

Name Reservation Guidelines

Contents

1. What is the proposed company name?	1
2. Select the Entity Type and Sub-Type for the reservation.....	4
3. Select the reason for the reservation.....	5
4. If you selected “Change of Name from” indicate the name prior to the change.	7
5. How or why was the name chosen?.....	7
6. Indicate where in Manitoba the business will be carried on.	8
7. Describe the nature of the business. Please provide a detailed description.	8
8. Note any other relevant information. (optional)	8
9. What is Expedited Service?	9
10. Client’s File Number or Name.....	9
11. Delivery and Contact Information.	9

The following guidelines will help you complete your online Name Reservation form.

1. What is the proposed company name?

Issues to consider when choosing a name:

- The name should consist of:
 - a **distinctive** element,
 - a **descriptive** element.
 - And end with a **legal** element (for corporate name only)
- The name should **not be confusingly similar** to an existing name or trademark.
- The name **must not be objectionable**.

Example – “WINNIPEG BEAUTY SHOP LTD.”

Winnipeg = distinctive element

Beauty Shop = descriptive element

LTD. = legal element (e.g. Corp., Inc., 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 “DOLL SHOP LTD.” and “FOOD STORE” **lack** an appropriate **distinctive element**, and for that reason, **would be rejected**.

They would, however, be acceptable, if a **distinctive element** were added (example: coined word, geographical location or personal name, etc) that would distinguish them from all other doll shops and food stores.

Example - “DOLL SHOP OF **WINNIPEG** LTD.” AND “**MARISADOR** FOOD STORE”

Descriptive Element:

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

Example - “BRANDON **AUTO ELECTRIC** LTD.” and “BRANDON **ROOFING**”

Note that the descriptive element can be the first word.

Example - PIZZA HAVEN

In this case, “PIZZA” is the descriptive element and “HAVEN” is the distinctive element.

Legal Element:

Incorporated companies **must have a legal element or abbreviation** thereof, as the last word in the name. (**Limited** or **LTD.**; **Incorporated** or **INC.** ; **Corporation** or **CORP.**)

Business names (for sole proprietorships and partnerships) **cannot** use any form of a legal element in the name

(Example – ENERCORP)

Confusingly Similar:

The name you choose **should not be confusing to the public** (to be confused with an already existing name).

It is in your best interest to choose a name that is **not to similar** to an existing **Manitoba** or **Federal** name or **Trademark**. The owner of the similar name or Trademark could launch a court action in order to restrain you from using the name. As well, the owner of the similar name could ask the Companies Office to change your name. By this time you will probably have invested much time, effort and money in the name.

Objectionable names that will not be accepted:

- Names containing the words **Manitoba Tartan** and **Golden Boy**.

- Where the name **implies a connection with the Crown, members of the Royal Family, Government of Manitoba or Government of Canada** (unless a consent from the appropriate authority is received).

Bilingual Names:

Manitoba Corporation

- If names are **visually similar**, then only one Name Reservation is required.
Example – “COLE LIMITED / COLE LIMITEE” or “ABC ENTERPRISES LTD. / LES ENTREPRISES ABC LTEE.”
- If names are **visually dissimilar**, then two separate Name Reservations are required with a fee for each name (one for the English version of the name and one for the French version of the name).
Example – “SISTER CLEVEMONT HEALTH PLAN INC. / PLAN SANTE SOEUR CLEVEMONT INC.”

Extra-Provincial and Federal Registrations

- If the name has both English and French version, only one Name Reservation is required with both the English and French versions noted.

Prohibited Names and Other Things to Consider:

- Names containing obscene terms, vulgar expressions, racial slurs, or suggest that your business provides, obscene, scandalous or immoral services.
- The word **Manitoba** cannot be the first word of the corporation with share capital (Example – for profit) or Business Name unless established by long and continuous use. However, Manitoba can be used anywhere else in the name. Example – Tulips in Manitoba
- The word **Manitoba** can be the first word of a corporation without share capital or Name Notation. (Example – non-profit).
- The word **amalgamated can only appear** in the name if the corporation exists as a result of an **amalgamation**.
- **Association** or **Society** cannot appear in the name of a Corporation with share capital or a Business Name.
- Punctuation Marks – Proposed name can contain only the following punctuation marks:

! “ \$ % & ‘ () * + , _ - . / : ; < = > ? [] \

- **Name Indicating the Practise of a Profession** –
 - **Business Name** - you must give proof of professional standing.
(Example – copy of current license)
 - **Corporate Name** – requires a consent of the Professional Association.
(Example –Doctors - consent from College of Physicians and Surgeons of Manitoba)

Numbered Names:

If you want to incorporate a numbered corporation in Manitoba, a Request for Name **Reservation is not required**.

Online - To complete the Articles of Incorporation or Business Name Registration documents when you get to the Name Selection Screen:

- o Click on B – I have not had a name searched and reserved, and wish to registered a number company in Manitoba.
- o Select a legal element for the **corporation** from the drop-down list. Business names (for sole proprietorships and partnerships) **cannot** use any form of a legal element in the name

In-paper – To complete the Articles of Incorporation or Business Name Registration documents with the name formatted as follows:

- _____ **Manitoba Ltd.** for a Corporation
- _____ **Manitoba** for a Business Names

Companies Office will insert the number on the documents.

A Name Reservation or fee is not required for Numbered companies from other jurisdictions, continuing in Manitoba and wishing to retain their numbered names.

Numerals as Part of a Name:

Numerals as part of a name may be used in a company name as the distinctive element, provided that it is not made to appear that the company is a numbered company.

A **year** may be used in a name **provided it is the year of incorporation, amalgamation or registration**. A Business name may contain a prior year providing the Business indicates the Business commenced in that year.

Example – “103 MAIN ST. HOLDINGS” or “TANGO RESTAURANT (1985) LTD.”

2. Select the Entity Type and Sub-Type for the reservation

You **must choose** one of the following:

Type	Sub-Type
Business Names	Sole Prop/Partnership
	Limited Partnership
	Manitoba Limited Liability Partnership
	Extra Provincial Limited Liability Partnership
Business Corporation	Manitoba Share Corporation
	Extra Provincial Share Corporation
	Federal Share Corporation

Non-Profit Corporation	Manitoba Non-Share Corporation
	Extra Provincial Non-Share Corporation
	Federal Non-Share Corporation
Name Notation	Name Notation
Co-Operative	Manitoba Share Co-op
	Manitoba Non-Share Co-op
Credit Union	Manitoba Credit Union

Note: Selecting the wrong entity type will prevent you from being able to register or incorporate online.

3. **Select the reason for the reservation**

Select the reason for filing the name reservation (i.e. will the reservation be used for incorporation, registration, change of name, etc.).

Business Registration:

Any person or persons (including corporations) carrying on business under a name other than their own must register. All partnerships must register.

Limited Partnership:

A Limited Partnership is a special partnership composed of limited and general partners. The limited partners cannot take an active part in the business venture, and their liability for the debts of the partnership is limited to the amount of the capital actually contributed by them.

Limited Liability Partnership:

A Limited Liability Partnership provides protection for the personal assets of a partner in a Limited Liability Partnership for the negligence of one of his or hers partners.

Incorporations (Share):

Under The Corporations Act of Manitoba, incorporation of a corporation with share capital creates a legal entity or “person” which can sue or be sued, hold property in its own name, and which is required to file its own tax returns. Such companies are carried on for profit.

Registration of an Extra-Provincial Corporation:

A corporation incorporated under the laws of another province, state or country must register under the Corporations Act of Manitoba if it is doing business in Manitoba.

Registration of a Federal Corporation:

A corporation incorporated under the authority of an Act of the Parliament of Canada, such as the Canada Business Corporations Act, must register under the Corporations Act of Manitoba if it is doing business in Manitoba.

Incorporations (Non-Share):

A corporation without share capital incorporated under The Corporations Act of Manitoba. This corporation is also a legal entity or “person”. Its undertaking must be restricted to that of a patriotic, religious, philanthropic, charitable, educational, agricultural, scientific, literary, historical, artistic, social, professional, fraternal, sporting or athletic nature or the like. Its undertaking must be carried on without pecuniary gain to its members. It is often referred to as a “non-profit corporation”.

Amalgamation:

Two or more **Manitoba** corporations may join together and continue as one corporation by filing Articles of Amalgamation.

If an **Extra-Provincial or Federal body corporate**, registered in Manitoba to do business, amalgamates in its home jurisdiction, it should file an Application for Supplementary Certificate of Registration with the Companies Office.

Revival / Restoration:

A **dissolved Manitoba corporation** can, after remedying any defaults with the Companies Office, revive itself.

A **cancelled Extra-Provincial or Federal corporation** can similarly apply to restore its registration in Manitoba

Continuance:

An Extra-Provincial or Federal body corporate (whether or not it has previously registered in Manitoba to do business) may become a Manitoba corporation by filing Articles of Continuance. The corporation ceases to be incorporated under the laws of its old jurisdiction.

If an Extra-Provincial or Federal body corporate which is registered to do business in Manitoba continues to a jurisdiction other than Manitoba, it should file an Application for Supplementary Certificate of Registration.

Change of Name From:

If an existing registered **business name** wishes to change its name, it must file a Change of Business Name with the Companies Office.

For a **Corporation** to change its name, it must file an Articles of Amendment with the Companies Office.

If an **Extra-Provincial or Federal body corporate** changes its name in its home jurisdiction, it must file an Application for Supplementary Certificate of Registration with the Companies Office.

Name Notation:

A Name Notation may be used by non-profit groups which are not incorporated. A non-profit group that is not incorporated may file a Name Notation but is not required to do so. Filing a Name Notation notes the name of the group or organization in the records of the Companies Office for a period of three years and may be renewed similar to a Business Registration.

4. If you selected “Change of Name from” indicate the name prior to the change.

If you selected “Change of Name from”, you must indicate the **complete and full name** of the existing business or corporation.

5. How or why was the name chosen?

a. Coined Word

Coined or made-up words are **acceptable distinctive elements** provided they do not conflict with other name(s) already registered.

Example – “Can-Tec Audio Shop Ltd.” Or “Dwidagdoodle Group”

b. Family Name

A corporate or business name shall **not contain a family name** whether or not preceded by his first name or initials, unless the individual or his legal representative is the incorporator/registrant or consents to the use of the name, or unless a business which already contains this name consents.

However, 20 years after death and/or if the name is no longer notorious, no consent is required.

Example – “CHRISTOPHER COLUMBUS CARTOGRAPHY LTD.” – no consent required.

If the name is someone’s maiden name or a fictitious name, this does not breach the Rule, but should be explained under **OTHER**. (See section 4e. on OTHER)

c. Initials

Where the name is made up entirely of initials, **at least 3 letters are required**.

d. Geographical

A geographical name can be the name of a **city, street, town, lake, river**, etc. Please note that a name cannot be comprised of a geographical location only, and other words are needed as be part of the distinctive or descriptive elements.

e. Other

If the reason for **how or why this name was chosen** does not fall under any of the above mentioned categories then you must enter a brief description in this box. Please be as specific as you can.

Example –**personal choice** is **not** acceptable

Examples that **is acceptable**:

- from a dream
- my pet's name
- play on words
- made it up
- fun and creative
- combination of names

6. Indicate where in Manitoba the business will be carried on.

Example – Gimli, Winnipeg, etc

This is self-explanatory. You must indicate only the **city or town** of the business location. You can also state more than one location in Manitoba.

7. Describe the nature of the business. Please provide a detailed description.

This field is **very helpful and important**. It should provide a specific and brief description of **what the business is doing**. It is **not acceptable** to state “Miscellaneous” or “Services” or “Retail”, etc. More detailed information is required.

Examples that **are acceptable**:

- Trucking industry
- Selling of computers and rental of movies
- Selling gas and restaurant
- Seamstress

8. Note any other relevant information. (optional)

In this field you must indicate any information that would be relevant to your proposed name that might help the Companies Office Staff make a decision.

Examples –

- The proposed name is very similar XYZ COMPANY and written consent will be provided from that company, for the use of the name.
- New proposed name is affiliated with and applicant is the registrant of XYZ COMPANY.
- Original Name Reservation is expiring tomorrow and would like to re-reserve the name for another 90 days.

- If your proposed name is an extra-provincial body, please indicate your home jurisdiction.
Example – My home jurisdiction of my extra-provincial body corporation is “Saskatchewan”

9. What is Expedited Service?

Although Name Reservations are processed as soon as possible and usually within two working days of receipt, there may be circumstances that require a quicker turnaround time. Therefore, the Companies Office offers “Expedited Service” to its clients. This means you can file a Request for Name Reservation and receive the results within the following timeframes:

- If your request for “expedited service” is received **before** 9:30 a.m., your name reservation results will be ready by 2:30 p.m. the **same day**.
- If your request for “expedited service” is received **after** 9:30 a.m., but **before** 2:30 p.m. , your name reservation results will be ready by 10:30 a.m. the **next working day**.

The fee for expediting a Name Reservation is an additional \$45.00 (per name).

10. Client’s File Number or Name.

Optional field for your own use only.

By completing this field with the **Client’s Name or File Number**, the information will appear on your copy of the Name Reservation that the Companies Office returns to you.

11. Delivery and Contact Information.

This information will be pre-populated from your account information. Change, if necessary.