



# 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

#### **39 Power of company to have official seal for use abroad.**

(1) A company [<sup>F1</sup>which has a common seal] whose objects require or comprise the transaction of business in foreign countries may, if authorised by its articles, have for use in any territory, district or place elsewhere than in the United Kingdom, an official seal, which shall be a facsimile of [<sup>F2</sup>its common seal], with the addition on its face of the name of every territory, district or place where it is to be used.

[<sup>F3</sup>(2) The official seal when duly affixed to a document has the same effect as the company's common seal.]

[<sup>F4</sup>(2A) Subsection (2) does not extend to Scotland.]

(3) A company having an official seal for use in any such territory, district or place may, by writing under its common seal [<sup>F5</sup>or as respects Scotland by writing subscribed in accordance with the Requirements of Writing (Scotland) Act 1995] . . . [<sup>F6</sup>], authorise any person appointed for the purpose in that territory, district or place to affix the official seal to any deed or other document to which the company is party in that territory, district or place.

(4) As between the company and a person dealing with such an agent, the agent's authority continues during the period (if any) mentioned in the instrument conferring the authority, or if no period is there mentioned, then until notice of the revocation or determination of the agent's authority has been given to the person dealing with him.

*Status: Point in time view as at 01/02/1996. This version of this provision has been superseded.*

*Changes to legislation: Companies Act 1985, Section 39 is up to date with all changes known to be in force on or before 17 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- (5) The person affixing the official seal shall certify in writing on the deed or other instrument to which the seal is affixed the date on which and the place at which it is affixed.

#### Textual Amendments

- F1** Words inserted by [Companies Act 1989](#) (c. 40, SIF 27), ss. 130(7), 213(2), **Sch. 17 para. 2(2)**
- F2** Words substituted by [Companies Act 1989](#) (c. 40, SIF 27), ss. 130(7), 213(2), **Sch. 17 para. 2(2)**
- F3** [S. 39\(2\)](#) substituted by [Companies Act 1989](#) (c. 40, SIF 27), ss. 130(7), 213(2), **Sch. 17 para. 2(3)**
- F4** [S. 39\(2A\)](#) inserted (1.8.1995) by 1995 c. 7, ss. 14(1), 15(2), **Sch. 4 para. 53(a)** (with ss. 9(3)(5)(7), 13, 14(3))
- F5** Words in [s. 39\(3\)](#) inserted (S.) (1.8.1995) by 1995 c. 7, ss. 14(1), 15(2), **Sch. 4 para. 53(b)** (with ss. 9(3)(5)(7), 13, 14(3))(with ss. 9(3)(5)(7), 13, 14(3))
- F6** Words inserted by [Companies Act 1989](#) (c. 40, SIF 27), ss. 130(7), 213(2), **Sch. 17 para. 2(4)** and repealed by [Law Reform \(Miscellaneous Provisions\) \(Scotland\) Act 1990](#) (c. 40, SIF 27), s. 74(1)(2), **Sch. 8 para. 33(3)**, **Sch. 9**

#### Modifications etc. (not altering text)

- C1** [S. 39](#) applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, **Sch. 2 Pt. I**

**Status:**

Point in time view as at 01/02/1996. This version of this provision has been superseded.

**Changes to legislation:**

Companies Act 1985, Section 39 is up to date with all changes known to be in force on or before 17 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.