

Guidance on the Use of the University Common Seal

Introduction

- 1.1 The University holds a Common Seal (“the University Seal”) under its founding Ordinances and Resolutions.
- 1.2 The University Seal is a device for embossing the University’s name and shield in paper when formally executing deeds, contracts and documents reserved for approval only by University Court.
- 1.3 This guidance outlines how and when the University Seal should be used.

Legal Basis

- 1.4 Historically, under common law, any contract entered into by a company had to be under seal. Since the Companies Act 1989 was introduced there is no legal requirement to use a seal. Although a company can still have a seal it is not bound to do so. However, in practice many organisations still use a common seal for deeds, share certificates and other important documents.
- 1.5 The use of the Common Seal of the University of Aberdeen is set out in Ordinance 113 (Execution of Deeds) of the *Acts, Ordinances and Resolutions Affecting the University of Aberdeen 1858-1990*, which states:

“A deed, instrument or document shall be validly executed on behalf of the University Court if it is Sealed within the Common Seal of the University Court and signed by one member of the University Court and the Secretary to the University, or *some other person in place of the Secretary duly appointed by the University Court for the purpose, and such subscription on behalf of the Court shall be binding whether attested by witnesses or not.

The University Court shall provide for the safe custody of the Common Seal.”

- 1.6 Ordinance 113 provides that documents for which approval is reserved to University Court and which require formal execution require application of the Seal and signature by a member of Court and the University Secretary or one of their deputies. Documents which require formal execution are not set out.
- 1.7 The formal execution of a deed is a complex area of law currently covered by a range of legislation including the Companies Act 2006 and the Requirements of Writing (Scotland) Act 1995. In most circumstances the University Seal should be used primarily on legal documents relating to property or financial transactions, however there is no legal requirement for documents to be signed as set out above for formal execution. A document only needs be signed in accordance with the Requirements of Writing Scotland Act, which stipulates that subscription by (or on behalf of) the granter is the only requirement for the valid execution of a document. For the document to be probative, it should also be witnessed.
- 1.8 The source document will therefore impact on the requirement for use of the Seal, however a list of exemplars of those deeds and documents for which the University suggests a Seal should be applied is provided in the section below and outlined within the University’s Delegated Authority Schedule. In addition, the Seal may be applied in situations where the contracting party specifically requests its use.
- 1.9 All other legal or contractual documents should be signed as follows:
 - A document which is in relation to a matter reserved to Court (one of its reserved areas of business) or where authority in respect of that matter has not been otherwise delegated

(i.e. is not provided for within the Delegated Authority Schedule) should be signed by a Member of Court, or the University Secretary or one of their deputies, and witnessed.

- A document in respect of which authority has been delegated by Court should be signed by a Member of Court, or the University Secretary or one of their deputies, or a person authorised by the Court to do so (i.e. under the Delegated Authority Schedule) and witnessed.

Guidance on the Custody and Use of the Common Seal

- 1.10 The University Secretary is responsible for the secure custody of the University Seal, and for regulating its use. The University Seal is held by the Governance team.
- 1.11 The following list of exemplars is suggested by the University as requiring execution under the Seal:
 - Deeds (especially those relating to land or buildings)
 - Legal documents relating to property such as leases or licences
 - Legal documents relating to the establishment of a new company, spin out, joint venture or overseas activity
 - Documents/certificates relating to shares/dividends/stocks
 - Legal agreements involving agencies and equivalents for the recruitment of international students
 - Legal documents relating to pension schemes
 - Legal documents relating to the registration, licensing or outright transfer of patents, design rights, trademarks and other intellectual property rights
 - Special resolutions relating to the Ordinances and Resolutions
 - Other documents as required by Court or approved by the University Secretary (or deputy), particularly those relating to long-term contracts, those concerning borrowing, investments or financing.
- 1.12 Other legal documents such as those relating to academic agreements, commercial contracts, student recruitment etc. would not normally require the use of the University Seal.
- 1.13 The wording on documents being Sealed should be “Executed by affixing the common Seal of the University of Aberdeen in the presence of:”.
- 1.14 Officers authorised to authenticate the Seal are specified within the University Court’s Delegated Authority Schedule.
- 1.15 The Head of Governance should maintain a Register of Sealings by recording the details of the date, document Sealed, transaction, signatories and witnesses. A list of those documents Sealed should be reported to University Court upon request.