
STATUTORY INSTRUMENTS

2005 No. 1906

**The Regulatory Reform (Execution
of Deeds and Documents) Order 2005**

Citation, commencement, application and extent

1.—(1) This Order may be cited as the Regulatory Reform (Execution of Deeds and Documents) Order 2005 and shall come into force at the end of the period of 12 weeks beginning with the day on which it is made.

(2) The provisions of this Order shall not apply in relation to any instrument executed before the date on which this Order comes into force.

(3) This Order extends to England and Wales only.

Interpretation

2. In this Order—

“the 1925 Act” means the Law of Property Act 1925(1);

“the 1985 Act” means the Companies Act 1985(2);

“the 1989 Act” means the Law of Property (Miscellaneous Provisions) Act 1989(3).

Execution by corporations

3. For section 74(1) of the 1925 Act substitute—

“(1) In favour of a purchaser an instrument shall be deemed to have been duly executed by a corporation aggregate if a seal purporting to be the corporation’s seal purports to be affixed to the instrument in the presence of and attested by—

(a) two members of the board of directors, council or other governing body of the corporation, or

(b) one such member and the clerk, secretary or other permanent officer of the corporation or his deputy.”.

Execution of deeds by corporations

4. After section 74 of the 1925 Act insert—

“Execution of instrument as a deed

74A.—(1) An instrument is validly executed by a corporation aggregate as a deed for the purposes of section 1(2)(b) of the Law of Property (Miscellaneous Provisions) Act 1989, if and only if—

(1) 1925 c. 20.
(2) 1985 c. 6.
(3) 1989 c. 40.

- (a) it is duly executed by the corporation, and
 - (b) it is delivered as a deed.
- (2) An instrument shall be presumed to be delivered for the purposes of subsection (1) (b) of this section upon its being executed, unless a contrary intention is proved.”.

Repeal of irrebuttable presumption of delivery

5. In section 36A(6) of the 1985 Act (which makes provision to deem documents to be duly executed by companies) omit the words from “and, where” to “executed”.

Execution of deeds by companies

6. After section 36A of the 1985 Act insert—

“Execution of deeds: England and Wales

36AA.—(1) A document is validly executed by a company as a deed for the purposes of section 1(2)(b) of the Law of Property (Miscellaneous Provisions) Act 1989, if and only if—

- (a) it is duly executed by the company, and
 - (b) it is delivered as a deed.
- (2) A document shall be presumed to be delivered for the purposes of subsection (1)(b) upon its being executed, unless a contrary intention is proved.”.

Execution on behalf of another person

7.—(1) After section 74(1) of the 1925 Act insert—

“(1A) Subsection (1) of this section applies in the case of an instrument purporting to have been executed by a corporation aggregate in the name or on behalf of another person whether or not that person is also a corporation aggregate.”.

(2) After section 36A(6) of the 1985 Act insert—

“(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.”.

(3) In section 1(2)(b) of the 1989 Act (requirements for valid execution as a deed), for the words from “by” to the end substitute—

- “(i) by that person or a person authorised to execute it in the name or on behalf of that person, or
- (ii) by one or more of those parties or a person authorised to execute it in the name or on behalf of one or more of those parties.”.

(4) After section 1(4) of the 1989 Act insert—

“(4A) Subsection (3) above applies in the case of an instrument executed by an individual in the name or on behalf of another person whether or not that person is also an individual.”.

Execution under seal not evidence of intention to create a deed

8. After section 1(2) of the 1989 Act insert—

“(2A) For the purposes of subsection (2)(a) above, an instrument shall not be taken to make it clear on its face that it is intended to be a deed merely because it is executed under seal.”.

Extension of presumption of authority to deliver

9. In section 1(5) of the 1989 Act (presumption of authority to deliver an instrument on behalf of another) omit the words “involving the disposition or creation of an interest in land”.

Minor and consequential amendments and repeals

10.—(1) Schedule 1 has effect.

(2) The enactments specified in Schedule 2 are repealed to the extent specified in the third column of that Schedule.

Signed on the authority of the Lord Chancellor,

23rd June 2005

Cathy Ashton
Parliamentary Under-Secretary of State
Department for Constitutional Affairs