



## **How to incorporate a company**

### **Online registration**

All applications to incorporate must be submitted online. To file an online application to register a new company you must first have a client account with the registry. To set up a new account, click on the “Create Account” link in the upper right-hand corner of the landing page. Once you have created your account, you can complete your online application to register a new company. For more information on how to set up a client account, please see the Guide titled “Overview of the New Online Business Entities Registry.”

### **Reserve Company Name**

The first step is to reserve a name for your proposed company. To do so, log in to the system and then click the “Reserve Company Name” link under the Companies tab on the left side of the screen. A company name may be entered on the register unless it violates one of the rules concerning names. First, the name of a company must end with the word “Limited” or “Limiteti”. Next, the name cannot be the same as an existing registered entity or reserved name, may not be deceptive or misleading, and may not violate any other laws. For example, typically the name may not contain the word “Bank” unless the company is indeed a financial institution. Staff will review the name for compliance. You may enter up to three proposed names on the online form. That way if the first is rejected then the second (or third) can be used.

Once the name reservation is approved you will receive an email notice and you will then have twenty days to use the approved name. You may then proceed to the “Register Tonga Company” link within this twenty-day window, which will take you to the proper application form. Your reserved name will be available to use in the first field called “Select Reserved Name.” If you have only one name reserved then that will be the one you select, but if you have multiple names reserved pick the one you want for this new company.

### **Registering the company**

Select the “Register Tonga Company” link which will cause the correct application form to appear for you. The entity registration form has tabs for the types of information that you must provide. After all information is collected, you will be able to review your work before it is submitted for the Registrar for approval. The key information that you must provide includes:

- *Directors.* You must provide the name, address and other details of all directors, together with a scanned image of a current government-issue photo ID. This ID can

be uploaded with the application by simply clicking on a green button that says “Upload ID.” There must be at least one director. All directors must be at least 18 years old.

- *Shareholders.* There must be at least one shareholder. You will need to provide all shareholder details including the full name, addresses, and the number of shares they hold, together with a scanned image of a current government-issue photo ID. This ID can be uploaded with the application by simply clicking on a green button that says “Upload ID.” Most shareholders are individuals, but it is legal for one company to hold shares in another company. In that case provide the name, registration number and jurisdiction of the shareholder company. Note: if your company has any overseas shareholders that hold even 1 share in a local Tongan company then it must also obtain a foreign investor certification.
- *Addresses.* You must provide the principal place of business of the company, along with its registered office address, address for service and an address for communication. These can be but do not have to be the same address.
- *Constitution.* Every Tonga company must have a constitution, which is a document that sets out certain internal rules about how the company is to be managed. Schedule 1 to the Companies Act sets out a “standard constitution” that any company may choose to use. If you wish to adopt the standard constitution, simply tick the appropriate box on the form. However, if your company has its own constitution you will need to upload it along with the application.
- *Primary business activity.* You do not need to designate a business activity for a company. Instead, this will be collected on the business licence that each company is required to obtain.

Once all information has been provided you will have the chance to review your work. Once confirmed, you will then be taken to a payment screen. The fee for an online application is 300 TOP and may be paid from your client account if you have a balance, or by a credit card. When the payment has been processed the Application will go for review. If it is approved you will receive an email notice and you can view your new entity by logging into your client account. If there are any questions you will receive an email with further instructions.