Tonga

BUSINESS LICENCES REGULATIONS 2025

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BUSINESS LICENCES REGULATIONS 2025

BUSINESS LICENCES ACT [CAP. 17.01]

IN EXERCISE of the powers conferred by section 23 of the Business Licences Registration Act [Cap. 17.01], the Minister responsible for commerce, with the consent of Cabinet, makes the following Regulations -

1 Short title and commencement

(1) These Regulations may be cited as the Business Licences Regulations 2025.

(2) These Regulations shall come into force on the day it is gazetted.

2 Interpretation

(1) In these Regulations, unless the context otherwise requires –

"Act" means the Business Licences Act [Cap. 17.01];

"online" means –

(a) in relation to the register, an electronic register accessed via the internet;

(b) in relation to filing a document or notice, filing the document or notice via the online register; or

(c) in relation to the publication of a form, publication of the form via the online register;

"online register" means the register of business licences established online by the Registrar under section 22(1) of the Act; and

"online service" means a service provided by, or on behalf of, the Registrar, that allows the applications, filings, notices and documents to be registered, delivered, sent, or forwarded to the Registrar via the internet into the online register, for the payment of fees and penalties, and obtaining other services offered by the online register.

(2) All terms defined in section 2 of the Act shall have the same meaning as set forth in the Act when used in these Regulations.

3 Office hours

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

(2) The online register shall be available to the public 24 hours.

4 Business Licences Register

(1) The Registrar shall establish, maintain and deploy an online register in a format deemed acceptable by the Registrar under section 22(1A) of the Act.

(2) The online register shall contain, at a minimum, the following information —

(a) all registered business licences;

(b) registration numbers for all registered business licences;

(c) the address of the principal place of business and other places of business conducted under the business licence;

(d) the date of issuance of all business licence registrations;

(e) a history of all filings under the Act related to a given business licence; and

(f) such statistical information the Registrar deems appropriate from time to time to collect.

5 Submission of documents to the register and online services

(1) The Registrar may require the submission of any application, notice or document under the Act or these Regulations to be made to the online register only.

(2) Sub-regulation (1) does not apply in the case of service on the Registrar of a court document.

(3) The format provided on the online register shall be used for all documents submitted via the online service to the online register.

(4) If a document is registered, delivered, sent, or forwarded to the Registrar using the online service, the person who registers, delivers, sends, or forwards the document to the Registrar, shall provide an email address –

(a) for general communication; and

(b) for communication with the holder of the business licence.

(5) The Registrar may refuse to receive or register a document where the Registrar is of the opinion that the document submitted to him –

(a) contains matters contrary to law;

(b) by reason of any omission or misdescription, has not been duly completed;

(c) does not comply with the requirements of the Act, this Regulation or the format provided by the online register; or

(d) contains misstatements of fact that cause the document contents to be seriously misleading,

the Registrar may request that the document be appropriately amended or completed and then resubmitted, or that a fresh document be submitted in its place.

(6) A document which is submitted under this Regulation is deemed not to have been submitted unless it is accepted by the Registrar.

(7) The Registrar shall not receive any document which does not comply with this Regulation except by special leave of the Registrar, granted upon such conditions as he thinks fit.

6 Authorised users and client accounts

(1) Any person, including any legal entity, foreign legal entity or government agency, may become an authorised user of the online register for the purpose of using the online services.

(2) The Registrar may seek documentation or other evidence from any person that is or seeks to become an authorised user sufficient to authenticate the identity of such person or entity to the satisfaction of the Registrar.

(3) On application the Registrar may approve and establish a client account on the licence of or on behalf of an authorised user for the purpose of using the online services.

(4) No fee shall be charged for becoming an authorised user and for establishing a client account.

(5) The application for a client account shall be –

(a) in the format approved by the Registrar; and

(b) accompanied by proof to the satisfaction of the Registrar of the identity of the client.

(6) In order for an authorized user to make a filing within the register, he shall first login into the online register using privately-held access information such as passwords, PINS or the like. The Registrar is not required to verify that the online filer is an authorised user that is entitled to use the access information entered into the on-line service.

(7) The payment of fees, penalties and late fees to the online register shall be made from a client account.

(8) The deposit of funds to a client account may be made by any means approved by the Registrar from time to time.

(9) Upon request, the Registrar may generate a statement each month for each client account showing the credits and debits to a client account.

7 Online register forms

(1) A document, notice or form submitted via the online service shall be completed in accordance with such notes, instructions or directions as are specified in the online register, or by the Registrar.

(2) The forms for use under the Act are the forms approved by the Registrar for online submission and are comprised of the data fields contained in the online register for the form in question.

(3) A form approved by the Registrar for the online register shall be completed in accordance with such instructions as are contained on the online register.

(4) Where a document, filing or notice submitted via the online service requires further supporting information, such information shall be uploaded in electronic format through the online service.

8 Fees generally

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

(2) The fees set out in Schedule 1 may include fees, late fees and penalties payable for submitting a document to the Registrar after the time limit prescribed by the Act or this Regulation.

(3) Payments for using the online service shall be published by the Registrar on the Ministry website from time to time.

9 Time of payment of fees, penalties or late filing fees

(1) Fees, penalties or late filing fees prescribed by these Regulations shall be paid at the time when the transaction in question occurs.

(2) Fees, penalties and late fees shall be paid —

(a) in a payment method approved from time to time by the Registrar; or

(b) by debit from a client account that is in credit for not less than the amount of the fee or penalty.

10 Waiver of fees, penalties or late fees

(1) The Registrar may by written notice to the person liable to pay a fee, penalty or late fee under these Regulations, waive the whole or part of it.

(2) The Registrar may waive a fee, penalty or late fee if he considers that to require payment of the whole or part of it –

(a) is likely to cause undue and serious hardship to the person liable to pay it;

(b) is out of proportion to the default in question;

(c) is likely to cause detriment to the creditors of the business licensee; or

(d) the principles of equity clearly weigh in favour of a waiver.

(3) The Registrar may require the payment of a fee, penalty or late fee at the time of submission of a document together with a request for waiver of fees, penalties or late fees, and if the waiver is granted the Registrar may refund the payment to the client account of the client.

11 Application for registration

(1) An application for registration of a business licence shall be accompanied by the relevant prescribed fee in Schedule 1 and be submitted to the online register via an online service.

(2) Where an application is rejected by the Registrar, the Registrar shall advise the applicant in a written communication of the reasons for the rejection.

(3) Where an application is rejected on the specific statutory grounds set out in section 5 of the Act, the application fee shall not be refundable.

(4) An application may be withdrawn by the applicant to the Registrar, in which case the application fee shall not be refunded.

(5) Upon receipt of an application that complies with these Regulations, the Registrar shall cause the applicant to be issued a certificate of business licence registration indicating the date of registration.

12 Business Activity

(1) A business licensee shall only require one business licence for all business activities that the licensee is engaged in.

(2) An application shall list the specific business activities to be engaged in a manner provided on the online register.

(3) One application is sufficient to cover all proposed business activities that the licensee is engaged in.

(4) In the event business activities change over time, the business person shall submit an amendment to the Registrar that accurately describes the then current business activities.

13 Duration of registration

(1) A business licence shall have a perpetual duration so long as the business licensee complies with law and a notice of continued business activity is properly registered.

(2) A notice of continued business activity shall be submitted annually and accompanied with the correct fee as prescribed on Schedule 1.

(3) Upon receipt of a notice of continued business activity together with the proper fee, the Registrar shall register the notice and issue the applicant with a renewed business licence.

14 Amendment of Registration and Licence

(1) Where the information contained on the Certificate of Business Licence or in the Business Licence Register is no longer correct due to a change in circumstances, the business person shall within 10 working days file an amendment to the business licence registration via an online service.

(2) The amendment shall be accompanied by the fee prescribed on Schedule 1.

(3) When the Registrar receives an amendment under sub-regulation (1) that amends information set forth on the Certificate of Business Licence Registration, the Registrar shall issue an amended Certificate of Business Licence Registration.

15 Cancellation of registration

Where the Registrar cancels a business licence, he shall –

(a) notify the business person in a written communication of the reason for the cancellation; and

(b) the notice shall inform the licensee of its right of appeal.

16 Appeal to the Minister

(1) An appeal may be made against a decision made under regulation 11(2) or 15 and shall be made in writing to the Minister within 14 working days from the date the licensee is given notice of the decision.

(2) The appeal shall set out all grounds of the appeal.

(3) The Minister shall, within 28 working days of receiving the appeal, consider all relevant information made by the licensee and decide the appeal.

(4) The Minister shall within 3 working days of the date of deciding the appeal, advise the licensee in a written communication of the decision.

17 Time cancellation comes into effect

Where the Registrar cancels a business licence, the cancellation shall not come into effect until the expiry of the time within which an appeal may be made and, if such appeal is duly made, then until that appeal has been finally decided.

18 Penalties

(1) Where a licensee fails to comply with these Regulations, the Registrar may impose a penalty or late filing fee as prescribed by these Regulations.

(2) Where the Registrar imposes a penalty or late filing fee under sub-regulation (1), the Registrar shall advise the licensee in a written communication.

19 Repeal

The Business Licences Regulation [Cap. 17.01.01] is hereby repealed.

Made at Nuku'alofa this **18th** day of **November** 2025.

Hon. Kapelieli M. Lanumata

Minister for Trade and Economic Development

SCHEDULE 1

(Section 23(2)(b) of the Act)

PRESCRIBED FEES

Item	Activity	Fee ($TOP)
1	Application for Business Licences Registration	$100
2	Statement of renewal of business licence registration	$50
3	Registration of change via Amendment of Business Licences registration and/or Certificate	$30
4.	Online inspection of electronic database that contains the Business Licences Register	Free
5.	Paper copies from the Business Licences Register supplied by the Ministry	$10 per A4 sheet
6.	Late fee for filing required amendment to business licences register	$30
7.	Late fee for filing Statement of Renewal	$30
8.	Reinstatement fee after cancellation of business licence registration	$100
9.	Notice of cessation of business by business person	Free
10.	For any other filing not specifically listed on this Schedule 1	$20

*All fees are exclusive of 15% Consumption Tax