

8. Other Related Policies

8.1 Not-for-Profit Organizations

8.1.1 *Non-Distinctive Names*

Many not-for-profit corporations use highly descriptive, almost non-distinctive names. Typically, words like “Canadian” or “National” serve to give the name distinctiveness. For this reason, most not-for-profit names do not deserve a lot of protection. See 8.1.5 for amount of protection given.

8.1.2 *Government Connotation Implied*

Because of the nature of the names of not-for-profit companies, there may be a greater likelihood of name proposals which connote government sponsorship or control. Regulation 22 will be strictly enforced by the Director.

e.g. “Canadian Association of Postmasters” - is not acceptable

8.1.3 *Chamber of Commerce*

The term “Chamber of Commerce” is available for use in the name of a not-for-profit corporation with suitable objects.

8.1.4 *Legal Elements*

The only legal elements which are permitted for not-for-profit companies are:

“Incorporated” or “Inc.”
“Corporation” or “Corp.”

8.1.5 *Not-for-profits and Confusion*

Where the name of a proposed not-for-profit corporation includes a geographical distinctive term and an organizational term as well as other descriptors, e.g. “Canada Ultralight Aircraft Association” or “Canada Dance Foundation”, and an existing not-for-profit corporation has the same organizational and descriptive terms with a different geographical qualification, e.g. “Calgary Ultralight Aircraft Association” and “Toronto Dance Foundation”, the Director requires the consent of the existing corporation. Applicants should note that a slight modification of their proposal would probably make it available, e.g. “Canada Ultralight Aircraft Society” or “Canada Dance Funding Society”.

8.2 Regulation 33 (Certain names not prohibited)

Reg. 33. A corporate name is not prohibited only because it contains alphabetic or numeric characters, initials, punctuation marks or any combination of those elements .

(Canada Business Corporations Regulations, 2001)

8.3 Bilingual Names

8.3.1 *General Rule:*

The English and French forms of a corporate name do not have to be literal translations. However, a corporation cannot have French and English forms of a corporate name that are so different as to appear to belong to two different corporations. Where there is concern this may be the case, the proposed name will be rejected.

8.3.2 *Guidelines within the General Rule:*

The Director will permit English and French forms of a corporate name in the following situations:

- 1) The name is made up only of generic words, literally translated. There is no separate distinctive element although the name as a whole is distinctive, e.g., “Think Retail Inc./Pensez Détail Inc.”
- 2) The name consists only of a distinctive element, which is partly translated. The part that is translated is descriptive and the other part is identical in both English and French, e.g., “Techni-Glass (or Techniglass) Inc./Techni-Verre (or Techniverre) Inc.”
- 3) The name consists of both distinctive and descriptive elements, both of which are very literally translated, e.g., “Édition Entre-Nous Inc./Between-Us Publishing Inc.”
- 4) Generally speaking, a corporation with a corporate name whose distinctive feature is an acronym may not have an alternate version of the acronym in the other official language even if the acronym is formed by letters which reflect a translation of the descriptive words of the name.

e.g. Service Informatique SI Inc.
CS Computer Service Inc. - (not available without proof of acquired secondary meaning in the acronyms)

The name of a not-for-profit corporation in which an acronym (relating to the descriptive words of the name) forms a part, may be available although the acronym is different in the English and French versions of the name. This will occur when the name would be available without the acronym and the acronym forms a non-substantive part of the name.

e.g. Institut de Recherches Aérospatiales du Canada IRAC
ARIC Aerospace Research Institute of Canada

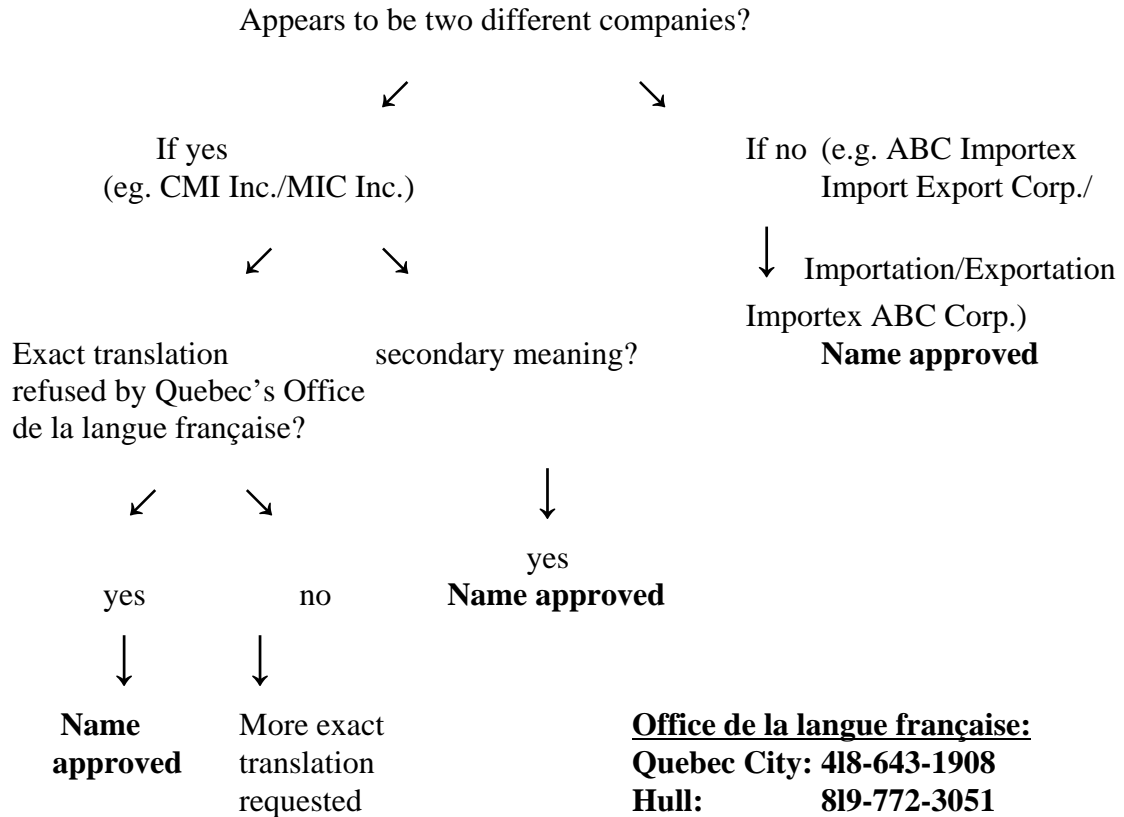
Note: For corporations operating in Quebec, provincial legislation may require a French form of the corporate name.

Note: When selecting a French form for a corporate name for the purposes of carrying on business in Quebec, it is advisable to check the acceptability of the translation with the Office de la langue française. Where the Office de la langue française (see below for

contact information) advises that a rejected French form is the only French form acceptable for use in the Province of Quebec, every effort will be made to find a way to accept that French form.

Note: Only the distinctive part of the name can be in a language which is neither English nor French. Descriptive words, if there are any, must be in English or French. e.g. La Parilla Restaurant Inc. (See 8.3.8 for entire name in another language)

BILINGUAL NAME



Office de la langue française:
Quebec City: 418-643-1908
Hull: 819-772-3051
Montreal: 514-873-6565
General Info (in Québec only):
1-888-873-6202
Email : info@olf.gouv.qc.ca

8.3.3 Fee for Articles of Amendment not required

- a) There is no fee for filing articles of amendment only to add the French or English version of a corporate name.
- b) Where articles of amendment are filed requesting that a legal element common to both language versions such as "INC.", replace the existing legal element, e.g. "LTD.", the Director will assume that this is to create a French version of the name. The Director will not require the \$200.00 filing fee despite the fact that technically the English version is also being amended.

8.3.4 Searching each version

Articles filed under both linguistic versions are very often accompanied by only one search report. Often two are necessary. Filing only one report results in rejection of the

articles by the Corporations Canada. The following criteria should be used to judge whether or not a bilingual name (whether with separate or combined English and French versions) requires two searches:

- 1) identical names require only one search report:
 - e.g. AVITEK LTD./AVITEK LTEE
 - e.g. DUBOIS DISTRIBUTIONS LTD./DISTRIBUTIONS DUBOIS LTEE

- 2) names which are exact translations with phonetic differences require two searches unless the English and French versions share a substantial, distinctive component and differ only in respect of a minor, ordinary descriptive term, in which case the name can be searched in such a way that one search will suffice.
 - e.g. Placements Protar Holdings Inc. - one search
 - e.g. Gestion Quadra Inc./Quadra Management Inc. - one search

In other words, where the bilingual name has a short distinctive part with a long and differing descriptive part, two search reports would be required.

- e.g. LB Plumbing + Heating Inc.
Tuyauterie et Chauffage LB Inc. - two searches

Similarly, where the descriptive part of a bilingual name is unusual, two search reports would be required.

- e.g. Collecte de sang Croix Bleue Inc.
Blue Cross Blood Collection Inc. - two searches

8.3.5 Legal Element

Section 10 of the CBCA states that one of the following legal elements must be part of the name every corporation:

- Limited
- Limitée
- Incorporated
- Incorporée
- Corporation
- Société par actions de régime fédéral
- or the corresponding abbreviation, Ltd., Ltée., Inc., Corp., or S.A.R.F.

A corporate name which, in the English version, has the legal element “Limited”, must in the French version use the legal element “Limitée”. Similarly “Incorporated” and “Incorporée” go together. Where the legal element in the English version is “Corporation”, the French version may have either “Corporation” or “société par actions de régime fédéral” but not “La Corporation” as its legal element. Where the legal element in the English version is “Corp.,” the French version may have either “Corp.” or “S.A.R.F.”

In addition, the legal element for both versions must be either in long form or in the abbreviated form.

In a combined English and French form of the name, only one legal element, should be included. A legal element such as “Inc.” would have the desired bilingual capacity for this purpose.

e.g. Coiffures CHICO Hairdressing Inc.
Avitek Inc.
Chaussures Chaton/Little Cat Shoes Inc.
Chauffeur Star/Étoile Inc.
Techniglass/Techniverre Inc.
Chauffeur Thompson Inc.

Note: Remember that if a corporation chooses a combined form for its name, it must use and be legally designated by that form. The English and the French forms cannot be used separately.

Note: The Director will reject use of the legal element “S.A.R.F.” with the English form of a name.

e.g. Exeter Shoes S.A.R.F. - unacceptable

8.3.6 Confusing Descriptive Terms

Because a holding company and an investment company may well be carrying on the same business, i.e. investments, and because applicants are inclined to use the word “Placements” as a translation for both “Holdings” and “Investments”, granting names such as those below will likely cause confusion.

The Director will not grant proposed names with the descriptive features of “Holdings”, “Placements”, “Investments”, “Gestion”, “Management”, “Investissements” when the existing trade names have the same distinctive feature and one of the above descriptive features.

e.g. XYZ HOLDINGS INC. - existing
XYZ PLACEMENTS INC. - proposed (not acceptable)
XYZ INVESTMENTS INC. - proposed (not acceptable)

Both proposed names are not acceptable because there is a likelihood of confusion with the existing company name.

8.3.7 Translation of distinctive element

The distinctive element is the only feature in a corporate name which does not require translation for the alternate linguistic version. In addition, the distinctive element is the only element in a corporate name which could be in a foreign language and in this case a descriptive word may be unnecessary if there is no question of confusion. Where the foreign word is a surname, however, a descriptive word may be necessary to satisfy the statutory provisions or Regulation 24.

e.g. ETOILE MANUFACTURING LIMITED - acceptable
INVESTISSEMENTS MAPLE LEAF LIMITEE - acceptable
VITELLO RESTAURANTS INC. - acceptable

8.3.8 Equivalent name for use outside Canada

When an applicant proposes a corporate name in English or French or both in its Articles of Incorporation, it can also (in item 7 of Form 1) specify an equivalent name in French or English or any other language for use outside the country. However, it cannot specify another name for use outside the country that is other than a translated version of the English or French name under which it has been incorporated. This would mislead the public. To be very clear, where an applicant proposes, for example, an English name under item 1, he or she may insert an Italian or even a French version of that name under item 7 for use outside the country. Please note that English and French forms of the corporate name do not necessarily both have to appear in item 1. This is the applicant's choice. For use in Canada, they would have to appear in item 1.

8.4 Use of the Words “Broadcasting”, “Radio”, “Television”...

When must an applicant request consent from the Canadian Radio-Television and Telecommunications Commission (CRTC) for a proposed name using the words “Broadcasting”, “Radio” and “Television”?

CBCA gives the Director no authority to deny applicants the right to use these words. However, the CRTC will deny the applicant a licence to operate if the applicant is not qualified.

8.5 USA - Securities and Exchange Commission Names

NUANS reports may cite corporate names which originate from the Securities & Exchange Commission in the United States. These companies are generally considered to be multi-national corporations doing business in Canada.

It has been the policy of the Director to consider such names in the name-granting process. If a proposed name is refused because it is confusing with a USA-SEC name, the applicant is advised but NOT required to find out from the available sources (see telephone and address below) whether or not the company is doing business in Canada. If the name is not checked, it may be granted with full assumption of risk IN WRITING on the applicant's part.

Public Reference: Securities & Exchange Commission
450 Fifth Street, NW
Washington, D.C. 20549
Telephone: 202-942-8090
Internet: <http://www.sec.gov>
Email: publicinfo@sec.gov

8.6 Number of Corporate Name Search Reports Required

There will be cases where one name search will suffice for several different but related name requests.

This is more likely to be the case where the names requested are for proposed affiliated companies distinguished only by the geographical location in brackets.

- e.g. XYZ TOOLS (OTTAWA) INC.
XYZ TOOLS (HAMILTON) INC.
XYZ TOOLS (TORONTO) INC.

At the moment, however, there is no firm rule as to when only a single search report will be required. Each case should be referred to the Manager for individual consideration.

(see also [Bilingual Names \(8.3\)](#) for guidelines concerning whether two searches are required for a bilingual name)

WHERE NO COMPLETE NUANS SEARCH REPORT IS REQUIRED

In the case of an application made pursuant to Regulation 30(1) or 31(3), a NUANS microfiche search is acceptable in place of a NUANS search but only if the body corporate consenting and undertaking is a federal corporation.

In the case of an application made pursuant to Regulation 30(2), a NUANS database search is acceptable in place of a complete NUANS search.

A complete NUANS search report will not be required where articles of continuance are filed at the same time as articles of amalgamation and where the certificate of amalgamation is to be issued in a name different from the name of the continued corporation and on the same day as the certificate of continuance.

Where articles of continuance are filed at the same time as articles of amalgamation and where the certificate of amalgamation is to be issued in a name different from the name of the continued corporation and within a very short period of time after the certificate of continuance, a NUANS search report will not be required, if the applicant provides a NUANS database search and undertakes:

- to file a complete NUANS search immediately if the amalgamation does not take effect as planned, and change its name if the Director decides it is necessary
- not to provide a consent under Regulation 31(3) or (4) for another entity to use its continued name, unless that name has been determined to be not confusing by the Branch on the basis of a complete NUANS search report obtained by the entity at that time.

Depending on the length of time between the continuance and the amalgamation, the continued company may also be asked to undertake that it will not carry on business between the date of continuance and the date of amalgamation.

In the case of all other applications, a complete NUANS search is required.

8.7 Trade name

A corporation may carry on business under, or identify itself by a name other than its corporate name if that other name does not contain, either the word or expression “Limited”, “Limitée”, “Incorporated”, “Incorporée”, “Corporation” or “Société par actions de régime fédéral” or the corresponding abbreviation. Provincial law governs the registration of trade names.

8.8 Numbered Name

If requested to do so by the incorporators of a corporation, the Director shall assign to the corporation as its name, a designating number followed by the word “Canada” and a legal element.

8.9 Microfiche Supplement of Nuans Report for Names with More Than One Distinctive Element

Very occasionally, when the corporate name that is searched has more than one distinctive element, the NUANS search report will list business names and trade-marks that are similar to only one of those distinctive features. To spare applicants the time and expense of ordering a second NUANS search on the other distinctive element, Corporations Canada will undertake to carry out a NUANS database search of the other element to see whether there are any confusing names relating to it. The applicant will be asked to accept the risk that the NUANS database search, which, unlike a regular NUANS search, does not list names that are phonetically similar to the one proposed, may not reveal a conflict that later comes to light. The conflicting name which later comes to light could necessitate the Director ordering a change of the applicant's corporate name.

8.10 Internet Domain Names as Corporate Name

Suffixes like “.ca” or “.com” will not be treated as distinctive elements of a corporate name. The name will be treated as if it did not have the suffix. If the name has some distinctiveness without the suffix, e.g., “Doc Systems Inc.,” and it is not confusing, it will be approved. If the name has no distinctiveness without the suffix, it will be rejected since the suffix does not add distinctiveness; e.g., “Cars.ca Inc.” would not be accepted because the name “Cars Inc.” would not be accepted, being merely descriptive of the wares.