act	60
6.	For registration of an order altering a constitution under section 38(2) of the Act	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	60
8.	For registration of a notice of the purchase or acquisition of shares under section 62(3) of the Act	60
9.	For registration of a notice of the places where share registers are kept under section 88(3)(a) of the Act	60
10.	For registration of a notice of change of registered office under section 196(2) of the Act	60
11.	For registration of a notice of the place where records are kept under section 198(4) of the Act	60
12.	For registration of a notice of change of address for service under section 202(2) of the Act	60
13.	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	60

Item		\$
14.	For registration of a notice of the fact that the Registrar is entitled to appoint an auditor under section 205(6) of the Act	60
15.	For registration of an annual return under section 223(1) of the Act	75
16.	For registration of documents to effect amalgamation under section 232 of the Act	60
17.	For registration of the documents referred to in section 238(2) of the Act in relation to a proposed compromise	60
18.	For registration of a copy of a resolution as to solvency under section 252(8) of the Act	60
19.	For registration of a copy of an order terminating the liquidation of a company under section 259(5) of the Act	60
20.	For an application for the restoration of a company to the register under section 337(1) of the Act	450
21.	For registration of a notice of the principal place of business in Tonga of an overseas company under section 343(4) of the Act	120
22.	For registration, of a notice of the change of name of an overseas company under section 343(5) of the Act	200
23.	For an application to register an overseas company under section 345(1) of the Act	600
24.	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	120
25.	For registration of a notice of a change of directors of an overseas company or of a change in the persons authorised 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	120
26.	For registration of an annual return by an overseas company under section 349(1) of the Act	200
27.	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)(a) of the Act	120

Item		\$
28.	For an application by an overseas company to register as a Company under the Act under section 354(1) of the Act	600
29.	For an application by a company for removal from the Tongan register under section 360 of the Act	120
30.	For inspection under section 369(1) of the Act of any document that constitutes part of the Tongan Register or the overseas register	10
31.	For a certificate of incorporation of a company	60
32.	For a certificate of reregistration of a company under the Act in accordance with the Tenth Schedule of the Companies Act 1995	60
33.	For certification of a copy of or extract from any document	60
34.	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.	0.20
	(b) Where a photocopy is made by the Registrar, for each A4 sheet.	1.00
35.	For an application for the Registrar's approval or consent required under the Act or any regulations under the Act where no other fee is prescribed.	100

PART II**ADDITIONAL FEES PAYABLE TO THE REGISTRAR OF COMPANIES FOR FAILURE TO DELIVER DOCUMENTS WITHIN PRESCRIBED TIME**

For the delivery of any document after the time specified in the Act in respect of that document (whether or not any other fee is payable and in addition to any other fee so payable) —

- | | \$ |
|--|-----|
| (a) Where delivered not later than 25 working days after the time prescribed | 25 |
| (b) Where delivered more than 25 working days after the time prescribed | 100 |

Made at Nuku'alofa this day of 1999,

By Order.
Clerk of Privy Council.

Explanatory Notes

(These notes do not form part of the Regulations but are only intended to explain its general purport.)

1. The Company Act 1995 repealed the Company Act 1912 (Cap 27) and all the Regulations and forms under that Act. The new Act provides the framework for the registration of Companies and these are the Regulations required to administer the Act.
2. Regulation 2 ensures the term “Act” when used refers to the Company Act 1995, and the terms used in the Regulations have the same definitions as when used in the Act.
3. Regulation 3 sets out the office hours of the Registrar's Office.
4. Regulation 4 empowers the forms in the Schedule.
5. Regulation 5 sets out that the fees set out in Schedule 1 shall be payable to the Registrar of Companies,
6. Regulation 6 sets out additional fees for failure to deliver documents by the time specified in the Act.
7. Regulation 7 sets out the general requirements for documents required under the Act.
8. Regulation 8 clarifies that the reservation of the name of a company that is yet to be registered or a proposed change to the name of any existing company does not give the applicant any proprietary right or interest in the name.
9. Regulation 9 sets out the requirements regarding translations that may be required under the Act.
10. The First Schedule contains Forms 1 to 29 being the forms required under the Act.
11. The Second Schedule sets out the fees stipulated under the Act.

Hon. Attorney General & Minister of Justice.