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

version 0.6 (30.01.2024)

- Preface
  - Use cases for using representation rights and authorizations loaded from the Business Registry
- Person identifiers synced from the Business Registry
- What kind of role codes are pulled
  - Which role codes are pulled
    - How these values are stored in Pääsuke
  - O How the flag "sole representation right" (ainuesindusõigus) is stored in Pääsuke
    - BR\_REPRIGHT:SOLEREP
    - Additional "\_SOLEREP" convenience role codes in Pääsuke for sole representation right
- Practical examples when querying mandates from Pääsuke
  - Allowing anyone who is described on the card
  - Allowing anyone who has sole representation right (ainuesindusoigus\_olemas=JAH) according to the Business Registry
  - Allowing anyone who has role JUHL, PROK or FIE
  - Allowing anyone who has sole representation right (ainuesindusõigus) and one of the roles JUHL, PROK or FIE
- Practical examples and comparison to the output of Business Registry query "esindus\_v2"
  - Asking representation rights of a natural person
  - Asking representation rights of a natural person in some specific company
    - Person on the registry card has full representation rights
    - Person on the registry card does not have sole representation right
    - Procurist Example

### **Preface**

Pääsuke keeps a copy of the representation rights (and authorizations like procurator) 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 inside the "mandates" block).

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

#### Use cases for using representation rights and authorizations loaded from the Business Registry

- 1. A system can pull representation rights from Pääsuke Oraakliliides (to avoid pulling them from the Business Registry). The benefit is that in the single response, there are both:
  - a. representation rights from the Business Registry and
  - b. the authorizations that have been granted in Pääsuke
- 2. When a system describes their roles for Pääsuke, it is possible to define who can add or remove a role. For example
  - a. If any person in the company who has (according to the Business Registry) sole representation right in the company is allowed to add that role, then the role must have attribute addableBy: ["BR\_REPRIGHT:SOLEREP"]
  - b. If only management board members and procurers are allowed to withdraw a mandate with that role, then the role must have attribute withdrawableBy:["BR\_REPRIGHT:JUHL", "BR\_REPRIGHT:PROK"]
  - c. If only management board members and procurers are allowed to further sub-delegate a mandate (edasi volitama) and they need to have the sole representation right (ainuesindusõigus), then the role must have an attribute subDelegableBy: ["BR\_REPRIGHT: JUHL\_SOLEREP", "BR\_REPRIGHT:PROK\_SOLEREP"]
  - d. More information about configuring roles can be found from the document "Introduction to Pääsuke and configuring roles"

# Person identifiers synced from the Business Registry



Person identifiers in Pääsuke

Pääsuke takes the person code and adds the country code "EE" in front of it. The result is EE12345678 for legal persons and EE12345678901 for natural persons.

Example identifier of a natural person: EE37807290000

Example identifier of a legal person in Pääsuke: EE12345678

# What kind of role codes are pulled

# Which role codes are pulled

This is the list of representation codes (in January 2024) who have the right to represent the legal person (seadusjärgne esindusõigus).

Over time, the Estonian Business Registry might add new values to this list.

code	Title in Estonian	Title in English	The delegate can be a legal person	The delegate can be a natural person	Excludes roles	Is valid*	Legal entity types (in Estonian) who can have persons on the board
code	Nimetus eesti keeles	Nimetus inglise keeles	Esindaja saab olla juriidiline isik	Esindaja saab olla füüsiline isik	Välistab rollid	Kehtiv*	Lubatud õiguslikud vormid
AJPH	Ajutine pankrotihaldur likvideerija ülesannetes	The interim trustee in bankruptcy acting as a liquidator	FALSE	TRUE		TRUE	{AMETÜ,AS,EMÜ,ERAK,FA,FIL,KÜ, MPÜ,MTÜ,OÜ,SA,SCE,SE,TKR,TÜ, TÜH,UÜ}
ASES	Asutuse esindusõiguslik isik	Person with right to represent the agency	FALSE	TRUE		TRUE	{AVOIG,KOVAS,TRAS}
ERIH	Erirežiimihaldur	Special regime trustee	FALSE	TRUE		TRUE	{AS,OÜ,SCE,SE}
ESIS	Esindama õigustatud isik	Person delegated to represent the undertaking	FALSE	TRUE		FALSE	{EMÜ,TÜ,UÜ}
ESIS2	Esindama õigustatud isik	Person entitled to represent the undertaking	FALSE	TRUE		TRUE	{EMÜ,TÜ,UÜ}
ETTEV	Ettevõtja	Undertaking	FALSE	TRUE		FALSE	{FIE}
EUSOS	Esindama volitatud usaldusosanik	A limited partner authorized to represent	TRUE	TRUE		FALSE	{UÜ}
EUSOS2	Esindama volitatud usaldusosanik	A limited partner authorized to represent	TRUE	TRUE	{UOSAN}	TRUE	{UÜ}
FIE	Füüsilisest isikust ettevõtja	Sole trader	FALSE	TRUE		TRUE	{FIE}
HNKL	Haldusnõukogu liige	Member of administrative board	FALSE	TRUE		TRUE	{SE}
JPNKR	Järelevalveõiguslik pankrotihaldur	Trustee in bankruptcy with the right to supervise	FALSE	TRUE		TRUE	{AMETÜ,AS,EMÜ,ERAK,FIE,KÜ, MPÜ,MTÜ,OÜ,SA,SCE,SE,TKR,TÜ, TÜH,UÜ}
JUHA	juhatuse ainuliige	Sole member of the board	FALSE	TRUE		FALSE	{AS,OÜ,SCE,SE,TKR,TÜH}
JUHE	juhatuse esimees	Chairman of the board	FALSE	TRUE		FALSE	{AS,OÜ,SCE,SE,TKR,TÜH}
JUHJ	juhatuse liige (juhataja)	Management board member (director)	FALSE	TRUE		FALSE	{AS,OÜ,SCE,SE,TKR,TÜH}
JUHL	Juhatuse liige	Management board member	FALSE	TRUE	{VALIT}	TRUE	{AMETÜ,AS,EMÜ,ERAK,KÜ,MPÜ, MTÜ,OÜ,SA,SCE,SE,TKR,TÜH}
LIKV	Likvideerija	Liquidator	TRUE	TRUE		TRUE	{AMETÜ,AS,EMÜ,ERAK,FA,FIL,KÜ, MPÜ,MTÜ,OÜ,SA,SCE,SE,TKR,TÜ, TÜH,UÜ}
LIKVJ	Juhatuse liikmest likvideerija	The liquidators are the members of the management board	FALSE	TRUE		TRUE	{AS,OÜ,SCE,SE}
MORAH	Moratooriumihaldur	Trustee in moratorium	FALSE	TRUE		TRUE	{AS,SCE,SE,TKR,TÜH}
PANKR	Pankrotihaldur	Trustee in bankruptcy	FALSE	TRUE		TRUE	{AMETÜ,AS,EMÜ,ERAK,FIE,KÜ, MPÜ,MTÜ,OÜ,SA,SCE,SE,TKR,TÜ, TÜH,UÜ}
PROK**	Prokurist	Procurator	FALSE	TRUE		TRUE	{AS,EMÜ,FA,FIE,FIL,OÜ,SCE,SE, TKR,TÜ,TÜH,UÜ}
TOSAN	Täisosanik	General partner	TRUE	TRUE		TRUE	{EMÜ,TÜ,UÜ}
VALIT	Valitseja	Administrator	TRUE	FALSE	{JUHL}	TRUE	{KÜ}
VFILJ	Filiaali juhataja	Director of branch	FALSE	TRUE		TRUE	{FA,FIL}

- \* "is valid" here means that the business registry doesn't allow adding new persons with this role to the board but there might be legal entitities that have persons on the board with this role (from earlier)
- \*\* PROK is not a representation right (seadusjärgne esindusõigus) but a authorization (volitus) that is marked on the company registry card. All the other roles besides PROK in the table are representation rights.

#### How these values are stored in Pääsuke



Business Registry role codes prefix in Pääsuke

Pääsuke adds "BR\_REPRIGHT:" in the beginning of the role codes synced from the Business Registry.

### How the flag "sole representation right" (ainuesindusõigus) is stored in Pääsuke

#### **BR REPRIGHT: SOLEREP**

For each role the Business Registry keeps a flag if the person has the sole representation right. Pääsuke pull that information from the Business Registry.



#### Sole representation right stored in Pääsuke

If the person has the sole representation right (ainuesindusõigus) according to the Business Registry then Pääsuke stores this information as a separate mandate with role code "BR\_REPRIGHT:SOLEREP"

If the person does not have sole representation right then a mandate with this additional role code is not created Pääsuke for that person.

#### Additional "\_SOLEREP" convenience role codes in Pääsuke for sole representation right



Business registry role together with sole representation right

If the person has in legal person role code "ROLEX" returned by the Business Registry and the person also has sole representation right (ainuesindusõigus olemas) in that company then Pääsuke adds additional mandate with role code "BR\_REPRIGHT:ROLEX\_SOLEREP"

If a person has the role FIE returned by the Business Registry and sole representation right then the person has 3 different mandates stored in Pääsuke:

- "BR\_REPRIGHT:FIE"
- "BR\_REPRIGHT:SOLEREP"
- "BR\_REPRIGHT:FIE\_SOLEREP"

# Practical examples when querying mandates from Pääsuke

When querying mandates and representation rights from Pääsuke, the first thing is to decide what roles from the Business Registry are accepted. The following examples only look at the role codes that are stored in the business registry (ns = BR\_REPRIGHT). In a real-life scenario the system would also include its own namespace (there would be an additional "ns" parameter in the queries)

#### Allowing anyone who is described on the card

Let's say we have a use case that we want to build a drop-down with companies where the user is in the board. We have authenticated the person and we know the person has national identity number EE37807290000

If we want to get the list of companies where the user has representation right according to the Business Registry, then this information would be possible using the query:

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

NB! in the future the Business registry might start to return additional role codes who have representaion right and then these companies would also be returned.

# Allowing anyone who has sole representation right (ainuesindusoigus\_olemas=JAH) according to the Business Registry

Let's say we only want to limit the list to the companies where the user also has sole representation right:

```
curl --insecure \
   -H "accept: application/json" \
   -H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \
   -H "X-Road-UserId: EE37807290000" \
   -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 are interested in companies where the user has one of the roles but we don't care if the person has sole representation right (ainuesindusõigus) or not. Then we would make the following query:

```
curl --insecure \
-H "accept: application/json" \
-H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \
-H "X-Road-UserId: EE37807290000" \
-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

Here we are only interested in the list of companies where user has sole representation right and one of 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
```

# Practical examples and comparison to the output of Business Registry query "esindus\_v2"

If one is familiar with the output of the Business Registry query "esindus\_v2" then the following examples illustrate how to make the same queries to Pääsuke.

The examples list side-by-side the queries that need to be sent to different systems and the output returned by these systems.

The names and personal codes have been modified.

## Asking representation rights of a natural person

If we only have a person and we want to find out which legal persons this person can represent then we only use his national identity number to make the queries.

And the output is the list of companies the person has some kind of role in the BR\_REPRIGHT namespace.

	Äriregister esindus_v2 response	Pääsuke
Query	<pre><pre></pre></pre>	curlinsecure \ -H "accept: application/json" \ -H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \ -H "X-Road-Userld: EE50102030405" \ -H "X-Road-Id: 08544bbd2f41473800309d16bd81c64c0f54193d84b53f8ad22aacdf5e" \ -X GET "https://security-server/r1/ee-dev/GOV/70006317/volitused/oraakel /delegates/EE50102030405/representees?ns=BR_REPRIGHT"
Response	Fragment of the response <ns1:ettevotjad> <ns1:item></ns1:item></ns1:ettevotjad>	

```
<ns1:staatus_tekstina>Registrisse kantud</ns1:
staatus_tekstina>
  <ns1:isikud>
     <ns1:item>
       <ns1:fyysilise_isiku_eesnimi>Eesnimi</ns1:
fyysilise_isiku_eesnimi>
       <ns1:fyysilise_isiku_perenimi>Perenimi<
/ns1:fyysilise_isiku_perenimi>
       <ns1:fyysilise_isiku_kood>50102030405<
/ns1:fyysilise_isiku_kood>
       <ns1:isikukood_riik>EST</ns1:
isikukood_riik>
       isikukoodi_riik_tekstina>
       <ns1:fyysilise_isiku_roll>JUHL</ns1:</pre>
fyysilise_isiku_roll>
       <ns1:fyysilise_isiku_roll_tekstina>Juhatuse
liige</ns1:fyysilise_isiku_roll_tekstina>
       <ns1:ainuesindusoigus_olemas>JAH</ns1:
ainuesindusoigus_olemas>
     </ns1:item>
  </ns1:isikud>
  <ns1:esindusoiguse_eritingimused/>
  <ns1:esindusoiguse_grupid/>
  <ns1:oiguslik_vorm>OÜ</ns1:oiguslik_vorm>
  <ns1:oiguslik_vorm_tekstina>Osaühing</ns1:</pre>
oiguslik_vorm_tekstina>
</ns1:item>
<ns1:item>
  <ns1:ariregistri_kood>80348555</ns1:
ariregistri_kood>
  <ns1:arinimi>Tapa linn, Põllu tn 1 korteriühistu<
  <ns1:staatus>R</ns1:staatus>
  <ns1:staatus_tekstina>Registrisse kantud</ns1:</pre>
staatus tekstina>
  <ns1:isikud>
     <ns1:item>
       <ns1:fyysilise_isiku_eesnimi>Eesnimi</ns1:
fyysilise_isiku_eesnimi>
       <ns1:fyysilise_isiku_perenimi>Perenimi<
/ns1:fyysilise_isiku_perenimi>
       <ns1:fyysilise_isiku_kood>50102030405<
/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>
     <ns1:item>
       <ns1:fyysilise_isiku_eesnimi>Teine</ns1:
fyysilise_isiku_eesnimi>
       <ns1:fyysilise_isiku_perenimi>Nimi</ns1:</pre>
fyysilise_isiku_perenimi>
       <ns1:fyysilise_isiku_kood>38703046123<
/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>
  </ns1:isikud>
  <ns1:esindusoiguse_eritingimused/>
  <ns1:esindusoiguse_grupid/>
  <ns1:oiguslik_vorm>KÜ</ns1:oiguslik_vorm>
  <ns1:oiguslik_vorm_tekstina>Korteriühistu</ns1:
oiguslik_vorm_tekstina>
```

# Asking representation rights of a natural person in some specific company

Next examples look the combination of personal code and company code. Unlike previous examples, Pääsuke also responds the individual rights.

# Person on the registry card has full representation rights

	Äriregister esindus_v2	Pääsuke
Query	<pre></pre>	curlinsecure \ -H "accept: application/json" \ -H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \ -H "X-Road-Userld: 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	{
	<pre><ns1:ettevotjad></ns1:ettevotjad></pre>	<pre>"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"     } }</pre>

# Person on the registry card does not have sole representation right

Äriregister esindus_v2	Pääsuke
------------------------	---------

```
cprod:esindus_v2>
                                                           curl --insecure \
Query
                  od:keha>
                                                           -H "accept: application/json" \
                   -H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \
            /prod:ariregister_valjundi_formaat
                                                           -H "X-Road-UserId: EE50102030405" \
                   -H "X-Road-Id:
            ariregistri_kood>
                                                           08544bbd2f41473800309d16bd81c64c0f54193d84b53f8ad22aacdf5e" \
                   cprod:
                                                           -X GET "https://security-server/r1/ee-dev/GOV/70006317/volitused/oraakel
            fyysilise_isiku_kood>49012310000</prod:
                                                           /representees/EE80119643/delegates/EE49012310000/mandates?
            fyysilise_isiku_kood>
                                                           ns=BR_REPRIGHT"
                   cprod:fyysilise_isiku_koodi_riik>EST<</pre>
            /prod:fyysilise_isiku_koodi_riik>
                 </prod:keha>
                Response
            Fragment of the response
                                                               "representee": {
                   <ns1:ettevotjad>
                                                                 "type": "LEGAL_PERSON",
                     <ns1:item>
                      <ns1:ariregistri_kood>80119643</ns1:
                                                                 "legalName": "Eesti Noorsootöötajate Kogu",
            ariregistri_kood>
                                                                  "identifier": "EE80119643"
                      <ns1:arinimi>Eesti Noorsootöötajate
                                                               },
            Kogu</ns1:arinimi>
                                                               "delegate": {
                      <ns1:staatus>R</ns1:staatus>
                                                                 "type": "NATURAL_PERSON",
                      <ns1:staatus_tekstina>Registrisse
                                                                 "firstName": "First Names",
            kantud</ns1:staatus_tekstina>
                                                                 "surname": "Surname",
                      <ns1:isikud>
                                                                 "identifier": "EE49012310000"
                        <ns1:item>
                          <ns1:fyysilise_isiku_eesnimi>First
                                                               },
            Names</ns1:fyysilise_isiku_eesnimi>
                                                               "mandates": [
                          <ns1:
            fyysilise_isiku_perenimi>Surname</ns1:
                                                                    "role": "BR_REPRIGHT:GROUPREP"
            fyysilise_isiku_perenimi>
                                                                 },
                          <ns1:
            fyysilise_isiku_kood>49012310000</ns1:
                                                                    "role": "BR_REPRIGHT:JUHL"
            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>El
             </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>
```

#### **Procurist Example**

The following procurist doesn't have sole representation right.

</ns1:grupp>

Äriregister esindus_v2 response	Pääsuke
---------------------------------	---------

```
cprod:esindus_v2>
                                                                       curl --insecure \
Query
                   od:keha>
                                                                       -H "accept: application/json" \
                    cprod:ariregister_valjundi_formaat>xml/prod:
                                                                       -H "X-Road-Client: ee-dev/GOV/70006317/riigiportaal-citizen" \
                                                                       -H "X-Road-UserId: EE50102030405" \
             ariregister_valjundi_formaat>
                    cprod:ariregistri_kood>14986789/prod:
                                                                       -H "X-Road-Id:
             ariregistri_kood>
                                                                       08544bbd2f41473800309d16bd81c64c0f54193d84b53f8ad22aacdf5e" \
                    - cprod:fyysilise_isiku_kood>364010200000/prod:
                                                                       -X GET "https://security-server/r1/ee-dev/GOV/70006317/volitused/oraakel
                                                                      /representees/EE14986789/delegates/EE364010200000/mandates?
             fyysilise_isiku_kood>
                    cprod:fyysilise_isiku_koodi_riik>EST</prod:</pre>
                                                                       ns=BR_REPRIGHT"
             fyysilise_isiku_koodi_riik>
                   </prod:keha>
                 </prod:esindus_v2>
             Fragment of the response
Response
                                                                           "representee": {
              <ns1:ettevotjad>
                                                                             "type": "LEGAL_PERSON",
                      <ns1:item>
                        <ns1:ariregistri_kood>14986789</ns1:
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