



Overseas Companies

Registration of Overseas Companies

Overseas Companies intending to carry on business in Tonga must first be registered. The process is similar to what a local Tongan company completes to incorporate. This includes, first, filing a name reservation form stating the name of your company. After the name reservation is approved you may then file the application for registration of an overseas company.

Using the online registry.

All filings related to overseas companies must be made through the online system. To file an online application to register an overseas company you must first have a client account with the online registry. To set up a new account, click on the “Create Account” link on the upper right-hand side of the webpage. For more information about the online system and client accounts, please review the “How to Use the New Online System” guide. Once you have created your account, you can complete your online application to register your overseas company. To get started, log into the registry, select Business Entities from the top navigation bar, and then select Register an Overseas Company on the left of the dashboard.

Submit name reservation

Every application to register an overseas company must be preceded by a name reservation. The name reservation is active for twenty days after it is approved, so your overseas registration application form must be submitted within this twenty-day window. In the rare case where there is already another registered entity in Tonga with the name of your overseas company, you will be required to adopt a new name for use in Tonga.

Submit your application for registration

Selecting the Overseas Company link 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 and address of all directors.

- Shareholders. You will need to provide all shareholder names, addresses, and the number of shares they hold. 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.
- Addresses. You must provide the principal place of business of the company and its registered office address in Tonga. These can be but do not have to be the same address.
- 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.
- Evidence from home jurisdiction. You must upload a certificate of incorporation from the company's home jurisdiction showing that it is active and in good standing.
- Review. 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 is ____ 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.

Foreign Investment Certification

All overseas companies must also obtain a foreign investor certification before commencing business in Tonga. After you complete the registration as an overseas company, proceed to the foreign certification application process. You will *not* be asked to enter information that you have already provided as part of the registration as an overseas company. For example, the overseas application requires you to name the directors and shareholders of the overseas company: you will not be required to provide this information again during the foreign investment certification application.

Ongoing obligations of overseas companies

All overseas companies must file annual returns in Tonga and otherwise comply with all laws. If the overseas company changes its information (such as adding new directors) it must file the appropriate new information with the Registrar.

Overseas companies that will no longer carry on business in Tonga

If an overseas company no longer carries on business in Tonga, it must file a notice of its intention to cease business with the Registrar and complete the appropriate winding up activities before departing.