

Practice Note 4 – Execution of documents on behalf of companies

Notarisation of a document signed on behalf of a company carries an expectation (either implied or explicit) on the part of the receiver that the document has been validly executed by the signatory and is binding on the company. In the case of non-director signatories, there is certainly an obligation to make further enquiries as to the authorisation.

There are various ways (or combinations of ways) to establish that a signatory, be it a director or otherwise, has the necessary authority. In some cases it may be appropriate to confirm the information in your notarial certificate. These may include:

- a company search, including a copy of the company's constitution;
- a copy of the relevant part of the company's delegated authorities policy, under which the level of authorisation is consistent with the obligations set out in the document;
- an email from a Director of the company, attaching a copy of the document, and confirming that person X (full name and role or designation) has authority to sign the document attached;
- a copy of the authorising resolution; or
- written confirmation from the company's solicitor that all necessary authorisation processes have been completed.