



# 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*

#### **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
  - (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).

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*Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Section 44. (See end of Document for details)*

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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)**

- 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. 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.)
- C3 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)
- C4 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)

**Changes to legislation:**

There are currently no known outstanding effects for the Companies Act 2006, Section 44.