Tonga

REGISTRATION OF BUSINESS NAMES REGULATIONS 2025

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Tonga

REGISTRATION OF BUSINESS NAMES REGULATIONS 2025

REGISTRATION OF BUSINESS NAMES ACT [CAP. 17.15]

IN EXERCISE of the powers conferred by sections 21 of the Registration of Business Names Act [Cap. 17.15], the Minister responsible for trade and economic development with the consent of Cabinet, makes the following Regulations -

1 Title and commencement

(1) This Regulation may be cited as the Registration of Business Names 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 Registration of Business Names Act [Cap. 17.15];

"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 names established by the Registrar under section 10 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.

(2) The online register may be open to the public outside of hours that the office of the Registrar is open.

4 Business Names Register

(1) The Registrar shall establish, maintain and deploy an online register in a format deemed acceptable by the Registrar under section 10 of the Act.

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

(a) all registered business names;

(b) registration numbers for all registered business names;

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

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

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

(f) such statistical information the Registrar deems appropriate from time to time to collect, which information shall be disaggregated so as not to identity the information from any particular business name registration.

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 by 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 —

(a) an email address for communication with the person who registers, delivers, sends, or forwards the document to the Registrar shall be provided with the document; and

(b) an email address for communication with the owner of the business name shall be provided with the document.

(5) Where the Registrar is of the opinion that a 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 refuse to register or receive the document, and the document shall be deemed not to have been submitted, and 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 the Act or this Regulation is deemed not to have been submitted unless it is accepted by the Registrar.

(7) Except by special leave of the Registrar, granted upon such conditions as the Registrar thinks fit, no document shall be received by the Registrar which does not comply with this Regulation.

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 reasonable satisfaction of the Registrar.

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

(4) There shall be no fee for becoming an authorised user and 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 or clients.

(6) In order for an authorised user to have access to make a filing within the register, the authorised user shall first login in to 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) 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) A form approved by the Registrar for the online register shall be completed in accordance with such instructions, notes or directions as are contained on the online register.

(3) 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) For the purposes of section 21 of the Act, 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 and payment methods for using the online service may be made pursuant to methods and procedures announced from time to time by the Registrar.

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 penalty or fee.

10 Waiver of fees, penalties or late fees

(1) The Registrar, in his discretion, may by written notice to the person liable to pay a fee, penalty or late fee prescribed by the Act or these Regulations, waive the whole or part of it on a ground set out in sub-regulation (2).

(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 owner of the business name in question; or

(d) 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 Email address

(1) When a document is registered, delivered, sent, or forwarded to the Registrar using the online service —

(a) an email address for communication with the person who registers, delivers, sends, or forwards the application to the Registrar shall be provided with the document; and

(b) an email address for communication with the owner of the business name shall be provided with the document.

(2) The Registrar may communicate with the person who registered the document via email.

12 Application for registration

(1) An application for registration of a business name shall be accompanied with the correct fee as prescribed 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 rejection.

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

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

13 Duration of registration

(1) A business name registration shall remain in force for one year but may be renewed each year by filing with the Registrar a statement of renewal in accordance with section 15 of the Act.

(2) A statement of renewal shall be accompanied with the correct notice of business activity renewal fee as prescribed on Schedule 1.

14 Amendment of Registration

(1) Where the information contained on the Certificate of Business Name or in the Business Name Register is no longer correct due to a change in circumstances, the Registrant shall in accordance with section 8 of the Act, file an amendment to the business name 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 Name Registration, the Registrar shall issue an amended Certificate Business Name Registration.

15 Cancellation of registration

Where the Registrar cancels a Business Name Registration, the Registrar shall –

(a) notify the Registrant in a written communication in compliance with section 12 of the Act of the reason for the cancellation; and

(b) the notice shall inform the Registrant.

16 Appeal to the Minister

(1) An appeal may be made against a decision to cancel a registration of business name regulation and shall be made in writing to the Minister within 14 working days from the date the Registrant is given notice of the cancellation.

(2) The appeal shall set out the ground of the appeal.

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

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

17 Penalties

Where a Registrant fails to comply with the Act or these Regulations, the Registrar may impose a penalty or late filing fee as prescribed under the Act or these Regulations.

18 Repeal

The Registration of Business Names Regulations [Cap. 17.15.01] 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

(Regulation 8)

PRESCRIBED FEES

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

*All fees are exclusive of 15% Consumption Tax