How Pääsuke handles represenation rights from the Business Registry (Äriregistrist tulenevad esindusõigused)

version 0.3 (20.12.2023)

Preface

Pääsuke keeps a copy of the representation rights pulled from the Estonian Business Registry and constantly keeps the copy in sync.

Internally Pääsuke handles the representation rights the same way as it handles mandates (this means that the representation rights are returned in the "mandates" block).

This document describes the logic of how Pääsuke handles and presents the representation rights synced from the Business registry.

How one can use the representation rights stored in Pääsuke

1. One can pull the mandates from Pääsuke Oraakliliides (to avoid pulling them from the Business Registry)
2. When describing rules for what roles can add (or withdraw or waive or add a sub-delegate) a mandate with a specific role from within Pääsuke UI

What kind of representation rights are pulled

Which role codes are pulled

This is the list of representation codes (in December 2023) who have the right to represent the legal person (alone or as part of a group).

Over time new values might be added to this list by the Estonian Business Registry

Role code	Role as text	Role as text in Estonian	Representee types *	Delegate types *	Notes *
AJPH	The interim trustee in bankruptcy acting as a liquidator	Ajutine pankrotihaldur likvideerija ülesannetes	any except State and MTÜ	natural person	
ASES	A person with the right to represent the agency	Asutuse esindusõiguslik isik	State	natural person	
ESIS	Esindama volitatud isik	Esindama volitatud isik	UÜ, TÜ	natural person	
ESIS2	The person entitled to represent the undertaking	Esindama õigustatud isik	UÜ, TÜ	natural person	succeeded by ESIS2
ETTEV	Undertaking	Ettevõtja	FIE	natural person	succeeded by FIE
EUSOS	A limited partner authorized to represent	Esindama volitatud usaldusosanik	UÜ	legal person or natural person	
EUSOS2	A limited partner authorized to represent	Esindama volitatud usaldusosanik	UÜ	legal person or natural person	succeeded by EUSOS2
FIE	Sole trader	Füüsilisest isikust ettevõtja	FIE	natural person	
HNKL	Member of administrative board	Haldusnõukogu liige	any except State and MTÜ	natural person	
JPNKR	Trustee in bankruptcy with the right to supervise	Järelevalveõiguslik pankrotihaldur	any except State and MTÜ	natural person	
JUHA	Sole member of the board	Juhatuse ainuliige	any except State and MTÜ	natural person	succeeded by JUHL
JUHE	Chairman of the board	Juhatuse esimees	any except State and MTÜ	natural person	succeeded by JUHL
JUHJ	Management board member (director)	Juhatuse liige (juhataja)	any except State and MTÜ	natural person	succeeded by JUHL
JUHL	Management board member	Juhatuse liige	any except State	natural person	
LIKV	Liquidator	Likvideerija	any except State	legal person or natural person	
LIKVJ	The liquidators are the members of the management board	Juhatuse liikmest likvideerija	any except State	natural person	
PANKR	Trustee in bankruptcy	Pankrotihaldur	any except State	natural person	

PROK	Procurator	Prokurist	any except State and MTÜ	natural person	
TOSAN	General partner	Täisosanik	UÜ, TÜ	legal person or natural person	
VALIT	Administrator	Valitseja	KÜ	legal person	
VFILJ	Director of branch	Filiaali juhataja	FIL	natural person	

Legend:

- * - Columns "Representee types" and "Delegate types" are preliminary and waiting feedback from Estonian Business Registry
- FIE - sole trader (füüsilisest isikust ettevõtja)
- TÜ - täisühing
- UÜ - usaldusühing
- MTÜ - mittetulundusühing (sh korteriühistu, sihtasutus)
- State - state or local government legal person
- FIL - Välismaa äriühingu filiaal

What other flags are synced from the Business Registry

Besides role code Pääsuke also syncs the following information:

1. Does the person have the right to represent the legal person alone (sole representation right)
2. If the person doesn't have the right to represent the legal person alone then Pääsuke pulls the information if the representation rights are machine readable for this legal entity.
   - This information is used by Pääsuke itself - persons without sole representation (but with machine readable information about the representation right groups) can carry on ring-singing in Pääsuke
   - For example if two persons can represent the company in a group and this information is available from business registry in machine readable format then Pääsuke stores this information and allows this group to add roles in Pääsuke.

Practical examples when querying mandates from Pääsuke

When loading mandates and representation rights from Pääsuke, the first thing is to decide what roles from the business registry one accepts.

Allowing anyone who is described on the card

The simplest option would be to allow anyone who is described on the registry card.

```
curl --insecure \
-H "accept: application/json" \
-H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \
-H "X-Road-UserId: EE50102030405" \
-H "X-Road-Id: 08544bbd2f41473800309d16bd81c64c0f54193d84b53f8ad22aacdf5e" \
-X GET "https://security-server/r1/ee-dev/GOV/70006317/volitused/oraakel/delegates/EE37807290000/representees?
ns=BR_REPRIGHT" | jq
```

Practically this means that the person might have a role from the following list:

List where the roles can come from	If person has sole representation right then user has roles from the following list:

BR_REPRIGHT:AJPH	BR_REPRIGHT:AJPH_SOLEREP
BR_REPRIGHT:ASES	BR_REPRIGHT:ASES_SOLEREP
BR_REPRIGHT:ESIS	BR_REPRIGHT:ESIS_SOLEREP
BR_REPRIGHT:ESIS2	
BR_REPRIGHT:ETTEV	BR_REPRIGHT:ETTEV_SOLEREP
BR_REPRIGHT:EUSOS	BR_REPRIGHT:EUSOS_SOLEREP
BR_REPRIGHT:EUSOS2	BR_REPRIGHT:EUSOS2_SOLEREP
BR_REPRIGHT:FIE	BR_REPRIGHT:FIE_SOLEREP
BR_REPRIGHT:HNKL	BR_REPRIGHT:HNKL_SOLEREP
BR_REPRIGHT:JPNKR	BR_REPRIGHT:JPNKR_SOLEREP
BR_REPRIGHT:JUHA	BR_REPRIGHT:JUHA_SOLEREP
BR_REPRIGHT:JUHE	BR_REPRIGHT:JUHE_SOLEREP
BR_REPRIGHT:JUHJ	BR_REPRIGHT:JUHJ_SOLEREP
BR_REPRIGHT:JUHL	BR_REPRIGHT:JUHL_SOLEREP
BR_REPRIGHT:LIKV	BR_REPRIGHT:LIKV_SOLEREP
BR_REPRIGHT:LIKVJ	BR_REPRIGHT:LIKVJ_SOLEREP
BR_REPRIGHT:PANKR	BR_REPRIGHT:PANKR_SOLEREP
BR_REPRIGHT:PROK	BR_REPRIGHT:PROK_SOLEREP
BR_REPRIGHT:TOSAN	BR_REPRIGHT:TOSAN_SOLEREP
BR_REPRIGHT:VALIT	BR_REPRIGHT:VALIT_SOLEREP
BR_REPRIGHT:VFILJ	BR_REPRIGHT:VFILJ_SOLEREP
BR_REPRIGHT:GROUPREP	BR_REPRIGHT:SOLEREP

And in the future the Business registry might start to return additional roles and then these would also get access.

Allowing anyone who has sole representation right (ainuesindusõigus_olemas=JAH)

```
curl --insecure \
-H "accept: application/json" \
-H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \
-H "X-Road-UserId: EE50102030405" \
-H "X-Road-Id: 08544bbd2f41473800309d16bd81c64c0f54193d84b53f8ad22aacdf5e" \
-X GET "https://security-server/r1/ee-dev/GOV/70006317/volitused/oraakel/delegates/EE37807290000/representees?
role=BR_REPRIGHT%3ASOLEREP" | jq
```

Allowing anyone who has role JUHL, PROK or FIE

In this example we do not look if the person has sole representation right

```
curl --insecure \
-H "accept: application/json" \
-H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \
-H "X-Road-UserId: EE50102030405" \
-H "X-Road-Id: 08544bbd2f41473800309d16bd81c64c0f54193d84b53f8ad22aacdf5e" \
-X GET "https://security-server/r1/ee-dev/GOV/70006317/volitused/oraakel/delegates/EE37807290000/representees?
role=BR_REPRIGHT%3AJUHL&role=BR_REPRIGHT%3APROK&role=BR_REPRIGHT%3AFIE" | jq
```

Allowing anyone who has sole representation right (ainuesindusõigus) and one of the roles JUHL, PROK or FIE

```
curl --insecure \
-H "accept: application/json" \
-H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \
-H "X-Road-UserId: EE50102030405" \
-H "X-Road-Id: 08544bbd2f41473800309d16bd81c64c0f54193d84b53f8ad22aacdf5e" \
-X GET "https://security-server/r1/ee-dev/GOV/70006317/volitused/oraakel/delegates/EE37807290000/representees?
role=BR_REPRIGHT%3AJUHL_SOLEREP&role=BR_REPRIGHT%3APROK_SOLEREP&role=BR_REPRIGHT%3AFIE_SOLEREP" | jq
```

Business rules for syncing representation rights from the Business Registry to Pääsuke

All the representation rights pulled from the Business Registry have namespace (role prefix) BR_REPRIGHT in Pääsuke.

The rules for copying over representation rights from the Business Registry to Pääsuke

Through Oraakliliides Pääsuke returns 1...3 roles for each person on the registry card

- If the Business Registry returns that the person has some role (fyysilise_isiku_roll)
  - then Pääsuke returns "role": "BR_REPRIGHT:<role>"
- If the Business Registry returns that the person has sole representation right (ainuesindusoigus_olemas=JAH)
  - then Pääsuke returns "role": "BR_REPRIGHT:SOLEREP"
  - also Pääsuke returns "role": "BR_REPRIGHT:<role>_SOLEREP"
- If the Business Registry returns that the person does not have sole representation right (ainuesindusoigus_olemas=EI)
  - and machine-readable information is returned (esindusoiguse_grupid) about the group representation rights
    - then Pääsuke returns "role": "BR_REPRIGHT:GROUPREP"

Identifiers

- Legal persons get country code (EE) + registry number
- Physical persons get country code (EE) + personal code

Practical examples and comparison to Business Registry output

The best is to look at some examples. The names and personal codes have been modified.

Person on the registry card has full representation rights

	Äriregister esindus_v2 response	Pääsuke
Query	<prod:esindus_v2> <prod:keha> <prod:ariregister_valjundi_formaat>xml</prod:ariregister_valjundi_formaat> <prod:ariregistri_kood>80119643</prod:ariregistri_kood> </prod:keha> </prod:esindus_v2>	curl --insecure \ -H "accept: application/json" \ -H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \ -H "X-Road-UserId: EE50102030405" \ -H "X-Road-Id: 08544bbd2f41473800309d16bd81c64c0f54193d84b53f8ad22aacdf5e" \ -X GET "https://security-server/r1/ee-dev/GOV/70006317/volitused/oraakel/representees/EE16211377/delegates/EE37901020000/mandates?ns=BR_REPRIGHT" | jq

Response	Fragment of the response	{
		  "representee": {
		    "type": "LEGAL_PERSON",
		    "legalName": "TextMagic AS",
		    "identifier": "EE16211377"
		  },
		  "delegate": {
		    "type": "NATURAL_PERSON",
		    "firstName": "Firstname",
		    "surname": "Surname",
		    "identifier": "EE37901020000"
		  },
		  "mandates": [
		    {
		      "role": "BR_REPRIGHT:JUHL"
		    },
		    {
		      "role": "BR_REPRIGHT:JUHL_SOLEREP"
		    },
		    {
		      "role": "BR_REPRIGHT:SOLEREP"
		    }
		  ]
		}

```
<ns1:ettevotjad>
  <ns1:item>
    <ns1:ariregistri_kood>16211377</ns1:ariregistri_kood>
    <ns1:arinimi>TextMagic AS</ns1:arinimi>
    <ns1:staatus>R</ns1:staatus>
    <ns1:staatus_tekstina>Registrisse kantud</ns1:staatus_tekstina>
    <ns1:isikud>
      <ns1:item>
        <ns1:fyysilise_isiku_eesnimi>Firstname</ns1:fyysilise_isiku_eesnimi>
        <ns1:fyysilise_isiku_perenimi>Surname</ns1:fyysilise_isiku_perenimi>
        <ns1:fyysilise_isiku_kood>37901020000</ns1:fyysilise_isiku_kood>
        <ns1:isikukood_riik>EST</ns1:isikukood_riik>
        <ns1:isikukoodi_riik_tekstina>Eesti</ns1:isikukoodi_riik_tekstina>
        <ns1:fyysilise_isiku_roll>JUHL</ns1:fyysilise_isiku_roll>
        <ns1:fyysilise_isiku_roll_tekstina>Juhatuse liige</ns1:fyysilise_isiku_roll_tekstina>
        <ns1:ainuesindusoigus_olemas>JAH</ns1:ainuesindusoigus_olemas>
      </ns1:item>
```

Person on the registry card does not have sole representation right

	Äriregister esindus_v2 response	Pääsuke

Query	<prod:esindus_v2>
	  <prod:keha>
	    <prod:ariregister_valjundi_formaat>xml</prod:ariregister_valjundi_formaat>
	    <prod:ariregistri_kood>80119643</prod:ariregistri_kood>
	  </prod:keha>
	</prod:esindus_v2>
		curl --insecure \
		-H "accept: application/json" \
		-H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \
		-H "X-Road-UserId: EE50102030405" \
		-H "X-Road-Id: 08544bbd2f41473800309d16bd81c64c0f54193d84b53f8ad22aacdf5e" \
		-X GET "https://security-server/r1/ee-dev/GOV/70006317/volitused/oraakel/representees/EE80119643/delegates/EE48306274717/mandates?ns=BR_REPRIGHT" | jq

Response	Fragment of the response	
| | ```
<ns1:ettevotjad>
  <ns1:item>
    <ns1:ariregistri_kood>80119643</ns1:ariregistri_kood>
    <ns1:arinimi>Eesti Noorsootöötajate Kogu</ns1:arinimi>
    <ns1:staatus>R</ns1:staatus>
    <ns1:staatus_tekstina>Registrisse kantud</ns1:staatus_tekstina>
    <ns1:isikud>
      <ns1:item>
        <ns1:fyysilise_isiku_eesnimi>First Names</ns1:fyysilise_isiku_eesnimi>
        <ns1:fyysilise_isiku_perenimi>Surname</ns1:fyysilise_isiku_perenimi>
        <ns1:fyysilise_isiku_kood>49012310000</ns1:fyysilise_isiku_kood>
        <ns1:isikukood_riik>EST</ns1:isikukood_riik>
        <ns1:isikukoodi_riik_tekstina>Eesti</ns1:isikukoodi_riik_tekstina>
        <ns1:fyysilise_isiku_roll>JUHL</ns1:fyysilise_isiku_roll>
        <ns1:fyysilise_isiku_roll_tekstina>Juhatuse liige</ns1:fyysilise_isiku_roll_tekstina>
        <ns1:ainuesindusoigus_olemas>EI</ns1:ainuesindusoigus_olemas>
      </ns1:item>

    </ns1:isikud>
    <ns1:esindusoiguse_eritingimused>
      <ns1:item>
        <ns1:item>....</ns1:item>
      </ns1:item>
    </ns1:esindusoiguse_eritingimused>
    <ns1:esindusoiguse_grupid>
      <ns1:grupp>
        <ns1:grupi_nr>1</ns1:grupi_nr>
        <ns1:item>

          ... person is listed here ...

        </ns1:item>
      </ns1:grupp>
``` | ```
{
  "representee": {
    "type": "LEGAL_PERSON",
    "legalName": "Eesti Noorsootöötajate Kogu",
    "identifier": "EE80119643"
  },
  "delegate": {
    "type": "NATURAL_PERSON",
    "firstName": "First Names",
    "surname": "Surname",
    "identifier": "EE49012310000"
  },
  "mandates": [
    {
      "role": "BR_REPRIGHT:GROUPREP"
    },
    {
      "role": "BR_REPRIGHT:JUHL"
    }
  ]
}
``` |

Procurist Example

The following procurist doesn't have sole representation right

	Äriregister esindus_v2 response	Pääsuke
| Query | ```
<prod:esindus_v2>
  <prod:keha>
    <prod:ariregister_valjundi_formaat>xml</prod:ariregister_valjundi_formaat>
    <prod:ariregistri_kood>14986789</prod:ariregistri_kood>
  </prod:keha>
</prod:esindus_v2>
``` | ```
curl --insecure \
-H "accept: application/json" \
-H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \
-H "X-Road-UserId: EE50102030405" \
-H "X-Road-Id: 08544bbd2f41473800309d16bd81c64c0f54193d84b53f8ad22aacdf5e" \
-X GET "https://security-server/r1/ee-dev/GOV/70006317/volitused/oraakel/representees/EE14986789/delegates/EE364010200000/mandates?ns=BR_REPRIGHT" | jq
``` |

Response	Fragment of the response	
| | `<ns1:ettevotjad>`<br>`        <ns1:item>`<br>`            <ns1:ariregistri_kood>14986789</ns1:ariregistri_kood>`<br>`            <ns1:arinimi>Huawei Technologies Eesti OÜ</ns1:arinimi>`<br>`            <ns1:staatus>R</ns1:staatus>`<br>`            <ns1:staatus_tekstina>Registrisse kantud</ns1:staatus_tekstina>`<br>`            <ns1:isikud>`<br>`              <ns1:item>`<br>`                <ns1:fyysilise_isiku_eesnimi>Eesnimi</ns1:fyysilise_isiku_eesnimi>`<br>`                <ns1:fyysilise_isiku_perenimi>Perenimi</ns1:fyysilise_isiku_perenimi>`<br>`                <ns1:fyysilise_isiku_kood>364010200000</ns1:fyysilise_isiku_kood>`<br>`                <ns1:isikukood_riik>EST</ns1:isikukood_riik>`<br>`                <ns1:isikukoodi_riik_tekstina>Eesti</ns1:isikukoodi_riik_tekstina>`<br>`                <ns1:fyysilise_isiku_roll>`**PROK**`</ns1:fyysilise_isiku_roll>`<br>`                <ns1:fyysilise_isiku_roll_tekstina>Prokurist</ns1:fyysilise_isiku_roll_tekstina>`<br>`                <ns1:ainuesindusoigus_olemas>`**EI**`</ns1:ainuesindusoigus_olemas>`<br>`              </ns1:item>`<br>`            </ns1:isikud>`<br>`            <ns1:esindusoiguse_eritingimused>`<br>`              <ns1:item>`<br>`                <ns1:item>Osaühingut esindavad kaks (2) juhatuse liiget ühiselt.</ns1:item>`<br>`              </ns1:item>`<br>`              <ns1:item>`<br>`                <ns1:item>Alar Heikla (isikukood 36801270246) esindab äriühingut ühiselt koos juhatuse liikmega.</ns1:item>`<br>`              </ns1:item>`<br>`            </ns1:esindusoiguse_eritingimused>` | ```json
{
  "representee": {
    "type": "LEGAL_PERSON",
    "legalName": "Huawei Technologies Eesti OÜ",
    "identifier": "EE14986789"
  },
  "delegate": {
    "type": "NATURAL_PERSON",
    "firstName": "Eesnimi",
    "surname": "Perenimi",
    "identifier": "EE364010200000"
  },
  "mandates": [
    {
      "role": "BR_REPRIGHT:GROUPREP"
    },
    {
      "role": "BR_REPRIGHT:PROK"
    }
  ]
}
``` |

Configuring the allowed actions in Pääsuke for mandates with a specific role

If a mandate with some role can be added from Pääsuke then there is need to describe the rules who can add the mandate.

Also the same way there is need to describe who can withdraw the mandate, who can waive the mandate and who can add a sub-delegate for a mandate.

Example

If we want to say that only persons who have JUHL or PROK or ASES representation rights together with the sole representation right (ainuesindusoigus_olemas=JAH) can add a role then we would have the following block in the role definition:

```
"addableBy": [
    "BR_REPRIGHT:JUHL_SOLEREP",
    "BR_REPRIGHT:PROK_SOLEREP",
    "BR_REPRIGHT:ASES_SOLEREP"
],
```

NB! By law the role ASES only has an informative meaning in Äriregister. So keep that in mind when adding that to the list of supported representation rights.