

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

version 0.4 (11.01.2024)

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 (seadusjärgne esindusõigus).

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

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 usaldusosanimik	A limited partner authorized to represent	TRUE	TRUE		FALSE	{UÜ}
EUSOS2	Esindama volitatud usaldusosanimik	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	Moratoriumihaldur	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}
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 entities that have persons on the board with this role (from earlier)

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

BR_REPRIGHT:GROUPREP	BR_REPRIGHT:SOLEREP
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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 (ainuesindusoigus_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/rl/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/rl/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 (ainuesindusoigus) 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/rl/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 Oraakiliides 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	<pre><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></pre>	<pre>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</pre>
Response	<p>Fragment of the response</p> <pre><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>J AH</ns1:ainuesindusoigus_olemas> </ns1:item></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 response	Pääsuke
Query	<pre><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></pre>	<pre>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</pre>

Response	<p>Fragment of the response</p> <pre> <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> </pre>	<pre> { "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" }] } </pre>
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Procurist Example

The following procurist doesn't have sole representation right

	Äriregister esindus_v2 response	Pääsuke
Query	<pre> <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> </pre>	<pre> 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 </pre>

Response	<p>Fragment of the response</p> <pre> <ns1:ettevotjad> <ns1:item> <ns1:ariregistri_kood>14986789</ns1: ariregistri_kood> <ns1:arinimi>Huawei Technologies Eesti OÜ< /ns1:arinimi> <ns1:staatus>R</ns1:staatus> <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>364010200000</ns1: fyysilise_isiku_kood> <ns1:isikukood_riik>EST</ns1: isikukood_riik> <ns1:isikukoodi_riik_tekstina>Eesti</ns1: isikukoodi_riik_tekstina> <ns1:fyysilise_isiku_roll>PROK</ns1: fyysilise_isiku_roll> <ns1: fyysilise_isiku_roll_tekstina>Prokurist</ns1: fyysilise_isiku_roll_tekstina> <ns1:ainuesindusoigus_olemas>EI</ns1: ainuesindusoigus_olemas> </ns1:item> </ns1:isikud> <ns1:esindusoiguse_eritingimused> <ns1:item> <ns1:item>Osaühingut esindavad kaks (2) juhatuse liiget ühiselt.</ns1:item> </ns1:item> <ns1:item> <ns1:item>Alar Heikla (isikukood 36801270246) esindab äriühingut ühiselt koos juhatuse liikmega.</ns1:item> </ns1:item> </ns1:esindusoiguse_eritingimused> </pre>	<pre> { "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" }] } </pre>
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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.