



Companies Act 2006

2006 CHAPTER 46

PART 4

A COMPANY'S CAPACITY AND RELATED MATTERS

Formalities of doing business under the law of England and Wales or Northern Ireland

43 Company contracts

- (1) Under the law of England and Wales or Northern Ireland a contract may be made—
 - (a) by a company, by writing under its common seal, or
 - (b) on behalf of a company, by a person acting under its authority, express or implied.
- (2) Any formalities required by law in the case of a contract made by an individual also apply, unless a contrary intention appears, to a contract made by or on behalf of a company.

Modifications etc. (not altering text)

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| C1 | Ss. 43-47 applied (with modifications) (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804) , regs. 2, 4 |
| C2 | S. 43 applied (with modifications) (1.10.2009) by The Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009 (S.I. 2009/1917) , reg. 4 (with Sch.) |
| C3 | S. 43 applied (with modifications) (1.10.2009) by The Unregistered Companies Regulations 2009 (S.I. 2009/2436) , regs. 3-5, Sch. 1 para. 3(d) (with transitional provisions and savings in regs. 7, 9, Sch. 2) |

44 Execution of documents

- (1) Under the law of England and Wales or Northern Ireland a document is executed by a company—
 - (a) by the affixing of its common seal, or

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- (b) by signature in accordance with the following provisions.
- (2) A document is validly executed by a company if it is signed on behalf of the company—
- (a) by two authorised signatories, or
 - (b) by a director of the company in the presence of a witness who attests the signature.
- (3) The following are “authorised signatories” for the purposes of subsection (2)—
- (a) every director of the company, and
 - (b) in the case of a private company with a secretary or a public company, the secretary (or any joint secretary) of the company.
- (4) A document signed in accordance with subsection (2) and expressed, in whatever words, to be executed by the company has the same effect as if executed under the common seal of the company.
- (5) In favour of a purchaser a document is deemed to have been duly executed by a company if it purports to be signed in accordance with subsection (2).
- A “purchaser” means a purchaser in good faith for valuable consideration and includes a lessee, mortgagee or other person who for valuable consideration acquires an interest in property.
- (6) Where a document is to be signed by a person on behalf of more than one company, it is not duly signed by that person for the purposes of this section unless he signs it separately in each capacity.
- (7) References in this section to a document being (or purporting to be) signed by a director or secretary are to be read, in a case where that office is held by a firm, as references to its being (or purporting to be) signed by an individual authorised by the firm to sign on its behalf.
- (8) This section applies to a document that is (or purports to be) executed by a company in the name of or on behalf of another person whether or not that person is also a company.

Modifications etc. (not altering text)

- C4** Ss. 43-47 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 4
- C5** S. 44 applied (with modifications) (1.10.2009) by [The Overseas Companies \(Execution of Documents and Registration of Charges\) Regulations 2009 \(S.I. 2009/1917\)](#), **reg. 4** (with Sch.)
- C6** S. 44 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 3(d)** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C7** S. 44 applied (with modifications) (30.6.2011) by [The Yarmouth \(Isle of Wight\) Harbour Revision Order 2011 \(S.I. 2011/1347\)](#), **art. 24** (with arts. 27, 28)

45 Common seal

- (1) A company may have a common seal, but need not have one.
- (2) A company which has a common seal shall have its name engraved in legible characters on the seal.

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- (3) If a company fails to comply with subsection (2) an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (4) An officer of a company, or a person acting on behalf of a company, commits an offence if he uses, or authorises the use of, a seal purporting to be a seal of the company on which its name is not engraved as required by subsection (2).
- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.
- (6) This section does not form part of the law of Scotland.

Modifications etc. (not altering text)

- C8** Ss. 43-47 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 4
- C9** S. 45(1) applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 3(d)** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C10** S. 45(1) applied (with modifications) (30.6.2011) by [The Yarmouth \(Isle of Wight\) Harbour Revision Order 2011 \(S.I. 2011/1347\)](#), **art. 24** (with arts. 27, 28)
- C11** S. 45(3)(4)(5) applied (with modifications) (E.W.) (2.1.2013) by [The Charitable Incorporated Organisations \(General\) Regulations 2012 \(S.I. 2012/3012\)](#), regs. 1, **23(3)(4)(6)**

46 Execution of deeds

- (1) A document is validly executed by a company as a deed for the purposes of section 1(2)(b) of the Law of Property (Miscellaneous Provisions) Act 1989 (c. 34) and for the purposes of the law of Northern Ireland if, and only if—
 - (a) it is duly executed by the company, and
 - (b) it is delivered as a deed.
- (2) For the purposes of subsection (1)(b) a document is presumed to be delivered upon its being executed, unless a contrary intention is proved.

Modifications etc. (not altering text)

- C12** Ss. 43-47 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 4
- C13** S. 46 applied (with modifications) (1.10.2009) by [The Overseas Companies \(Execution of Documents and Registration of Charges\) Regulations 2009 \(S.I. 2009/1917\)](#), **reg. 4** (with Sch.)
- C14** S. 46 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 3(d)** (with transitional provisions and savings in regs. 7, 9, Sch. 2)

47 Execution of deeds or other documents by attorney

- (1) Under the law of England and Wales or Northern Ireland a company may, by instrument executed as a deed, empower a person, either generally or in respect of specified matters, as its attorney to execute deeds or other documents on its behalf.

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- (2) A deed or other document so executed, whether in the United Kingdom or elsewhere, has effect as if executed by the company.

Modifications etc. (not altering text)

C15 Ss. 43-47 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 4 (with Sch. 1 paras. 2, 34, 35)

Changes to legislation:

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Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act amendment to earlier affecting provision S.I. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))