

Companies (Amendment) Regulations 2009

IN EXERCISE of the power conferred by section 399 of the Companies Act 1995, His Majesty by Order in Council makes the following Regulations -

1. (1) These Regulations may be cited as the Companies (Amendment) Regulations 2009.
(2) The Companies Regulations 1999 are referred to in these Regulations as the Principal Regulations.
2. These Regulations come into force on the same day as the Companies Amendment Act 2009 comes into force.
3. Regulation 2 of the Principal Regulations is amended by inserting the words “as amended” after ‘1995’.
4. Regulation 7 of the Principal Regulations is amended as follows:
 - (i) in sub regulation (1) insert “paper” after “All”
 - (ii) in sub regulation (2), insert “paper” between the words “a” and “document”.
 - (iii) insert a new sub regulation (5) as follows:

“ (5) In the case of documents submitted to the registry by electronic means that are required to be signed, the signature shall be affixed to the document by a method deemed acceptable by the Registrar.”
5. The First Schedule of the Principal Regulations is deleted and the following is inserted in its place:

Companies Office Kingdom of Tonga

Form 1 | Application for registration of a company

Section 16(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.

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

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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.

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

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: *
Residential address:

Full legal name: *
Residential address:

Full legal name: *
Residential address:

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

Name of proposed company

Name reservation number

3. Shareholders

The following persons are the shareholders of the proposed company:

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

Full name: * Address:	Class of shares: Number of shares:
Full name: * Address:	Class of shares: Number of shares:
Full name: * Address:	Class of shares: Number of shares:

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

Total number 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:

Email (optional):

6. Checklist

The following must accompany this form:

- The notice of name reservation.
- 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\$300 - please make cheques payable to 'Registrar of Companies'.

Companies 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 proposed company

Name reservation number

Director's details

First name(s):

Surname:

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:

Date:

Companies Office Kingdom of Tonga

Form 4 | Annual return

Section 223(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

1. Date of annual return

This must be a date within the month allocated by the Registrar for filing your annual return.

2. Tax Identification Number (TIN)

3. 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

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

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):

Company name

Company number

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

The following persons are 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.

<p>Full legal name: *</p> <p>Residential address:</p>

<p>Full legal name: *</p> <p>Residential address:</p>

<p>Full legal name: *</p> <p>Residential address:</p>

<p>Full legal name: *</p> <p>Residential address:</p>

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

Company name

Company number

7. Shares

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:
And where the full consideration was not payable or required to be provided in respect of the issue of the share:	
The value of that part of the consideration paid or 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:
And where the full consideration was not payable or required to be provided in respect of the issue of the share:	
The value of that part of the consideration paid or 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

Company name

Company number

8. Shareholders

The following are 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: * Address:	Class of shares: Number of shares held in each class:
Full name: * Address:	Class of shares: Number of shares held in each class:
Full name: * Address:	Class of shares: Number of shares held in each class:
Full name: * Address:	Class of shares: Number of shares held in each class:

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

9. Share transfers

Indicate here whether shares have been transferred by one or more shareholders since:

- the date of the last annual return, **or**
- the date of registration (where this is the first annual return of the company), **or**
- the date of re-registration (where this is the first annual return of the company since it re-registered).

If either box has been ticked, set out the particulars of each transaction below:

Name of transferor: * Date of registration of transfer: / /	Class of shares: Number of shares:
Name of transferor: * Date of registration of transfer: / /	Class of shares: Number of shares:
Name of transferor: * Date of registration of transfer: / /	Class of shares: Number of shares:

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

Company name

Company number

10. 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:

And the text of the resolution is –

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

11. 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:

12. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

13. Checklist

- The prescribed fee of TOP\$75 must accompany this return. Please make cheques payable to 'Registrar of Companies'.

Company name

Company number

Section 1 - Notice of change of directors *(continued)*

3. Change of name of director's name or residential address

Director's surname:

Former surname: *

First name(s):

Former first name(s): *

Residential address:

Former residential address: *

** Complete only if applicable*

Date of change:

Section 2 - Particulars of directors

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. **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: *

Residential address:

Full legal name: *

Residential address:

Full legal name: *

Residential address:

** Please give first name(s) followed by surname 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: / /

Name:

3. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

Companies 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:

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:

Companies 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.

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.

For office use only

Document number

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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*:

Postal address 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:

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

Signature:

Designation: Director or Authorised person

Date: / /

4. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

5. Checklist

The following must accompany this form:

- The notice of name reservation.
- The prescribed fee of TOP\$75. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 8 | Notice of adoption or alteration of constitution

Section 36(2) Companies Act 1995

Notes

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

For office use only Document number <input type="text"/>
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Company name

Company number

1. Constitution

The above named company has –

- adopted a constitution
or
 altered its constitution.

Effective date of alteration/adoption:

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:

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\$60 must accompany this form. Please make cheques payable to 'Registrar of Companies'.

Companies 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.

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

1. Issue of shares

Company shares prior to this issue

 (a)

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 issue

 (b)

Total company shares (a + b = c)

 (c)

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:

Email (optional):

4. Checklist

The prescribed fee of TOP\$60 must accompany this form. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 10 | Notice of approval for issue of shares under section 48(1)

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.

For office use only

Document number

Place barcode here

Company name

Company number

1. Approval of shares

Company shares prior to this issue (a)

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

Shares in this issue (b)

Total company shares (a + b = c) (c)

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:

Email (optional):

4. Checklist

The prescribed fee of TOP\$60 must accompany this return. Please make cheques payable to 'Registrar of Companies'.

Companies 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.

For office use only

Document number

Place barcode here

Company name

Company number

1. Purchase or acquisition of shares

Company shares prior to this purchase/acquisition (a)

Set out in the table below are the particulars of the purchase or acquisition of shares by the abovenamed 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)

Shares in this purchase/acquisition (b)

Total company shares (a - b = c) (c)

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:

Email (optional):

4. Checklist

The following must accompany this form:

The prescribed fee of TOP\$60. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 12 | Notice of change of registered office

Section 196(2) Companies Act 1995

For office use only

Document number

Place barcode here

Notes

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

Company name

Company 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 communication

Postal address to which communications from the Registrar may be sent

Postal address:

Island group:

Email address (optional):

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 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.
- The address for communication may be a postal address or the same as the registered office.
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 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:

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

Signature:

Designation: Director or Authorised person

Date:

4. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

5. Checklist

- The prescribed fee of TOP\$60 must accompany this form. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 13 | Notice of change of address for service

Section 196(2) Companies Act 1995

Notes

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

For office use only

Document number

Place barcode here

Company name

Company number

1. Addresses

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):

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:

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

Signature:

Designation: Director or Authorised person

Date: / /

4. Lodged by

 Name:
 Address:

Other contact details:

 Telephone: Email (optional):

5. Checklist

- The prescribed fee of TOP\$60 must accompany this form. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 14 | 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 * /
Name reservation 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:

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 the option that does not apply.

Signature:

Date:

Companies Office Kingdom of Tonga

Form 16 | Application for re-registration of an existing company

Tenth schedule, Clause 2(2)(b) Companies Act 1995

Notes

To apply to re-register an overseas company please use **Form 29**.

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.

There is **no fee** to file this application for re-registration.

For office use only	
Document number	<input type="text"/>
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Name of existing company

Company 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.

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

2. Directors

The following persons are the directors of the existing company at the date of this application. 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: *
Residential address:

Full legal name: *
Residential address:

Full legal name: *
Residential address:

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

Name of existing company

Company number

3. Shares and Shareholders

The numbers of shares of the existing company (along with the shareholders) are as follows:

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

Full name: *	Number of shares:	Class of shares:
Address:		

Full name: *	Number of shares:	Class of shares:
Address:		

Full name: *	Number of shares:	Class of shares:
Address:		

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

4. 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:

5. Lodged by

Name:
Address:

Other contact details:

Telephone:

Email (optional):

6. Checklist

The following documents accompany this application –

A copy of the constitution of the company, if it differs from the standard constitution in the first schedule.

Note | This must be certified by at least one director of the company as the company's constitution as at the date of this application. You do not need to submit a copy if the company's constitution is the standard constitution.

(Optional) Completed annual return (Form 4) for 20____ with the prescribed fee of TOP\$75. Please make cheques payable to 'Registrar of Companies'.

Note | You may file the current year's annual return along with this re-registration. If you do not file the annual return now, you must do so when the annual return comes due.

Companies Office Kingdom of Tonga

Form 17 | Certificate of charge (other than mortgage)

Section 368A Companies Act 1995

Notes

For mortgages please use **Form 18 Certificate of mortgage**.

To register any other type of charge under Section 368A Companies Act 1995 please use this form.

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.

For office use only
Document number <input type="text"/>
<div style="border: 1px dashed gray; padding: 20px; text-align: center;">Place barcode here</div>
Date of registration: <input type="text" value="/"/> / <input type="text" value="/"/>

Company name

Company number

1. Type of charge

Indicate here the type of charge being registered. *Note / For mortgages please use **Form 18 Certificate of mortgage**.*

Debenture

Instrument by way of security

Acquisition

Other

2. Details of charge

Date of execution or acquisition of charge:

 /

Annexed and marked with the letter 'A' is a true copy of the instrument.

3. 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:

 /

4. Lodged by

Name:
Address:

Other contact details:

Telephone:

Email (optional):

5. Checklist

The following should accompany this certificate –

A copy of the charge is annexed to this certificate and is marked with the letter 'A'.

The prescribed fee of TOP\$60 must accompany this certificate. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 18 | Certificate of mortgage

Section 368A Companies Act 1995

Notes

Use this form to register a mortgage under Section 368A Companies Act 1995. To register other types of charge please use **Form 17 Certificate of charge (other than mortgage)**.

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.

For office use only

Document number:

Place barcode here

Date of registration: / /

Company name

Company number

1. Mortgage details

Date of execution or acquisition of mortgage: / /

Annexed and marked with the letter 'A' is a true copy of the instrument.

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:

Email (optional):

4. Checklist

The following should accompany this certificate –

- A copy of the mortgage is annexed to this certificate and is marked with the letter 'A'.
- The fee of TOP\$60.00. Please make cheques payable to 'Registrar of Companies'

Companies Office Kingdom of Tonga

Form 19 | Application for registration of overseas company on the Tongan register

Section 345(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.

For office use only

Document number

Place barcode here

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 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 information about only one of those persons needs to be provided.

Full name: *

Address:

This must be an address in Tonga

Island group:

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

Overseas company name

Name reservation number

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: *

Residential address:

Full legal name: *

Residential address:

Full legal name: *

Residential address:

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

5. 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: / /

6. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

7. Checklist

The following must accompany this form:

- The notice of 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\$600. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 20 | 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.

For office use only

Document number

Place barcode here

Overseas company name

Company number

1. Country in which company incorporated

2. Date of annual return

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

3. 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:

4. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

5. Checklist

The following must accompany this form:

The prescribed fee of TOP\$200. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 23 | 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.

For office use only

Document number

Place barcode here

Present overseas company name

Company number

1. Country in which company is incorporated

2. Proposed overseas company name *

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

Date of change

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 following must accompany this form:

- The notice of name reservation.
- The prescribed fee of TOP\$200. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 24 | 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.

For office use only

Document number

Place barcode here

Company name

Company number

Country in which company incorporated

1. Director(s) ceasing to hold office

Full legal name: *	
Residential address:	
Date on which director ceased to hold office:	/ /

Full legal name: *	
Residential address:	
Date on which director ceased to hold office:	/ /

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

2. Appointment of new director(s)

Full legal name: *	
Residential address:	
Date of appointment:	/ /

Full legal name: *	
Residential address:	
Date of appointment:	/ /

Full legal name: *	
Residential address:	
Date of appointment:	/ /

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

Company name

Company number

3. Change of director's name

Director's surname

Former surname *

Director's first name(s)

Former first name(s) *

** Complete only if applicable.***4. Change of director's residential address**

Director's full legal name:

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

Residential address

Former residential address

Date of change:

Director's full legal name:

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

Residential address

Former residential address

Date of change:

Company name

Company number

5. Particulars of directors

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. *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: *

Residential address:

Full legal name: *

Residential address:

Full legal name: *

Residential address:

Full legal name: *

Residential address:

Full legal name: *

Residential address:

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

6. 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: / /

7. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

8. Checklist

The following must accompany this notice –

The prescribed fee of TOP\$120. Please make cheques payable to 'Registrar of Companies'.

Company name

Company number

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: *
Address:
Island group:

Full legal name: *
Address:
Island group:

Full legal name: *
Address:
Island group:

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

4. 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: / /

5. Lodged by

Name:
Address:

Other contact details:

Telephone:

Email (optional):

6. Checklist

The following must accompany this notice –

The prescribed fee of TOP\$120. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 26 | 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 three (3) months after public notice of the intention of an overseas company to cease to carry on business in Tonga.

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

Overseas company name

Company number

1. Country in which company incorporated

2. 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:

3. 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:

4. Lodged by

Name:
Address:

Other contact details:

Telephone:

Email (optional):

5. 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\$120. Please make cheques payable to 'Registrar of Companies'.

Companies Office Kingdom of Tonga

Form 28 | Application by overseas company to register as a company under Companies Act 1995

Section 354(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

Country in which company incorporated

1. 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: / /

2. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

3. Checklist

The following must accompany this notice –

- A certified copy of the company's certificate of incorporation or other similar document that evidences the company's incorporation.
- A certified copy of the documents defining the constitution of the overseas company.
- A statutory declaration by a director 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.
- A completed application to register a company under the Companies Act 1995 (Form 1).
- Any other documents and or information that the Registrar has previously indicated he requires.
- If any document referred to above is not in English or Tongan, a translation of the document, certified in accordance with the Companies Regulations 1999 is included.
- The prescribed fee of TOP\$600. Please make cheques payable to 'Registrar of Companies'.

Name of existing overseas company

Company number

4. Directors

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

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: *

Residential address:

Full legal name: *

Residential address:

Full legal name: *

Residential address:

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

5. 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:

6. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

7. Checklist

The following documents accompany this application –

- 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.
- (Optional)** Completed annual return (Form 20) for 20____ with the prescribed fee of TOP\$200. Please make cheques payable to 'Registrar of Companies'.
Notes | You may file the current year's annual return along with this re-registration. If you do not file the annual return now, you must do so when the annual return comes due.

6. The Second Schedule, Part I of the Principal Regulations, is amended as follows:

- (a) in Item 32, delete the number "60" and insert the number "0".
- (b) in Item 33, delete the number "60" and insert the number "100".

7. The Explanatory Notes are amended as follows:

- (a) Note 1 is deleted and replaced with the following:

The Companies Act 1995, as amended, provides the framework for the registration of Companies and these are the Regulations required to administer the Act as it has been amended from time to time.