

## INFORMATION FOR CORPORATE NAME CHANGE

Thank you for your request on how to change the name for a British Columbia company under the *Company Act*.

### STEP ONE – NAME APPROVAL AND RESERVATION

The first step in changing a corporate name is to ensure the proposed name of your company is available. The Name Approval request form, included with this package, allows you to make a maximum of three choices of corporate names. **The filing fee for this form is \$30.**

You can apply for your name in the following ways:

**By Mail:** submit your Name Approval Request form with required fee by cheque or money order payable to the Minister of Finance.

**By Government Agent:** Visit your local Government Agents office. Upon payment of the prescribed fee, they can provide you with the Name Approval request form and will submit your request to the Name Reservation Unit for examination, at the Registries.

**By Business Information Centre:** Visit your local business centre site. Upon payment of the prescribed fee, they can provide you with the Name Approval Request form and will submit your request to the Name Reservation Unit for examination, at the Registries. User fees may apply. For a location near you, go to [www.onestopbc.ca/locations.htm](http://www.onestopbc.ca/locations.htm)

**By BC OnLine:** If you have a BC OnLine account you can submit your request by remote data entry.

For further information call the Names Unit at 250 356-2893, or direct dial from Greater Vancouver at 604 775-1044.

Change of name documents cannot be processed until the corporate name has been approved and reserved.

## STEP TWO – CHANGE OF NAME

Before a name change can be approved, the company must be in good standing (up to date in annual report filings, notice of directors filings, etc.) with this office.

*If the company is not in good standing, file the outstanding annual reports or notices **prior** to requesting the name change or send with the completed name change documents. An annual report can now be filed electronically by using the Internet. Please visit [www.bconline.com](http://www.bconline.com) once you receive your new annual report form. BC OnLine account holders proceed to the “Registered Customers” sign on. For those who do not have a BC OnLine account, click on the “File a BC Company Annual Report” link on the left-hand side of the page.*

Once the company is in good standing, the following documents are required:

- A Form 19, Special Resolution (see suggested wording in section below).
- A completed altered memorandum of the company (see sample wording in section below), attached to the Form 19, Special Resolution.

### SUGGESTED WORDING

Form 19, Special Resolution:

- Resolved as a special resolution that the name be changed from ABC Holdings Ltd. to DEF Holdings Inc.
- Resolved as a special resolution that the memorandum of the company be altered so that it shall be in the form set out in the schedule to this resolution.

Altered memorandum:

Altered Memorandum

[As altered by special resolution passed:  
(complete date)]

- The name of the company is (*state new name*).
- The authorized capital of the company consists of (*repeat capital*).

**No signatures are required on the altered memorandum.**

## FEES

Basic filing fee \$100

If you wish a certified copy of the Form 19, Special Resolution, or altered memorandum, an additional \$25 will be required, **in addition** to the basic fee of \$100.

If you wish your documents processed on a **priority basis**, an additional \$100 will be required, **in addition** to the basic fee of \$100.

Send your documents, with cheque or money order payable to the Minister of Finance, to:

Mailing Address:  
Registrar of Companies  
PO Box 9431 Stn Prov Govt  
Victoria BC V8W 9V3

## ADDITIONAL INFORMATION

All applications for a change of name are processed on a first-come, first-served basis, unless you pay the additional \$100 priority fee.

For information regarding completion of your Form 19, Special Resolution, and altered memorandum, contact the Alterations staff at **250 387-2700**. If calling from the Greater Vancouver area, the direct dial free line is **604 660-0122** or direct dial an Alteration Examiner at one of the following numbers: 250 356-8649 or 250 356-8651 or 250 356-8654. The Alterations staff **cannot** provide legal or business advice.

Corporate Registry office hours are from 8:30 a.m. till 4:30 p.m., Monday through Friday, excluding statutory holidays. The Corporate Registry Web site is located at:

[www.fin.gov.bc.ca/registries](http://www.fin.gov.bc.ca/registries)

# NAME APPROVAL REQUEST INSTRUCTIONS

## IMPORTANT – READ CAREFULLY

### GENERAL

This form is used for the approval of all corporate and business names in British Columbia.

The first step in incorporation (company, society, cooperative association, financial institution) or registration of firms (partnership, proprietorship) or extraprovincial companies, is the approval of the name through the Names Unit of the Registrar of Companies.

**Once your name is approved, it is reserved for you for a period of 56 calendar days. Any renewals of the reservation period will require payment of another reservation fee.**

**If you need assistance, call our help telephone number at 250 356-2893.**

Approval of a name by the Registrar for either a corporation or a firm does not provide a proprietary right or interest in the name under any circumstances. It is intended solely to protect the public interest by:

- preventing names of corporations which are so similar as to confuse or mislead; and
- providing a record which allows the public to determine which individuals are associated with a corporation or firm name.

A corporation or a firm name may be registered under the same name as another firm. As a result there are many duplications of firms names, however, a firm or a corporation name will **not** be accepted if it can be confused with another corporate name.

### RESEARCH YOUR CHOICES

The Names Examiner searches the Corporate Register only. This register includes the names of corporations incorporated or registered extraprovincially in British Columbia. It does not include names of British Columbia firms, trademarks or corporations registered outside British Columbia. If you want to ensure your name is protected, you may wish to search other jurisdictions in Canada. Most public business and trademark registers in Canada are reflected in the NUANS database, which may be searched for a fee through private search firms.

The approval of any name is at the discretion of the Registrar. You are paying for three choices. **Do not commit to any name before it is approved.** Provide three choices for each company you wish to name, in descending order of preference. Check them out for potential conflicts through telephone listings, business directories and other publications.

Occasionally this office will reject all three of your choices. If that happens, it will be necessary for you to complete another Name Approval form with three more choices and submit it to this office with another reservation fee.

### FIRM NAMES

**(partnership, proprietorship, limited partnership)**

**To register your firm, you must submit a Declaration for Proprietorship or Partnership Registration form before the 56 day reservation period ends.** This form is available from our office or from Government Agent offices throughout the province. Registration of a firm does not provide any protection for that name and does not mean that the name will be available if you decide to incorporate a company using this name.

### FEES

The payment of fees in advance is a mandatory requirement of doing all business with the Registrar of Companies office.

**Applicants are urged to consult the current Fee Schedule.**

Payment of the wrong amount is a common cause for the rejection of name requests. Cheques and money orders are to be made payable to the Minister of Finance.

### PRIORITY SERVICE

Names are processed in the order of time of receipt. Upon request and on payment of an additional fee, an application will be processed in priority to others, normally within 24 hours of receipt.

### PROCESS

This form allows you to make a maximum of three choices, **in order of preference**, for each name approval. If you wish to have more than one name approved, you must complete an additional form and pay another fee. Your first choice for a name may be approved, if available, and held for a period of **56 calendar days**. Any renewals of the reservation period will require payment of another reservation fee. **Your 2nd and 3rd choices are not examined unless the initial choice of name is not available.** Regardless of whether your three choices are all examined or not, the full fee is charged.

A name approval request may be made on this form, or in writing with the same information as is required on this form.

Completed requests can be:

- mailed to: Names Unit, Registrar of Companies  
PO Box 9431 Stn Prov Govt  
Victoria BC V8W 9V3
- delivered to the Names Unit in Victoria, located on the 2nd Floor of 940 Blanshard Street; or
- submitted to any Government Agent, who will transmit the request to the Registrar without additional cost to the applicant.

Results will be confirmed in the same manner as the application was made.

### NAME COMPONENTS

In assessing names, the Registrar's staff analyze them according to their constituent components. The form of name acceptable in principle consists of a distinctive element, followed by a descriptive element and ending with a corporate designation (if applicable).

e.g. ABC Manufacturing Ltd.



### DISTINCTIVE ELEMENT

The distinctive element serves to differentiate names having identical or similar descriptive elements, and for that reason, is the **most important** element to be examined in the name.

Names such as "Tire Shop Ltd." and "Shoe Store Ltd." lack an appropriate distinctive element and would be rejected for that reason.

They would be acceptable, if prefixed with an additional distinctive element (e.g. coined word, geographical location or personal name) that would distinguish them from all the other tire shops and shoe stores.

e.g. **Vancouver Tire Shop Ltd.**      **Sandell's Shoe Store Ltd.**

Coined and made-up words are acceptable distinctive elements, provided they do not conflict with others already registered.

e.g. **Intertex Enterprises Ltd.**      **Fabuform Diet Centre Ltd.**

A coined word, used in addition to a geographical location (e.g. Altrex Canada Ltd.), is normally considered sufficiently distinctive by itself that a descriptive element is not usually required.

### DESCRIPTIVE ELEMENT

The descriptive element is useful in describing the nature of the business as well as expanding the options available. It allows for use of identical or similar distinctive elements, which might be desirable in developing a particular presence in the marketplace.

e.g. Victoria **Brake Shop Ltd.**      Victoria **Stationery Ltd.**

## CORPORATE DESIGNATION

Incorporating companies **must have as the last word in the name**, the corporate designation, “Limited”, “Limitee”, “Incorporated”, “Incorporee” or “Corporation”.

For all purposes, using the abbreviations of these words (e.g. “Ltd.”, “Ltee.”, “Inc.” or “Corp.”) is acceptable.

The corporate designation is **not** applicable to a firm name, society or cooperative name.

Firm names for partnerships and proprietorships **cannot** use “Ltd.”, “Inc.” or “Corp.” in their names, but they may use “Company” or “Co.”

Societies should have the designation “Society” or “Association” as the last word in their name. Companies are precluded from the use of these words in their names.

Cooperatives should use the word “Cooperative” in their name and may also use “Association”, “Society”, “Union” and “Exchange”.

A specially limited company must use the bracketed words “(Non-Personal Liability)” or “(N.P.L.)”, following the corporate designation.

## SINGLE WORD NAMES

Single word names (such as International Limited) are normally not sufficiently distinct from other names containing the same word and generally will not be approved.

An exception may be allowed if the proposed, single-word name contains a coined word that has been trademarked and evidence of the trademark is presented with the name request. Each case will be determined on its merits.

Obvious contractions of common words (e.g. Petrochem, being a contraction of petroleum and chemical) are not considered to be coined words for the purposes of single-word names.

## NUMBER NAMES

Numerals may be used in company names as the distinctive element. A year may be used in a name provided that it is the year of incorporation, amalgamation or registration.

e.g. 123456 Enterprises Ltd. Pacific Enterprises (1997) Ltd.

The incorporation number may be used as the name of a British Columbia company. The accepted format is “345678 B.C. Ltd.” and “345678 British Columbia Ltd.”, or other forms of the corporate designation.

A name reservation or fee is not required for B.C. companies using just their incorporation number. The name will be given according to the next available number at the time of incorporation.

Numbered companies from other jurisdictions, continuing into British Columbia and wishing to retain their numbered names, will be required to conform with the name requirements of this province.

## PERSONAL NAMES

In most cases, a natural person’s full name will be considered to be sufficiently distinctive and therefore acceptable.

e.g. Bill Brown Ltd. John Smith Inc.

Two surnames, or initials with a surname, are normally accepted.

e.g. Brown, Green Inc. J.R. Black Corp.

## WELL KNOWN NAMES

Names, which include well known trade names and trademarks, will not be allowed without the advance written consent of the holder.

e.g. Exxon, Xerox, Coke

## EXTRAPROVINCIAL NAMES

Special consideration will be given to established extraprovincial companies applying for registration in the province, provided there is not a direct conflict in names.

## SPECIAL CHARACTERS

The use of special characters (such as % or \*) should be avoided in corporate and business names.

Some special characters may not be recognized by computer, will not print accurately and may not be allowed.

The “ç” symbol will not be approved in a name under any circumstances.

## NO SUGGESTION OF GOVERNMENT CONNECTION

The word “government” (in either its English or French form) will not be allowed. Other words which might imply connection with, or endorsement by, any government require written consent of that government. Examples of other words which imply government connection are “ministry”, “bureau”, “secretariat”, “commission” and “certified”.

The use of “British Columbia” or “BC” as the distinctive element in any name is considered to imply connection with the Government of the Province of British Columbia. Use will be accepted only on the written consent of that government, usually obtained from the Protocol Office, Intergovernmental Relations Secretariat, after the name has been approved by the Registrar.

Use of the words “British Columbia” and “BC” will be accepted without consent, if they are placed at the end of a name and before the corporate designation.

e.g. Pacific Warehouse Storage BC Ltd.

## NO SUGGESTION OF CONNECTION WITH CROWN OR ROYAL FAMILY

A name which suggests or implies a connection with the Crown, any living member of the Royal family, or endorsement by the Crown or Royal family will not be accepted without the written consent from the appropriate authority after the name has been approved by the Registrar.

e.g. Prince Charles Tea Room Ltd.

This does not apply to references in a name to geographical locations such as Prince George, Prince Rupert and references to New Westminster as the Royal City.

The use of the words “Crown” or “Royal” in combination with another word(s) that does not imply connection with the Crown or Royal family may be allowed.

e.g. Triple Crown Painting Ltd. Royal Star Holdings Ltd.

## OBJECTIONABLE NAMES

Names that are considered to be objectionable on public grounds will not be accepted.

A name will not be approved if it includes a vulgar expression, obscene word or connotation, racial, physical or sexual slur.

The use of names of public figures will not be accepted without the advance written consent of the person named.

## GUIDELINES

This abbreviated information is provided for convenience only. Corporate and business law is complicated, and there can be no substitute for sound professional advice. Neither the Registrar of Companies nor the Ministry of Finance can accept responsibility for any errors or omissions in this information.

**When submitting your documentation for incorporation or registration, please ensure the name quoted is identical to the name reserved for you. Any changes may require another name approval, along with another fee.**

## HELP IS AVAILABLE

Call 250 356-2893 during office hours (Monday – Friday, 8:30 – 4:30).



*Please quote this number on all correspondence,  
once assigned by the Name Reservation Office*

Phone: 250 356-2893 or  
775-1044 (Greater Vancouver only)

**Freedom of Information and Protection of Privacy Act (FIPPA)**  
The personal information requested on this form is made available to the public under the authority of the *Company Act*. Questions about how the *FIPPA* applies to this personal information can be directed to the Administrative Analyst, Corporate and Personal Property Registries at 250 356-0944, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

**INSTRUCTIONS:**

- Please retain a copy for your records. The Name Reservation Office will notify you by letter once your request is completed.
- **Please type or print clearly.**
- **Name Approval Fee – \$30**
- **SHADED AREAS ARE FOR OFFICE USE ONLY.**

<b>PRIORITY REQUEST – Additional fee required</b>	
<input type="checkbox"/> <b>YES</b> – This is a priority request and I have enclosed an additional fee for this service.	
ROUTING SLIP NO.	DEBIT BCOL ACCOUNT NO.
FOLIO NO.	DEPOSIT ACCOUNT TRANSACTION NO.
GOVT. AGENT TRANSACTION DATE YYYY MM DD	DATE RECEIVED YYYY MM DD
GOVT. AGENT TRANSACTION NO.	GOVT. AGENT AMOUNT COLLECTED \$

APPLICANT SURNAME FIRST NAME AND INITIALS

ADDRESS

CITY PROVINCE POSTAL CODE

APPLICANT PHONE NO. ( ) ( )	APPLICANT FAX NO. ( ) ( )	CONTACT PERSON NAME
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Indicate what the name request is for: (In order for this request to be completed, one box must be (✓) ticked)

CORPORATION   
  PROPRIETORSHIP/PARTNERSHIP   
  SOCIETY   
  FINANCIAL INSTITUTION   
  COOPERATIVE ASSOCIATION

Is this request for an extra provincial registration in B.C.? <input type="checkbox"/> YES <input type="checkbox"/> NO	IF YES, SUPPLY THE JURISDICTION	NATURE OF BUSINESS
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ADDITIONAL INFORMATION

Name Request (*first choice*) **PLEASE TYPE OR PRINT CLEARLY**

Name Request (*second choice*) **PLEASE TYPE OR PRINT CLEARLY**

Name Request (*third choice*) **PLEASE TYPE OR PRINT CLEARLY**



Form 19  
(Section 348)

Certificate of Incorporation No. \_\_\_\_\_

COMPANY ACT

### SPECIAL RESOLUTION

The following special resolution\* was passed by the undermentioned company on the date stated:

Name of Company \_\_\_\_\_

Date resolution passed \_\_\_\_\_

Resolution †

YYYY / MM / DD

Certified a true copy on \_\_\_\_\_

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Relationship to Company)

\* See section 1 (1) for definition of "special resolution".

† Insert text of special resolution.