

About this fact sheet

This fact sheet clarifies the requirements for authorised signatories for deeds, contracts and other legal documents.

As legally binding agreements between the Department of Family and Community Services (FACS) and a service provider, it is important that contracts, deeds and other legal documents are signed by an organisation's authorised signatories or their delegates.

Authorised signatories

FACS only accepts documents signed by your organisation's authorised signatories: the people who are legally able to sign a deed, contract or other legal document on behalf of the organisation.

The full names of signatories must be written or typed in block letters, to enable verification by FACS.

Note: In the case of deeds and contracts, without the correct signatories, funding payments can not be finalised.

Signatories for deeds

The authorised signatories for a deed vary according to the organisation's type of incorporation.

The two main types of organisation that FACS contracts with are:

- Public Company Limited by Guarantee
- Incorporated Associations.

For organisations incorporated in other ways (for example, by legislation), a copy of the organisation's constitution, power of attorney or authorised delegations must be provided to FACS.

Public Company Limited by Guarantee

For organisations incorporated under the *Corporations Act 2001*, Section 127 requires that a deed executed by a company is signed by two directors of the company or a director and a company secretary. This is also reflected in the constitution of the organisation.

The only situation where one signature is sufficient under Section 127 is where the company has a sole director who is also the sole company secretary.

Note that a delegation cannot be made for the execution of a deed unless it is made through the execution of another deed; for example, a power of attorney.

Incorporated Associations

For organisations incorporated under the *Associations Incorporation Act 2009*, an authorised signatory is a person with authority to sign official documents on behalf of the association.

An association must have at least two authorised signatories. The public officer is automatically one of the authorised signatories. The committee may appoint other committee members as additional authorised signatories.

An association can execute a document by using a common seal, witnessed by two authorised signatories, or just by having two authorised signatories sign the document.

The committee is required to notify FACS of any change in its authorised signatories.

Signatories for contracts and all other legal documents

FACS only accepts signatures of directors or their authorised delegates for signing of a contract or other legal document. Note that a Chief Executive Officer does not have the legal power to sign a contract or other legal document unless they are also a director or delegated signatory.

Although a contract is not required to be executed using a common seal, the organisation can apply the common seal or use the power of attorney to execute the contract.

Delegated signatories

There are times when your organisation may choose to delegate — to particular positions or staff members — the signing of documents on behalf of the organisation.

In these cases, FACS requires a certified copy of the minutes of the meeting of the governing body where the resolution was made to delegate these responsibilities, or where it confirmed that a position or member is an authorised signatory for the organisation.

The resolution must indicate:

- the period of delegation, including the start and end date of the delegation
- whether the delegation is for particular powers or a range of powers which are usually the responsibility of the governing body
- whether the delegation is for a particular officer or for a position in the organisation.

A delegation **may not** be made retrospectively. The resolution must be passed at a meeting of the governing body prior to the signing of any document by the appointed delegated officer.

Support and assistance

If you are unsure about the correct signatories to use, please contact your FACS contract manager.

Alternatively, you may contact the Procurement and Funding Administration team on 9716 2188 or via email: COMSNGOSupport@facs.nsw.gov.au