



Companies Act 1985

1985 CHAPTER 6

PART I

FORMATION AND REGISTRATION OF COMPANIES; JURIDICAL STATUS AND MEMBERSHIP

CHAPTER III

A COMPANY'S CAPACITY; FORMALITIES OF CARRYING ON BUSINESS

[^{F1}36A Execution of documents: England and Wales.

- (1) Under the law of England and Wales the following provisions have effect with respect to the execution of documents by a company.
- (2) A document is executed by a company by the affixing of its common seal.
- (3) A company need not have a common seal, however, and the following subsections apply whether it does or not.
- (4) A document signed by a director and the secretary of a company, or by two directors of a company, and expressed (in whatever form of words) to be executed by the company has the same effect as if executed under the common seal of the company.

[Where a document is to be signed by a person as a director or the secretary of more than ^{F2}(4A) one company, it shall not be taken to be duly signed by that person for the purposes of subsection (4) unless the person signs it separately in each capacity.]

- (5) [^{F3}A document executed by a company which makes it clear on its face that it is intended by the person or persons making it to be a deed has effect, upon delivery, as a deed; and it shall be presumed, unless a contrary intention is proved, to be delivered upon its being so executed.]
- (6) In favour of a purchaser a document shall be deemed to have been duly executed by a company if it purports to be signed by a director and the secretary of the company, or by two directors of the company, or by two directors of the company, [^{F4}and, where it

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*Changes to legislation: There are currently no known outstanding effects
 for the Companies Act 1985, Section 36A. (See end of Document for details)*

makes it clear on its face that it is intended by the person or persons making it to be a deed, to have been delivered upon its being executed] .

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.]

[^{F5}(7) This section applies in the case of a document which is (or purports to be) executed by a company in the name or on behalf of another person whether or not that person is also a company.]

[^{F6}(8) For the purposes of this section, a document is (or purports to be) signed, in the case of a director or the secretary of a company which is not an individual, if it is (or purports to be) signed by an individual authorised by the director or secretary to sign on its behalf.]

Textual Amendments

- F1** S. 36A inserted by Companies Act 1989 (c. 40, SIF 27), **ss. 130(2)**, 213(2)
- F2** S. 36(4A) inserted (E.W.) (15.9.2005) by The Regulatory Reform (Execution of Deeds and Documents) Order 2005 (S.I. 2005/1906), art. 10(1), **Sch. 1 para. 10**
- F3** S. 36A(5) repealed (E.W.) (15.9.2005) by The Regulatory Reform (Execution of Deeds and Documents) Order 2005 (S.I. 2005/1906), art. 10(2), **Sch. 2**
- F4** Words in s. 36A(6) repealed (E.W.) (15.9.2005) by The Regulatory Reform (Execution of Deeds and Documents) Order 2005 (S.I. 2005/1906), arts. 5, 10(2), **Sch. 2**
- F5** S. 36A(7) inserted (E.W.) (15.9.2005) by The Regulatory Reform (Execution of Deeds and Documents) Order 2005 (S.I. 2005/1906), **art. 7(2)**
- F6** S. 36A(8) inserted (E.W.) (15.9.2005) by The Regulatory Reform (Execution of Deeds and Documents) Order 2005 (S.I. 2005/1906), art. 10(1), **Sch. 1 para. 11**

Modifications etc. (not altering text)

- C1** S. 36A: power to apply conferred by Companies Act 1989 (c. 40, SIF 27), **ss. 130(6)**, 213(2)
- C2** S. 36A applied with modifications by S.I. 1985/680, arts. 4–6, **Sch.** as amended by S.I. 1990/1394, **reg. 2**
- C3** S. 36A applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, **Sch. 2 Pt. I**
- C4** Ss. 36-36C applied (with modifications) (16.5.1994) by S.I. 1994/950, **regs. 2-6**
- C5** S. 36A(6) modified (13.10.2003) by Land Registration Act 2002 (c. 9), **ss. 91(9)**, 136(2) (with s. 129); S.I. 2003/1725, **art. 2(1)**

Status:

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Changes to legislation:

There are currently no known outstanding effects for the Companies Act 1985, Section 36A.