
 Industry Canada Industrie Canada	<b>POLICY STATEMENT ÉNONCÉ DE POLITIQUE</b> 13.3
Corporations Canada	<b>Date</b> May 1, 2007
<b>Reference or division - Référence ou division</b> External Distribution – Diffusion externe	<b>Cancels – Annule</b> New
<b>Signature and title - Signature et titre</b> 	<b>Page 1 of – de 7</b>

**CANADA CORPORATIONS ACT PART II  
APPLICATION FOR SUPPLEMENTARY LETTERS PATENT  
CHANGE OF NAME**

**Why use this policy?**

The purpose of this policy is to help you submit an application for Supplementary Letters Patent to change the name of a not-for-profit corporation under Part II of the *Canada Corporations Act* (CCA). By ensuring that you provide all the required information with your initial application, you can help Corporations Canada process your application swiftly. If the amendments include changes to other provisions in the Letters Patent, please see the “Application for Supplementary Letters Patent to Amend Provisions of Letters Patent Policy” for information specific to those types of changes.

**Caution:** This policy is not intended to replace legal advice. You may want to consult with legal counsel or other professional advisors prior to making an application for Supplementary Letters Patent to consider other features that might be desirable in your corporate structure, in your by-laws or to advise you on choosing a name for your corporation.

**What does Corporations Canada do?**

Corporations Canada will check that your documents comply with the CCA and other requirements, are in proper form, and that the proposed name is acceptable. If so, Corporations Canada will issue Supplementary Letters Patent showing the date of receipt of your application as the effective date. If you prefer, you may instead request a later effective date.

A notice setting out your corporation's amended name and other information will be published in Part I of the *Canada Gazette*. In addition, Corporations Canada will publish your corporation's amended name on our website in the section “Corporations Canada’s Monthly Transactions”.

**What happens when an application for Supplementary Letters Patent is deficient or incomplete?**

Applications that are deficient or incomplete will be returned to the applicant with a notice stating the nature of the deficiency.

**What documents must be filed in order to obtain Supplementary Letters Patent?**

An application for Supplementary Letters Patent must include a covering letter (see sample in Annex 1) together with the following documents:

1. Two (2) original signed copies of an application for Supplementary Letters Patent (see sample in Annex 2);

2. Two (2) certified copies of the supporting special resolution of the members (see sample in Annex 3);
3. A statutory declaration of an authorized officer, sworn before a commissioner for takings oaths, attesting to the due passage of the resolution (by the directors and the members) (see sample in Annex 4);
4. A Canada-biased NUANS®<sup>1</sup> name search report not more than 90 days old, of the proposed name. Alternatively, Corporations Canada can obtain a name search report for you for \$15 per search report. A bilingual name normally requires two (2) searches. If you requested prior approval of your name, attach a copy of the letter from Corporations Canada approving your name with the copy of the NUANS® report;
5. Payment of the \$50 filing fee. No fee is payable on an application for Supplementary Letters Patent issued under section 29 of the CCA if the purpose of the change of name is to add an English or French version to the corporation's name.

## **NUANS® Report**

You must provide a NUANS® search report that will assist Corporations Canada in determining whether the name you are proposing is available. A NUANS® report is a five-page document setting out the business names (3 pages) and trade marks registered in Canada (2 pages) that sound or look similar to the name you are proposing. The list is drawn from a national data bank of existing and reserved trade names as well as trade marks that have been registered and applied for in Canada.

A NUANS® report may be obtained in three ways:

1. A NUANS® report may be requested from a private company known as a search house. You can find a list of these firms on Corporations Canada's website ([www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca)) by following the links "Choosing A Name" and "NUANS® Registered Search Houses" or in the Yellow Pages of your telephone directory under **incorporating companies, incorporation name search, searchers of records or trade mark agents - registered**. There is a fee for this service.
2. A NUANS® report may be ordered online at Corporations Canada's website ([www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca)) by following the links "Choosing a Name" and "NUANS® Real Time System (RTS)". The fee is \$20 payable by credit card (American Express®, MasterCard® or Visa®). The system provides direct access to the NUANS® search service. Applicants should note that a NUANS® report that is generated may be rejected if the proposed name does not meet the requirements of the CCA.
3. The applicant may request Corporations Canada to obtain the necessary NUANS® reports for the proposed name. The fee for this service is \$15 a search. Bilingual names normally require two (2) searches.

When you order a NUANS® report, that report has a life of 90 days from the date it is requested. A search house can advise you whether your proposed name is likely to be accepted by the Director. The final decision, however, always rests with the Director.

## **Bilingual Name**

If your proposed corporation intends to carry on business in a region or regions where both English and French are spoken, you may wish to consider adopting a bilingual corporate name.

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<sup>1</sup> More information on the NUANS® report is provided below.

The procedure is the same as for a unilingual name, except that one NUANS® report is required for each name or variation requested. For example, two NUANS® reports must be filed in order to verify that the phonetically dissimilar English and French forms of a name are both distinctive.

### **Additional Information and how to reach Corporations Canada**

For additional information on Corporations Canada's products and services, please visit the Corporations Canada website [www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca) or call 1-866-333-5556.

You can also contact Corporations Canada at:

Client Services Section  
Corporations Canada  
Industry Canada  
9th floor, Jean Edmonds Tower South  
365 Laurier Avenue West  
Ottawa, Ontario K1A 0C8  
Toll free: 1-866-333-5556  
Fax: 613-941-0601  
[www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca)

**ANNEX 1**  
**Sample Letter to Corporations Canada for Supplementary Letters Patent**  
**Changing the Corporate Name**

Date:

Corporate Number:

To: Corporations Canada  
Industry Canada  
9th Floor, Jean Edmonds Towers South  
365 Laurier Avenue West  
Ottawa, Ontario K1A 0C8

Enclosed are:

1. Two (2) executed copies of an application for Supplementary Letters Patent for \_\_\_\_\_.  
(corporate name)
2. Two certified copies of the special resolution effecting the change.
3. A statutory declaration of an officer, sworn before a commissioner for taking oaths, attesting to the due passage of the special resolution.
4. A NUANS® name search report not more than 90 days old (please indicate which situation applies):
  - If you requested prior approval of your name: the letter from Corporations Canada approving your name \_\_\_\_\_.
  - OR**
  - If you did not request prior approval of your name: a NUANS® report not more than 90 days old as well as information pertinent to the name \_\_\_\_\_.
  - OR**
  - A cheque payable to the Receiver General for Canada in the amount of \$15.00 being the filing fee for searching the proposed name \_\_\_\_\_. (Bilingual names normally require 2 searches.)
5. A cheque made out to the Receiver General for Canada in the amount of \$50.00 (except if the purpose of the Supplementary Letters Patent is to add a French or English version to the name).

SIGNED:

NAME:

ADDRESS:

TELEPHONE NUMBER:

ANNEX 2

**APPLICATION FOR SUPPLEMENTARY LETTERS PATENT**  
**CHANGING THE CORPORATE NAME**

To the Minister of Industry:

The application of \_\_\_\_\_  
(corporate name)

SHOWS THAT:

1. The applicant was incorporated under the *Canada Corporations Act* by Letters Patent dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.
2. On the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, a special resolution was passed by the directors of the corporation changing the corporate name of the applicant to \_\_\_\_\_ and authorizing an application for Supplementary Letters Patent to confirm this change of name.
3. On the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, this special resolution was sanctioned at a special general meeting of the members of the Corporation duly called for the purpose of considering the special resolution.
4. The proposed change of name is not for any improper purpose and is not otherwise objectionable and is in the interest of the applicant.
5. The new name is not that of any known corporation or association incorporated or unincorporated or of any partnership or individual or any name under which any known business is being carried on or so nearly resembling the same as to be calculated to deceive (\* and, where required by the circumstances: "except that of \_\_\_\_\_ which has signified its consent to the use of the name").

The applicant therefore requests that Supplementary Letters Patent be granted changing the corporate name of the applicant to \_\_\_\_\_.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

I hereby certify that I have the relevant knowledge of the corporation and that I am authorized to sign and submit this application.

per \_\_\_\_\_  
Authorized officer (e.g., President)

(Corporate Seal)

**ANNEX 3  
SPECIAL RESOLUTION**

A special resolution changing the corporate name and authorizing application for the issuance of Supplementary Letters Patent to confirm the proposed changes to the provisions of the corporation's Letters Patent.

Be it enacted and it is hereby enacted as a special resolution of \_\_\_\_\_ (herein called "the corporation") that: (corporate name)

1. Subject to confirmation by Supplementary Letters Patent, the name of the corporation is hereby changed to \_\_\_\_\_.
2. The Corporation be and is hereby authorized to make application to the Minister of Industry for the issue of Supplementary Letters Patent confirming this special resolution insofar as it relates to changing the name of the corporation to \_\_\_\_\_.
3. The directors and officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

Enacted this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Authorized officer (e.g., President)

\_\_\_\_\_  
Authorized officer (e.g., Secretary)

(Corporate Seal)

Certified a true copy of the special resolution of \_\_\_\_\_ (corporate name) enacted by the directors the \_\_ day of \_\_\_\_\_, 20\_\_ and sanctioned by at least 2/3 of the votes cast in favour of the resolution at a special general meeting of the corporation held \_\_\_\_\_.

\_\_\_\_\_  
Authorized officer (e.g., Secretary)

(Corporate Seal)

ANNEX 4

IN THE MATTER OF THE  
CANADA CORPORATIONS ACT

AND

IN THE MATTER OF AN APPLICATION  
FOR SUPPLEMENTARY LETTERS PATENT

(Name of Applicant Corporation)

**STATUTORY DECLARATION OF OFFICER**

CANADA  
PROVINCE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

IN THE MATTER OF the application of \_\_\_\_\_ for Supplementary Letters  
Patent changing the corporate name. (name of the applicant corporation)

I, \_\_\_\_\_, of the City of \_\_\_\_\_, in the Province of \_\_\_\_\_, Canada, do solemnly  
declare that:

1. I am the \_\_\_\_\_ of \_\_\_\_\_ and as such have knowledge of the matters  
(title) (corporate name)  
herein declared.
2. At a meeting of the directors of this corporation held at the City of \_\_\_\_\_, on the  
\_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, the special resolution approving a change of the corporation's name  
from \_\_\_\_\_ to \_\_\_\_\_, two certified copies of which are hereto annexed was  
duly passed.
3. This special resolution was sanctioned by at least 2/3 of the votes cast in favour of the resolution at a  
special general meeting of the members of this corporation called for the purpose of consideration of  
the resolution, held at the City of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.
5. The statements in the annexed application are true in substance and in fact and the proposed change  
of name is *bona fide* and is considered to be in the best interest of the corporation.

AND I make this solemn declaration conscientiously believing it to be true and knowing that it is of the  
same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

DECLARED before me at the  
City of \_\_\_\_\_,  
in the Province of \_\_\_\_\_,  
this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Authorized officer

\_\_\_\_\_  
A Commissioner, etc.