CLYDESDALE HOUSING ASSOCIATION LIMITED

Policy:	Execution of Important Documents and Seal
Date:	28 October 2026
Lead Officer:	Chief Executive
Review Date:	Three years from approval
Regulatory Standard:	**Standard 1** The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.

Regulatory Guidance:

1.3 The governing body ensures the RSL complies with its constitution and its legal obligations. Its constitution adheres to [The Standards of Governance and Financial Management for RSLs] and the constitutional requirements [required by the Scottish Housing Regulator].

Clydesdale Housing Association will provide this policy on request at no cost, in large print, in Braille, in audio or other non-written format, and in a variety of languages.

HAPPY TO TRANSLATE

1. POLICY STATEMENT

1.1 Clydesdale Housing Association Limited (CHA) is committed to meeting its legal obligations, complying with its Rules and ensuring that important documents are properly authorised, executed, delivered and retained. Important documents include legal documents, contracts, property transactions, loan and security documents, annual returns, grant funding agreements and claims, procurement and development contracts, share certificates and any other document designated by the Chief Executive, Management Committee or legal advisers as requiring formal execution.

1.2 This Policy will be implemented in accordance with the Association's Rules, Standing Orders, Scheme of Delegated Authority and authorised signatory arrangements.

1.3 The signing, witnessing, electronic authentication, sealing and delivery of formal and legal documents will be undertaken in accordance with the Requirements of Writing (Scotland) Act 1995, as amended; the Legal Writings (Counterparts and Delivery) (Scotland) Act 2015; applicable electronic document and signature legislation; current Registers of Scotland requirements; and transaction-specific legal advice.

1.4 Where there is any conflict between this Policy and legislation, the Association's Rules or specific legal advice, the legislation, Rules or legal advice will take precedence.

2. PROCEDURE

2.1 Responsibility and checks before signing

2.1.1 The appropriate Senior Staff Member will ensure that the necessary arrangements are made when an important document requires to be signed, witnessed, electronically authenticated, sealed or delivered, except where another team has responsibility under an approved procedure, including tenancy agreements arranged by Housing Management staff.

2.1.2 Before execution of the document, the responsible officer must ensure that:

(a) the document is complete, in its final approved form and reflects the approved terms;

(b) the proposed signatory has authority for the nature and value of the commitment;

(c) required Management Committee, lender, funder, regulator or third-party approvals have been obtained where appropriate;

(d) the appropriate method of execution has been confirmed, including any requirement for a witness, second signatory, Qualified Electronic Signature, counterpart execution or Common Seal;

(e) all annexations, plans and schedules are correctly attached and identified; and

(f) arrangements are in place for dating, delivery, registration, retention and entry in the relevant register.

2.1.3 No person may sign a blank, incomplete or materially unapproved document. If execution would breach delegated authority or the Association's Rules, the document must not be signed and the matter must be referred to the Chief Executive and, where necessary, the Management Committee or the Association's legal advisers.

2.2 Traditional documents

2.2.1 A traditional paper document will be signed by the authorised signatory or signatories as required by law, the Association's Rules, the Scheme of Delegated Authority or legal advice.

2.2.2 Where a document is intended to be probative or self-proving, it will normally be executed by an authorised signatory in the presence of a witness, or by another legally competent method confirmed by the Association's legal advisers.

2.2.3 The document execution section should identify the signatory's name and capacity and, where applicable, the witness's full name and address. The signature page must form part of the document and must not be detached from its operative provisions.

2.2.4 Documents involving land, securities, complex funding or other significant legal exposure must be referred to the Association's legal advisers to confirm the required execution method.

2.3 Witnessing

2.3.1 Where witnessing is required, the witness must be at least 16 years of age, be physically present and see the signatory sign, sign immediately afterwards, print their full name and address, and not be a party to the same document.

2.3.2 An employee or Committee Member may act as witness where legally competent and no conflict of interest arises. The Association's registered office may be used as the witness's business contact address where accepted by the legal advisers and receiving body.

2.3.3 Remote observation of a handwritten signature will not be treated as witnessing unless expressly permitted by current law and confirmed as appropriate by the Association's legal advisers.

2.4 Electronic execution

2.4.1 CHA may use electronic signatures where legally valid, operationally appropriate and accepted by the relevant parties, advisers, lenders, funders, regulators and registration bodies.

2.4.2 The responsible officer must ensure that the approved electronic signing method identifies or verifies the signatory to an appropriate standard, records the intention to authenticate the document, protects document integrity, produces an audit record and allows the completed document and evidence to be retained and reproduced.

2.4.3 Where a document must be self-proving, registered or accepted by Registers of Scotland, a lender or another body, CHA will use a Qualified Electronic Signature or another method approved by its legal advisers and accepted by that body.

2.4.4 A separate witness will not normally be required where a Qualified Electronic Signature provides the necessary evidential status, subject to transaction-specific legal advice.

2.5 Execution in counterpart and delivery

2.5.1 Documents may be executed in counterpart where permitted by law and accepted by the parties and legal advisers. The responsible officer must ensure that counterparts are complete, identical and correctly assembled into the final executed document.

2.5.2 No document in escrow or subject to completion conditions may be released, dated or treated as delivered without the authority of the responsible Senior Staff Member and, where applicable, the Association's legal advisers.

2.6 Authorised signatories

2.6.1 The Chief Executive will maintain, or ensure the maintenance of, a current authorised signatory section within CHA's Standing Orders identifying each authorised person and the documents they may sign.

2.6.2 Changes to authorised signatory arrangements must be approved under the Association's governance framework and communicated promptly to relevant staff, banks, advisers and counterparties where necessary.

2.7 Common Seal

2.7.1 The Common Seal will be used only where required by the Association's Rules, required for share certificates, specifically authorised by the Management Committee, or confirmed as required or appropriate by legal advice.

2.7.2 Use of the Common Seal does not replace the need for proper approval and execution. The Seal must be kept securely under the control of the Chief Executive or an authorised officer.

2.7.3 Every use of the Common Seal must be entered promptly in the Seal Register, including the date, nature and purpose of the document, authority for sealing and the names of those signing or authenticating it.

2.8 Registers, retention and security

2.8.1 The relevant Senior Staff Member will ensure that execution is recorded in the appropriate register. Registers will include, as applicable:

(a) Undertakings and contracts - purpose, parties, value, duration and approval;

(b) Acquisitions and disposals - authority, value, recipient, application of proceeds and any regulatory consent;

(c) Use of the Common Seal - each occasion, purpose and names of signatories;

(d) Authorised signatories - scope and limits of authority; and

(e) Electronic execution - completion certificates or audit trails where appropriate.

2.8.2 Tenancy Agreements will be recorded in CHA's relevant housing management system rather than the corporate registers, unless another approved procedure requires otherwise.

2.8.3 The final executed document, schedules and annexations, approval evidence, relevant legal advice and execution audit record must be retained in accordance with CHA's records management and data protection requirements. Access must be restricted to authorised persons.

3. MONITORING AND REVIEW

3.1 The Chief Executive is responsible overall for ensuring that this Policy is implemented. Day-to-day responsibility is delegated to each relevant Senior Staff Member. The Chief Executive will ensure that the Common Seal and corporate registers are kept securely.

3.2 Any actual or suspected unauthorised signature, defective execution, premature delivery, loss of an original document, misuse of the Common Seal or failure to retain an adequate audit trail must be reported immediately to the Chief Executive. Legal advice must be obtained where validity or enforceability may be affected.

3.3 A report will be presented annually to the Management Committee covering material contracts and commitments, acquisitions and disposals, use of the Common Seal, significant changes to authorised signatories, and any material breach or remedial action under this Policy.

3.4 The Chief Executive will arrange for this Policy to be reviewed by the Management Committee every three years, or earlier where required by a change in legislation, regulatory guidance, the Association's Rules, electronic signing practice or organisational arrangements.

3.5 This Policy does not replace transaction-specific legal advice.