

Baptist Church - Execution of documents.

Social distancing and self-isolation brings some challenges as regards signature of documents at this time. Since postal services are still working it is still possible for documents to be signed in hard copy and passed on as necessary. We have set out below some specific guidance as regards signing documents at this time.

How documents are signed will depend on the structure of the church as rules are slightly different for unincorporated association churches and charitable incorporated organisations. In either case we would recommend that the authority to sign documents on behalf of the church is clearly minuted (even if at this time the trustees' meeting needs to take place by "virtual means").

Charitable incorporated organisations

The CIO approved governing document for Baptist Church provides that deeds are validly signed if signed by at least two trustees. When entering into a deed on behalf of the CIO the trustees' signatures do not need to be witnessed.

There are limited circumstances in which trustees would also need to sign a document as individual trustees (rather than on behalf of the CIO). Your legal advisors should let you know these limited circumstances should they arise and any additional formalities required.

Unincorporated associations

For churches which are unincorporated associations any deed will require the signature of at least two trustees whose signatures have been witnessed. Technically all of the trustees would need to sign but the trustees can pass a resolution under section 333 of the Charities Act 2011 which authorises two of their number to execute the deeds/documents on the church's behalf. If the trustees have not already passed a resolution generally providing for two trustees to sign on behalf of all of the trustees we would suggest a resolution is passed in the following form at a trustees' meeting:

"the Trustees agreed pursuant to section 333 of the Charities Act 2011 that any two of their number may sign all appropriate documentation on behalf of the Trustees to effect the decisions of the Trustees for the period of six months from the date of this meeting"

Witnesses

Although it is best practice to have an independent witness, generally there is no requirement in law for the witness to be independent. Therefore, so long as a person is not party to the deed then he/she can sign as witness. Please note that where a deed is to be sent to the Land Registry it recommends that the witness should not be a close family member. Subject to this, a witness could be a signatory's family member or neighbour.

Contracts and Electronic signatures

There may be some contracts (ie not deeds) for which delegated authority to enter into the arrangement has been/is given to a particular individual or individuals. Any delegated authority to enter into the contract needs to be clearly recorded for the church's records. In

some circumstances it may be possible to rely on electronic signatures to execute some documents not relating to land. Whilst they are widely used for some contracts, electronic signatures are still the subject of some legal uncertainty and you should seek advice on the appropriateness of this method for the document being executed because there are some situations in which a wet ink signature is still advisable.