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Practical Information on Corporate and Trade-mark Matters



# Declaring English Names on the Quebec CIDREQ Register: General Guidelines (see enclosed chart)

This topic is not always easily understood by corporations from outside Quebec who are considering doing business here. They, like local businesses, are obliged to register in Quebec and declare a French version of the business name(s) they will be using in Quebec<sup>(1)</sup>. The French version of the name(s) must comply with the *Charter of the French Language* <sup>(2)</sup>. What are the applicable rules? This is what we will now discuss.

## Basic Principle

The Office of the Inspector General of Financial Institutions, under the recommendations of the "Office de la langue française", applies

certain rules when determining the acceptability of a French version. Since 1994, the year when the *Legal Publicity Act* came into effect, these rules have evolved as have the ways in which they have been implemented. Unfortunately, businesses generally learn of the changes after the submitted French versions are refused. This being said, there is now greater uniformity in the decisions rendered by the examiners at the Inspector General's Office.

## Chart of Applicable Guidelines

You will find, on page 3, a chart that contains a summary of the main rules used by government examiners. It also includes relevant

examples. We invite you to keep it for future reference. Of course, this chart could not cover all possible examples.

## Retroactive Impact

The Inspector General's Office has taken the position that a declared French version of a name that does not conform to the applicable rules, can be refused retroactively. This position can be explained to the extent that the Charter is considered of public order. In general, the Inspector General's Office applies its discretionary powers with restraint. Nevertheless, a French version declared and

*cont'd on page 2*

**Once upon a time, 20 years ago**, an ambitious young woman with an idea, a law degree and a little money, started a new business and called it *C.R.A.C. Corporate Research and Analysis Centre Ltd.* Although money became scarce, the idea and determination stood strong. After much effort and imagination, the idea began to soar. The business, once consisting of one person and offering name searches only, soon flourished to become a successful one as a result. Today, C.R.A.C. employs a dynamic team of 30 people and offers an impressive array of corporate and trade-mark services. It is on behalf of our team, and together with our many clients, that C.R.A.C. celebrates its 20th anniversary. These 20 years have been possible to a large extent due to the perseverance, the sacrifices and vision of an exceptional woman, Thérèse Fredette, our President and Founder of C.R.A.C.

*The Editor*



Photo: Léopold Brunet



## Declaring English names... (cont'd)

accepted in 1994 could be subject to refusal today if it does not comply with the rules. Its rejection could occur upon the filing of a subsequent annual or amending declaration and even when the changes contained in the declaration do not relate to a change of name.

## Where to Mention a French Version

The French version of a unilingual English corporate name should appear in Section 4D (Other names used in Quebec) of the declaration (Registration, Annual and Amending). Business names (trade names, firm names) and trade-marks should also be declared in section 4D.

## Conclusion

A French version that does not respect the applicable rules may very well be accepted upon filing. In fact, it may never be the subject of scrutiny. However, some businesses will prefer to avoid the irritation that such a refusal could cause. Either way, the rules appearing in the attached Chart can serve as a useful tool in responding with greater assurance to situations involving the filing of the French version of an English business name.

1 Section 13(2) of the *Act respecting legal publicity of sole proprietorships, partnerships and legal persons*, R.S.Q., c. P-45.

2 Section 13(1°) L.P.A.

# IN BRIEF . . .

## New Language Policy at the Inspector General's Office

A new policy was recently adopted pursuant to the application of the Charter of the French Language. This policy aims at establishing greater uniformity in the use of English in exchanges between government personnel and the public as well as with governmental agencies outside Quebec. The major change is that the Inspector General will no longer print English forms. They still will accept articles and declarations completed in English either on French forms or on previously approved English forms. To our clients who are affected by this change, we suggest that you use the French forms and complete them in English if need be.

## A Touch of Blue on Federal Certificates

We reported in our last edition that Industry Canada no longer issued certificates in colour, making it almost impossible to distinguish the original from a photocopy. The authorities have since partially rectified the situation by printing the Director's signature in blue ink on the original certificates. A change that is well appreciated by practitioners. The problem remains however for certified copies, still in one colour.

## Improved Delay at the Provincial Level

A month ago, the delays suddenly increased, causing concern. We have been informed that this was caused by a major breakdown of the computer system responsible for generating search reports. The delay had a domino effect on all the operations. The personnel was successful however in catching up and bringing the delays close to normal. We congratulate both the Montreal and Quebec sections for their efforts.

To find out the latest delays for the services, consult our web page at [www.crac.com](http://www.crac.com) / What's new. The delays are updated on a weekly basis.

## A word of thought...

*If we had no winter, the spring would not be so pleasant; if we did not sometimes taste of adversity, prosperity would not be so welcome.*

Anne Bradstreet (1612-1672) —Poet

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# CHART FOR FUTURE REFERENCE

General Rules for declaring the French version of an English business name in accordance with the Charter of the French Language	Examples
1. The French version need not be a perfect translation, but must suggest the same idea.	BLUE SKY <u>CONSTRUCTION</u> INC. <i>can be translated to</i> CONSTRUCTION BLUE SKY <i>or</i> LES ENTREPRISES BLUE SKY CONSTRUCTION <i>or</i> COMPAGNIE BLUE SKY CONSTRUCTION <i>or</i> CONSTRUCTION CIEL BLEU <i>May be rejected however</i> LES <u>ENTREPRISES</u> BLUE SKY
2. <u>The legal element</u> : The Inspector General's Office previously required that the legal element of a name (INC. or LTD) appear in the French version of an English corporate name. It was considered that the French version would otherwise indicate incorrectly the registrant's juridical form (s. 13(4 <sup>o</sup> ) L.P.A.). This is no longer required as the Inspector General is now treating the French version as a trade-name. Nothing prohibits the inclusion of an appropriate translation of the legal element.	PIONEER STANDARD CANADA INC. <i>can be translated to</i> LES ENTREPRISES PIONEER STANDARD CANADA <i>or</i> LA COMPAGNIE (or CORPORATION) DE STANDARDS CANADIENS PIONEER <i>May be rejected however</i> LES STANDARDS CANADIENS PIONEER <u>LTÉE</u>
3. If the name to be translated includes a distinctive and a descriptive element, only the descriptive element need be translated.	FRONTIER COMPUTERS INC. <i>can be translated to</i> LES ORDINATEURS FRONTIER
4. Alternatively, the whole name can be translated when appropriate.	NORTHWINDS INVESTMENTS LTD <i>can be translated to</i> LES PLACEMENTS DES VENTS DU NORD LTÉE
5. It is not appropriate to use both the French and English version of the descriptive element with the distinctive element.	<i>Possibility of a refusal for</i> ORDINATEURS FRONTIER COMPUTERS INC.
6. The translation should respect syntax. Hence, in a French version, the descriptive element is normally placed in front of the distinctive element.	FRONTIER COMPUTERS INC. <i>Possibility of a refusal for the translation</i> FRONTIER ORDINATEURS
7. If the name is made up only of a distinctive element, a French descriptive element should be added, unless it is preferred and desirable to simply translate the distinctive element.	ULTIMATE FRONTIER INC. <i>can be translated to</i> LES ENTREPRISES ULTIMATE FRONTIER <i>or even as</i> FRONTIÈRE ULTIME
8. In the case of an invented or coined word, if a portion of it derives from an English word, then a French version must be declared. The adding of a French descriptive element would be sufficient.	MICROSOFT INC. <i>can be translated to</i> CORPORATION MICROSOFT <i>or</i> LES ENTREPRISES MICROSOFT <i>However, requires no translation</i> SUPERSPORTS INC.
9. In the case of family names, adding a descriptive element is optional although it is recommended.	BIRKS LTD. <i>can be translated to</i> BIRKS LTÉE <i>or</i> LES ENTREPRISES BIRKS
10. In the case where the distinctive element is a combination of letters, numbers or syllables, adding a descriptive element is optional although it is recommended.	R2D2 CANADA LTD. <i>can be translated to</i> R2D2 CANADA
11. For trade-marks in English, a French version must be declared. Exception: if the trade-mark is registered in English only pursuant to the <i>Trade-marks Act</i> . In such a case, the registration number must be given. Examiners at the Inspector General's office generally do not check the number's validity. However, verification may eventually become standard procedure.	<i>No translation required for</i> FUTURE SHOP TMA 287,295 BLACK MAGIC UCA 031,983 <i>But required for</i> COFFEE BOY (APPL. NO. 874,061)

Relevant legislation: General principal: sections 51, 52 and 63 of the *Charter of the French Language* (R.S.Q., c. C-11). Regarding the use of a English expression as a distinctive element: section 67 of the Charter and section 27 of the *Regulation respecting the language of commerce and business*, in the division entitled *Exception to Section 51 of the Charter of the French Language*. Regarding the issue of trade-marks: sections 7(4<sup>o</sup>), 13(4<sup>o</sup>) and 25(4<sup>o</sup>) of the same Regulation.