Overview of the New Online Business Entities Registry

December 2024

The Ministry of Trade and Economic Development (MTED) serves as the Company and Business Entity Registrar in Tonga. The Ministry has long maintained a website that lists all companies, business names, business licences and overseas companies doing business in Tonga. The Ministry is pleased to announce a new, upgraded and enhanced registry system is now available for use. The new system will facilitate ALL filings to be submitted online for all entities. The new system will also include foreign investor certification filings, a significant improvement over the old system. There will also be linkages between both companies and business names and the business licences that they are required to hold such that you will not have to enter the same data in multiple places. New Regulations have also been issued and can be found on the new website. The following is an overview of how to use the new system.

Going Online. Because all filings will now be done online, you must create an account with the online system. Once your account is established you will be able to incorporate a business entity and maintain it over its life.

> <u>Existing client accounts</u>. If you had an account in the old system that information will be transferred over and you need not do anything to assist in this process. The first time you login you will be asked to reset your password. You will then need to check your client account information to make sure everything is correct and you should fix up any inaccuracies or outdated information.
>
> <u>New client accounts</u>. Creating a new client account with the online registry is free. Simply click on the Create Account link on the upper right-hand section of the website. You will then enter your name and organization details, and then scan and submit a currently valid government issued photo ID to open the account. You will receive an email from the website confirming your account is active.

Two-factor authentication. To enhance security, the system deploys two-factor authentication. This means that whenever you attempt to login to the system you will receive an email with a link that you must click in order to complete the login. The Ministry encourages you to use this feature to enhance security of your account. However, you may disable it on your client account profile if you do not want to use two-factor authentication.

Existing companies, business names and business licences and data migration. Data from the old system has been transferred ("migrated" is the technical term) into the new system: you do not need to do anything to assist in this process. If you search for an existing company, business name or business licences, you should see the full entity history in the database. You will also see that it has been assigned a status of "Not yet updated." The reason why is because on a very rare occasion data migration may not be perfect, and there might be some minor error in your entity's information. For this reason, the very first time you login to the system and open up your entity, you will be asked to review the information in the register and to fix up anything that is incorrect, such as a missing address or email. There is no charge to you for undertaking this "Transitional Update." Once you have completed this step then the status of your entity will be updated to the correct status.

An overview of "Authority." To submit filings online against any entity you must have "authority" to file. Typically, authority is held by a director(s) of a company, an owner(s) of business names, or their lawyers. There are two ways in which authority may be obtained:

- If you registered the entity online, you will be automatically granted authority. All you need to do is login to your client account, click on the My Entities tab and then select the proper entity (there will be only 1 showing if you have only one entity). The entity's record will appear on your dashboard.

- Sometimes a person that did not register the entity should have authority to file. This could happen if there is more than 1 director for a company and all the directors want to be able to file. In this case, the directors that did not register the entity can request authority from the director that did register the entity. The requestor will do a free search for the entity, open the entity profile, and select the Request Entity Authority button. The authority request will be routed by the online system to the Registrar. The Registrar will review the request and either grant it or else contact you for additional information.

Existing entities and Authority. If you already have an online account and have been managing your entities in the old system then your authority will have been migrated to the new system and your entities will appear when you click on the 'My Entities' tab. If there is a problem please contact the Registrar.

Foreign investor certification holders. Because there was no foreign investor certification maintained in the old system, data migration into the new system is problematic for two reasons. First, because there are no client accounts linked to foreign certified entities, no one holds authority over the certified entity in the new system. Second, because foreign certification was not handled in the old system, there is very limited data available to transfer to the new system.

<u>How to obtain authority over entities with foreign certification</u>. Most foreign certifications are held by overseas companies, but some are individual persons.

- For overseas companies, the person(s) that has authority for the overseas company will be given authority for that company's foreign certification.

- For foreign investors that are individual persons, you will click on the "request authority" button on the certification profile and upload either a photo ID or else a letter of authority if you are acting on behalf of the actual investor.

Data migration. Unfortunately, there is no electronic database to serve as a source of information for foreign certification data migration. While every effort has been made to migrate key information Ministry records, it is possible that some information may not have been transferred properly. Just as with all local entities, you will be asked to review the information the first time you login to the system and to fix up any missing information. However, you will also be asked to provide some new information that simply was not available to migrate. There is no charge to you for undertaking this “Transitional Update.”

Searches. Any person may view public information on this website including all the Help sections for free. Additionally, all persons may conduct searches of business entities (and PPSA registrations) for free.

Certificates. You can obtain various certificates through the online website, such as an “Extract-Current Status” which will show that your entity is registered and active. For business name registration, it will include the names of all the owners of the business name. These certificates can greatly assist in things like opening bank accounts or obtaining utility services. There is a small charge for the issuance of some Certificates which you will be advised about before incurring the charge.

Payments. Many services offered by the online registry by law require a fee. Your client account will hold funds for you to use in the future, or you can make one-time payment at the time of the filing or other transaction. All payments are made in Tonga pa’anga.

When you are working on the registry website, if a filing or search incurs a fee, the last page will show the fee and if you have a balance available in your account. If you have funds in the account, you can simply click on the ‘Pay Remainder from Account Balance’ icon and the system will complete the transaction. Otherwise, you can use a credit card, or you can save the filing and visit MTED to make a direct deposit to top up the client account.