

SIGNING & WITNESSING OF DOCUMENTS POLICY

1.0 INTRODUCTION

1.1 This policy describes our arrangements for the signing and witnessing of legal and other important documents, so that we comply with:

- the Co-operative and Community Benefit Societies Act 2014 which authorises, but does not require, a registered society to have a seal;
- our Rules, in particular Rule 63 which states:

“The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Association may have a seal which the Secretary must keep in a secure place unless the Board decides that someone else should look after it. The seal must only be used if the Board decides this. When the seal is used, the deed or document must be signed by the Secretary or a Member of the Board or another person duly authorised to subscribe the deed or document on the Association’s behalf and recorded in the register...”

- the Requirements of Writing (Scotland) Act 1995 (the 1995 Act) which revised the provisions for the formal execution of deeds and other legal documents in Scotland;
- guidance on the application of the 1995 Act originally issued by Scottish Homes in September 1997 (SHGN 97/22) and re-issued by the Scottish Housing Regulator in April 2008 (SHR02).

1.2 This policy complies with Regulatory Standard 1.2 which states:

The RSL’s governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.

2.0 SIGNING & WITNESSING DOCUMENTS

Documents requiring the use of the Seal

2.1 In approving this Policy Board of Management confirms that the Seal will only be used on the Share Certificates issued to those who become members of the Association. A separate Board resolution authorising the use of the Seal on each occasion will not be required. Approval of the new member’s application will include authority for the use of the Seal.

2.2 Share Certificates will be signed by two Office Bearers and the Secretary.

All other documents

2.3 All other documents will be signed by an authorised signatory, and where required will also be witnessed (relevant documents will specify if a witness is required).

- 2.4 An 'authorised signatory' will be one of the following:
- the Board Chair or Depute Chair
 - a Sub-Committee Chair
 - the Association's Secretary (Chief Executive)
 - all Directors and any other member of staff authorised by the Board under this policy.

- 2.5 A 'witness' will be any Board Member or staff member present at the time a document is signed.

When a document is witnessed, the witness will print 'Witness' below their name and add their address, which will be the Head Office address.

Schedules & Registers

- 2.6 To comply with current guidance and this policy the Chief Executive will maintain the following:
- a Schedule of Authorised Signatories
 - a Register of Undertakings to record the signing of designated documents
 - a Seal Register.

Schedule of Authorised Signatories

- 2.7 The Schedule of Authorised Signatories will detail which Office Bearer or member of staff may sign each type of document (see Appendix 1 for the current Schedule).

The Schedule will have attached to it the sample signatures of all Board Members and staff currently authorised to sign specified documents.

- 2.8 Following the election of Office Bearers after each Annual General Meeting the Chief Executive will ensure that the Schedule of Authorised Signatories for that year is completed by the Office Bearers, and thereafter by all relevant staff.
- 2.9 The Chief Executive or appropriate Director/Manager will ensure that a document listed in the Schedule is signed by the appropriate person, witnessed if required, and that the details are added to the Register of Undertakings, unless this is not required (see para. 2.12 below).

Register of Undertakings

- 2.10 The Register of Undertakings (Appendix 2) will record the following:
- Date of signing
 - Description of document
 - Name & designation of authorised signatory
 - Name & designation of witness (where required).
- 2.11 The Chief Executive or relevant Director/Manager will ensure that the Register is completed whenever a document listed in the Schedule is signed.

Where a document is signed outwith Head Office, the required details may be emailed to the PA to the Executive Team who will add them to the Register.

- 2.12 Signing of the following documents **will not be** recorded in the Register of Undertakings:
- Disposals of land or assets in accordance with Parts 9 and 11 of the Housing (Scotland) Act 2010 (these are recorded in the Register of Disposals)
 - Tenancy Agreements
 - Conditional and unconditional offers of employment
 - Changes to terms and conditions.

Seal Register

- 2.13 As the Association's Seal will only be used on membership Share Certificates, the Seal Register (Appendix 3) will record the following:
- Date of signing
 - Certificate number
 - Names and designations of those signing the Certificate.

3.0 IMPLEMENTATION & REVIEW

- 3.1 The Chief Executive has overall responsibility for ensuring that this policy is implemented. Each Director and Manager is responsible for ensuring that documents are only signed by those authorised to do so, witnessed where required, and that the appropriate Register is completed following the signing.
- 3.2 The Chief Executive will ensure that the Schedule and Registers are held in a secure place, and that the Registers are made available at designated meetings of the Audit Sub-Committee.
- 3.3 The Chief Executive will ensure that this policy is reviewed at least every 3 years.

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| Approved by the Senior Leadership Team: | February 2017 |
| Approved by the Board of Management: | March 2017 |
| Next review due by: | February 2020 |

SIGNING AND WITNESSING OF DOCUMENTS

SCHEDULE OF AUTHORISED SIGNATORIES

Where 2 sets of initials are shown without any other comment, the intention is that the first post-holder will normally sign the document. The second post-holder will only sign in the former's absence. A witness will only be required if specified in the relevant document.

| TYPE OF DOCUMENT | | AUTHORISED SIGNATORY |
|------------------|---|--|
| 1 | SHARE CERTIFICATE | Any 2 Office Bearers Secretary (Chief Executive) |
| 2 | LOAN AGREEMENT | DFH or CE |
| 3 | DOCUMENTS CHANGING ARK's STRUCTURE, e.g. Mergers, Transfer of Engagements | CE or DFH |
| 4 | STANDARD SECURITY | DFH or CE |
| 5 | DISPOSITION | DFH or CE |
| 6 | DEED OF SERVITUDE | DFH or CE |
| 7 | BUILDING CONTRACTS [New build/Refurbishment] | CE or DFH |
| 8 | DISPOSALS OF LAND OR ASSETS | DFH or CE |
| 9 | PURCHASE/LEASE OF HEAD OFFICE | CE or DFH |
| 10 | LEASE OF PROPERTY e.g. for project office | CE or DFH |
| 11 | LEASE OF ARK PROPERTY TO OTHER AGENCIES | DFH or HHS |
| 12 | LEASING AGREEMENT – Office equipment e.g. photocopiers | DPOD, DFH or HICT |
| 13 | LEASING AGREEMENT – Washing machines | HHS |
| 14 | SERVICE OR MAINTENANCE CONTRACTS e.g. ICT System, office alarms, fire alarms, office equipment, CN specialist equipment, stair cleaning | CE / DFH / DPOD / ADCS/DCS/ HHS/ HICT depending on type of contract, budget and financial delegated authority levels |
| 15 | UTILITIES CONTRACTS – CN projects | AM |
| 16 | INSURANCE POLICIES | HQ&CM |
| 17 | PLANNED, CYCLICAL & REACTIVE REPAIR MAINTENANCE CONTRACTS | DFH/ HPM depending on value & delegated authority levels |
| 18 | SUPPORT PROTOCOLS WITH OTHER AGENCIES | HHS |
| TYPE OF DOCUMENT | | AUTHORISED SIGNATORY |
| 19 | SERVICE LEVEL AGREEMENT RE. VOID PROPERTY COSTS | HHS |

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| 20 | TENANCY AGREEMENT | HSO or HHS |
| 21 | APPOINTMENT OF CONSULTANTS & OTHER PROFESSIONALS, e.g. Architects, Quantity Surveyors, Solicitors, Bankers, Auditors | CE or DFH or DPOD or other relevant Manager depending on budget and financial delegated authority levels |
| 22 | CONTRACTS WITH LOCAL AUTHORITIES FOR NEW SERVICE PROVISION | CE or ADCS/DCS depending on value and financial delegated authority levels |
| 23 | EXTENSION TO EXISTING CONTRACTS FOR SERVICE PROVISION | CE or ADCS/DCS depending on value and financial delegated authority levels |
| 24 | CONDITIONAL OFFER OF EMPLOYMENT | Appropriate HRBP |
| 25 | UNCONDITIONAL OFFER OF EMPLOYMENT | DPOD or HPOD (for full-time/part time staff) HRBP (for Relief Staff) |
| 26 | COMPROMISE AGREEMENTS | DPOD or HPOD |
| 27 | CHANGES TO TERMS & CONDITIONS [Letters to staff] | DPOD or HPOD |

- CE - Chief Executive
- DFH - Director of Finance and Housing
- DPOD - Director of People and Organisational Development
- DCS/ ADCS - Director of Care and Support/ Assistant Director of Care and Support
- AM - Area Manager (Care and Support)
- HQ&C - Head of Quality & Compliance
- HHS - Head of Housing Services
- HSO - Housing Services Officer
- HPM - Head of Property and Maintenance
- HPOD - Head of People and Organisational Development
- HRBP - Human Resources Business Partner
- HICT - Head of Information and Communications Technology

SCHEDULE OF AUTHORISED SIGNATORIES

| TITLE/POST | NAME | SIGNATURE |
|---|------|-----------|
| Chair | | |
| Depute Chair | | |
| Finance Sub Chair | | |
| Audit Sub Chair | | |
| Secretary/Chief Executive | | |
| Director of Finance and Housing | | |
| Director of People and Organisational Development | | |
| Director of Care and Support | | |
| Assistant Director of Care and Support | | |
| Assistant Director of Care and Support | | |
| Area Manager | | |
| Head of Quality & Compliance | | |
| Head of Housing Services | | |
| Housing Services Officer | | |
| Housing Services Officer | | |
| Head of Property and Maintenance | | |
| Head of Finance | | |
| Head of People and Organisational Development | | |

| TITLE/POST | NAME | SIGNATURE |
|--|------|-----------|
| Human Resources Assistant | | |
| Human Resources Assistant | | |
| Human Resources Business Partner | | |
| Human Resources Business Partner | | |
| Human Resources Business Partner | | |
| Head of Information and Communications Technology | | |
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REGISTER OF UNDERTAKINGS

| DATE | TYPE OF DOCUMENT | SIGNATORY Name & designation | WITNESS (If required) Name & designation |
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