

Guide to Choosing a Name

Registry of Joint Stocks Companies

Service Nova Scotia

Introduction

To register a business in Nova Scotia, you must first choose a name for your business. The Registry of Joint Stock Companies must assess your proposed name and approve it for use before you can register your business.

Your name must be unique and should describe the products and services you provide.

Registering your name does not give you exclusive rights to the name—it just gives you permission to carry on business in Nova Scotia using that name. Registering a name protects the public interest by:

- preventing names that are so similar that they would confuse or mislead people
- providing a public record that shows which individuals are associated with a name

These guidelines will help you choose a name for your business.

Don't commit to a name for your business until the Registry of Joint Stock Companies has approved the name. In other words, don't order business cards or signage in advance.

The components of a name

Your name must be unique. Generally, it is made up of:

1. **distinctive** element (the main identifier of the name)
2. **descriptive** element (describes the nature of business; optional for corporations)
3. **legal** element (indicates the legal structure of the business; sole proprietorships, partnerships and business names do not have a legal element)

Example of a sole-proprietorship or partnership:

Joe's Gas and Convenience Store

Distinctive element: Joe's

Descriptive element: Gas and Convenience Store

Legal element: N/A

Example of a corporation:

Cape Breton Electric Limited
Distinctive element: Cape Breton
Descriptive element: Electric
Legal element: Limited

Unique

Your name must be different enough from other names that it doesn't confuse or mislead people.

Your name can share elements of other names, but in its entirety, your name must be unique.

Distinctive element

The distinctive element is the main identifier of the name. It's what differentiates your name from others in the same or similar line of business.

Not distinctive: Tire Shop Limited
Distinctive: **John's** Tire Shop Limited

The distinctive element usually goes at the beginning of the name. It can include descriptive words, made-up words, geographic locations, family names or initials.

Some names are more distinctive than others. The more distinctive the name, the more memorable and commercially useful it is. Names are less distinctive because of the word itself or because a word is used so often. For example, words like Maritime, Atlantic and General are less distinctive, and should be used in conjunction with a more distinctive word.

Descriptive element

The descriptive element is used to describe the nature of the business.

Not descriptive: Yarmouth **Shop**
Descriptive: Yarmouth **Stationery Shop**

The descriptive element usually goes after the distinctive element. If you're incorporating your business, the descriptive element is not mandatory, but may be helpful.

Legal Element

The legal element shows what kind of legal structure the business has.

Sole proprietorships and partnerships aren't allowed to use a legal element.

Limited companies must have one of the following legal elements at the end of their name:

- Limited
- Limitée
- Ltd.
- Ltée
- Incorporated
- Incorporée
- Inc.

Societies can't use a legal element, but must have "society" or "association" or the French equivalent in the name. It may be possible to use another word that denotes membership, but you need to contact the Registry to discuss.

Only societies can use the word 'Society' or 'Association' in their name.

Co-operatives must have the word 'Co-operative', 'co-opérative' or 'Co-op' (hyphen optional) in their name and must use one of the following legal elements at the end of their name:

- Limited
- Limitée
- Ltd
- Ltée

Only co-operatives can use the word 'Co-operative' (or the variations above) in their name.

Unlimited companies must have one of the following legal elements or the French equivalent in their name:

- Unlimited Liability Company
- ULC
- Corporation

- Corp.
- Company
- Co.

Limited partnerships must have the following legal element at the end of their name:

- Limited Partnership

Extra-provincial limited partnerships may use 'LP'.

Limited liability partnerships must have one of the following legal elements at the end of their name:

- Limited Liability Partnership
- LLP
- L.L.P.
- société à responsabilité limitée
- "srl"
- s.r.l.

Community interest companies must have one of the following legal elements at the end of their name:

- Community Interest Company
- CIC
- C.I.C.
- société d'intérêt communautaire
- SIC
- S.I.C.

Extra-provincial companies

If you have a corporation already incorporated in another jurisdiction, the Registry of Joint Stock Companies will give the name special consideration as long as there is no direct conflict with an existing name in Nova Scotia. If there is a conflict, you may have to use a different name, or an assumed name, to carry on your business in Nova Scotia.

When you register in Nova Scotia, you must provide proof of incorporation in your home jurisdiction.

To determine whether you can reserve your proposed name, the Registry of Joint Stock Companies considers whether:

- the proposed name is too similar with an existing name
- the name misleads or confuses the public as to the nature of the business or implies a relationship between companies
- the name complies with the Registry policies and legislation

Other naming rules

There are other naming rules you need to be aware of when choosing a name for your business. Here is a sampling of those rules (with a description of each rule following the list):

- Amalgamations
- Board of trade or chamber of commerce
- Conflicting trade names and corporate names
- Consents
- Dissolution/change of name
- 'Foundation' in a name
- General names
- Governing bodies
- Identical names
- Implied relationships between companies
- Insurance, trust, loan and bank corporations
- Name reservation letter of release
- No suggestion of government connection
- Numbered companies
- Objectionable names
- Other jurisdiction names
- Personal name as business name
- Protecting names and other jurisdictions
- Publications
- Restricted terms – 'DBA' ('doing business as') and 'trading as'
- Revoked business names or struck companies
- Single-word names (or coined words)
- Special characters
- Surname (family name)
- Trademarks and well-known names

- Use of language other than English
- Year in name

Amalgamations

When two or more companies amalgamate (combine), the amalgamated company can take the name of one of the amalgamating companies or a new name.

Board of trade or chamber of commerce

You can't use 'Board of Trade' and 'Chamber of Commerce' as part of your name if a district has a board of trade or chamber of commerce registered under the Boards of Trade Act.

Conflicting trade names and corporate names

If a proposed name is too similar to an existing trade name or corporate name with similar products or services, you can't use the name unless you meet one of the following criteria:

- you are the owner of the trade name or corporation
- you have written consent from the owner of the trade name or corporation that you can use the similar name and that the name doesn't falsely imply a relationship between the businesses

If a proposed name is similar to an existing trade name or corporate name, you may be able to use the name if it meets one of the following criteria:

- the products or services offered by the two companies are different enough
- the proposed name is not very distinctive or well known

Consents

If an existing business gives you written consent to use a name that is similar to their name, the Registry of Joint Stock Companies may allow you to use the name.

Dissolution/change of name

If a sole proprietorship or partnership wants to incorporate, you must dissolve the business or change the name, and consent to the use of the name for the new corporation.

'Foundation' in a name

Only non-profit corporations with perpetual funding or an endowment can use the word 'Foundation' in their name. Because 'foundation' is understood to mean 'well established' or 'founded', the Registry of Joint Stock Companies requires proof of funding. In general, at least \$50,000 in funds must be available to the group.

General names

The Registry of Joint Stock Companies can't approve a name if it is too general in nature. A descriptive word or words must be included.

Governing bodies

You may need written consent from a professional governing body or related authority if your name implies one of the following professions:

- medicine
- dentistry
- accounting
- engineering
- architecture
- interior design
- private security, private investigator or armoured vehicle business
- real estate (requiring an Approved Sales Corporation Licence)

Written consent must come in the form of a letter from an authorized person within your governing body. The letter must be submitted before or with your registration.

Example:

Proposed name: Dr. J. Smith Dentist Incorporated

Action: You must get a letter from the Provincial Dental Board of Nova Scotia.

Identical names

You can't use the same name as an existing company. However, it may be possible to use the name in the course of corporate restructuring if you add some other distinction, like the year in the name, if the existing company changes its name or dissolves.

If your proposed name is similar to a name of a company that has been dissolved (struck) for more than a year, the Registry of Joint Stock Companies may consider it.

If your proposed name is similar to a sole proprietorship, partnership or business name that has been revoked for more than a year, the Registry will consider it. In this case, you don't require consent.

There are some factors to consider when choosing a name that was previously used, including:

- the reputation of the previous business
- whether any creditors or collection agencies may be confused
- whether the other business is operating without registration

Implied relationship between companies

The Registry of Joint Stock Companies will refuse a proposed name if it falsely implies a relationship between two businesses.

If your proposed name has a well-known or highly distinctive element of an existing name or trademark, then you'll need to get written consent from the existing company or trademark holder.

Insurance, trust, loan and bank corporations

If your name implies that you're an insurance, trust, loan or bank corporation, you must get consent from the appropriate federal or provincial authority.

Name reservation letter of release

The person who submits the name reservation request must be the same person that registers the name. If not, you must provide a letter of release from the person who submitted the name reservation request to complete the name registration.

The letter of release may not be required if it's clear the name has been submitted by a law firm on behalf of their client.

No suggestion of government connection

You can only use 'Nova Scotia' (in either English or French) at the beginning of a name if you are a society or you get written consent from the government.

You can use 'Nova Scotia' and 'N.S.' anywhere in your name except the beginning. You can use 'Nova Scotian' anywhere in the name.

The use of brackets with the words 'Nova Scotia' and 'N.S.' implies it is affiliated to or a subsidiary of another company outside of Nova Scotia with a similar name. You must provide written consent from the affiliated company to use the name.

Other words that might imply connection with or endorsement by any government or the Crown require the written consent of that government.

Numbered companies

If you wish to form a numbered company, call the [Registry of Joint Stock Companies](#) to get the next available number. The format of the name is '1234567 Nova Scotia Limited'.

If you have an existing company and wish to change it to a numbered name, you can change the name to take on your Registry ID.

If you have a numbered company from another jurisdiction, you can keep the numbered name when you register as an extra-provincial corporation in Nova Scotia.

Objectionable names

You may not use names that include:

- a vulgar expression
- an obscene word or connotation
- a racial, physical or sexual slur

Other jurisdiction names

Unless you are already registered in another jurisdiction, you can't use the name of any other jurisdiction in your business name without the consent of the administrator of this jurisdiction.

Personal name as business name

You don't have to register your business with the Registry of Joint Stock Companies if you, or you and your partners use only your personal names without a descriptive element or words such as 'and Associates'.

Protecting names and other jurisdictions

The Registry of Joint Stock Companies will reject a proposed name if an identical or similar name is registered in New Brunswick or federally.

An Atlantic NUANS report may note other similar names in the Atlantic region, and you may wish to consider those results before you register, but the Registry will not reject on the basis of similar names in Prince Edward Island or Newfoundland & Labrador.

Publications

The names of products or publications are not registered. Only the name of the company selling the product or publishing the publication is registered.

Restricted terms – DBA' ('doing business as') and 'trading as'

A business name is not usually allowed to use 'doing business as', 'DBA' or 'a division of'. That said, it may be considered if the trade name has been registered in this manner in three other jurisdictions in Canada, excluding Alberta and Ontario.

Revoked business names or struck companies

Names of dissolved (struck) companies or revoked name registrations are protected for one year following the date of dissolution (strike-off) or revocation. This means that no one else can use the name for at least a year.

Single-word names (or coined words)

You may be allowed to use a single-word name if the word is a coined word or a made-up word that is:

- distinctive enough on its own
- not found in a dictionary
- not in general use

A coined word can't be created by merging two words or using an obvious contraction of common words (for example, 'petrochem' as a contraction of 'petroleum' and 'chemical' is not allowed).

You are also allowed to use a single-word name if the word is trademarked and you get consent to use the trademark before registering the name.

Special characters

You can use special characters, such as % or #, in your name, but having special characters in a name may impact search results.

Surname (family name)

To use a surname as part of a business or corporate name, you must get written consent from someone with the name you want to use.

If the business or corporate name contains a first name and surname name, then a person with this first name and surname must register the business or give written consent.

If the business or corporate name only contains a first name, you don't need consent from anyone.

When a business or corporate name already exists with a surname plus descriptive element, you may get the name approved if you:

- add a first name, given name or initial
- use a different descriptive element

Trademarks and well-known names

You can't use well-known trade names and trademarks without the written consent of the holder.

Use of language other than English

Nova Scotia will permit a name in either English or French form, or a combination of both.

In addition to English and/or French, any other language or languages can be part of its name provided it is using the Latin alphabet and it is limited to the distinctive element. In other words, the descriptive and legal elements must be in English and/or French.

When using a bilingual name, the French version of the corporate name does not need to be an exact translation of the English version, or vice versa, but they must have the same general meaning. Also, neither version of the name needs to be grammatically correct.

When a company's name is in more than one language form, it can use any one language form of its name by itself, unless required by law to do otherwise.

This means the name can be:

- all English
(e.g. Atlantic Daycare Ltd.)
- all French
(e.g. Garderie Atlantique Limitée)
- a combination of English and French
(e.g. Garderie Atlantique Daycare Ltd.)
* The entire name must be used as it is registered.
- a separate English and French versions
(e.g. Atlantic Daycare Ltd./ Garderie Atlantique Limitée)
May use either version alone, or both together.

Year in name

If you want to incorporate a new company under a name that was previously used, the existing company must dissolve or change its name, and you must add the year you incorporated the new company to the new name.

The Registry of Joint Stock Companies may make an exception if:

- you get consent from the existing company
- the existing company dissolves or changes its name

- there's an affidavit from an officer or director of both companies that states both companies are operated by the same principals and there is no negative impact on creditors or third parties

Help is available

To find out more about reserving your name.

Download: [Guide to Reserving a Name](#)

Online: [Nova Scotia's online service](#)

Phone: 902-424-7770 or toll-free (within Canada) 1-800-225-8227

Email: rjsc@novascotia.ca

In person: Visit an [Access Center](#) or our [Head Office](#)

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