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**French Language Charter – Latest Tendencies**

You have a client from Ontario or the U.S. who wants to carry on business in the province of Quebec but his business name is in English only. You advise your client that you can take care of registering his business in Quebec but he will have to decide on a French version of his name in order to comply with the *Charter of the French Language* (R.S.Q., c. C-11) (hereinafter the “Charter”).

For some business names, the translation is easy. For other names, it’s not so easy! For example, how does one translate “Tables ‘R Us Inc.”? To order to comply with the Charter, an expression in English may appear as the distinctive element of the name provided it is used with a generic term in the French language (Section 27 of the *Regulation respecting the language of commerce and business*).

In the past, the Enterprise Registrar (hereinafter the “Registrar”) has apparently accepted names in the CIDREQ register that should not have been accepted due to their non-compliance to the Charter. The Registrar is now attempting to redress the situation by applying the regulations more stringently. Until recently, it was sufficient to simply add a French generic term such as “enterprises” to an English expression even if that expression contained a descriptive element in English.

Today that is no longer the case. In the example “Softspoon Investment Inc.”, the descriptive element “investment” should be translated to French since the distinctive element of the name is solely “Softspoon”. Therefore, the acceptable French version should read “Investissement Softspoon” and not as may have been incorrectly accepted before, “Entreprises Softspoon Investment”.

To determine if the French version of a name complies with the Charter, the question to ask yourself is the following: Is the word or the expression in English truly the distinctive (specific) element of the name? What about names such as “Tables ‘R Us Inc.” or “Buy Out Inc.”? One can certainly argue that each one of these English expressions forms an integral part of the distinctive element of the names for which the translation is not required, but to which one must precede with a French generic term. Therefore, possible French versions could be “Magasins Tables ‘R Us” or “Services Buy Out”.

What about trademarks? A company may declare trademarks in English so

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**Christina Rossetti**

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long as the company declares a French commercial name under which it will conduct business in Quebec.

Evidently, some cases are more difficult than others and thus require a more careful examination by the Registrar's office. It is important to give your client sound advice so as to avoid any name rejections by the Registrar. If you require assistance with business names and their French versions, call upon our name searches department where our team of experienced specialists will be pleased to help you.



## Changes to Special Partners of a Limited Partnership

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The Registrar's office has recently shifted its position as to the acceptance of an amending declaration for the sole purpose of declaring a change to the initial special partners mentioned at the time of the registration of a limited partnership.

The Registrar decided, for some time now, that no addition or withdrawal of any special partner registered at the beginning of a limited partnership would be entered in the CIDREQ register. Although changes were not entered in CIDREQ, you could have nonetheless filed an amending declaration containing these changes and it would have been accepted for filing by the Registrar's office. You also could have ordered a copy of such amending declaration for your file if needed.

All that has now changed. An amending declaration stating any change to the initial special partners will no longer be accepted for filing by the Registrar's office except for a change in the name or address of those special partners. This means that the information contained in the CIDREQ register with respect to the special partners is not necessarily accurate.

It is up to the limited partnership to maintain its own register up to date at its place of business pursuant to the provisions of the Civil Code of Quebec (articles 2190 & 2239).



## Corporations Canada's Certificate of Compliance vs Existence [back](#)

Did you know that Corporations Canada can issue both a certificate of existence and a certificate of compliance for a federal corporation? What is the difference between the two certificates?

A certificate of existence certifies that a corporation is in existence as of a specified date. It can also be issued to certify the existence of a corporation for a specific period (e.g.: April 1, 2004 to April 1, 2005) as long as the corporation has not been dissolved or discontinued during that period. A certificate of existence does not certify whether a corporation has filed the required annual returns.

On the other hand, a certificate of compliance certifies that a corporation has not been dissolved, has filed its annual returns and paid all required fees

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You may therefore prove the merit of each certificate in different circumstances and according to your needs. Clearly, the certificate of compliance is requested more often than the other for the simple reason that attesting a corporation is in good standing necessarily presupposes it is not dissolved and thus in existence.

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the benefit of our clients. Please submit any comments in writing to the Editor, Richard S. Gareau  
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