

USE OF THE UNIVERSITY SEAL PROCEDURE

1. INTRODUCTION

The University holds a “common seal” (referred to here as the University seal) under its founding Act, Charter and Statutes.

1.1 Purpose

Where the University is to be a party in a deed, English law requires the University seal to be affixed to the deed **and** the affixing to be signed on behalf of the University (attested). This procedure supports [Ordinance A6 – Use of the University Seal](#) by outlining **how and when** the University seal should be used.

1.2 Scope

This procedure should be read and followed before any deed is signed/sealed.

Deeds: To be executed as a deed, the document should clearly describe itself as a deed. Due to changes in English law, it is no longer a requirement for all deeds to be sealed. In general, warranties (e.g. collateral warranty or sub-contractor warranty) and guarantees will no longer require the University seal.

Agreements: Use of the University seal is **not** necessary for agreements entered into by the University which are not in the form of a deed – most legal documents entered into by the University and another party/parties would fall under the category of an agreement/contract and, therefore, not be covered under the scope of this procedure. Agreements with a party/parties in other countries, such as a collaborative partnership, may occasionally require the University seal on the agreement in accordance with that country’s law, therefore in such instances, this procedure should be followed and the University seal applied.

When the seal should be used: In general, the circumstances where the University seal is required include:

- Freehold land transactions;
- Leases of land for terms over 3 years; and
- Grant of powers of attorney.

Other examples of a where a seal may be used include where:

- there are indemnities against certain tax liabilities;
- there is an assignment of intellectual property;
- there is a release of a security; or
- a guarantee is given to a bank for amounts previously advanced.

There may be other instances where it is legally advised to execute a document as a deed under seal – advice should be sought from the Director of Legal, Governance and Compliance in such circumstances.

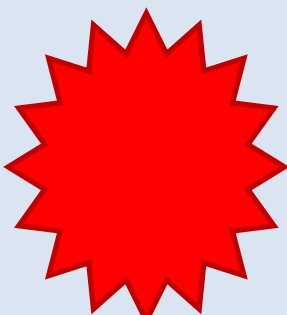
2. PROCEDURE

To comply with legislation (including English property law, company law and HM Land Registry), the University seal should **only** be applied to deeds containing the following attestation clause:

Executed as a deed by affixing the common seal of the University of Keele in the presence of:

Signature of Council Member (Cat 1)

Signature of University Officer (Cat 2)



The deed should be signed by **two different signatories**, one from each category below:

Category 1 – Members of Council:

Vice-Chancellor;
Deputy Vice Chancellor & Provost; or
Lay-member of Council.

Category 2 – University Officers:

Vice-Chancellor;
Deputy Vice Chancellor & Provost;
Chief Operating Officer;
Finance Director; or
Director of Estates & Development (normal officer signatory for estates contracts).

Form of signatures: If the document is to be filed with HM Land Registry or with Companies House, then a “wet ink” signature (manual signature) is required; for all other purposes, an electronic signature is permitted, for example via [DocuSign](#). It is not necessary for the signatures to take the same form, i.e. one party may sign electronically and one party may provide a wet signature.

Witnessing: Where a signature needs to be witnessed or attested, the witness should be physically present when the document is signed. Signatories should consider confidentiality obligations when selecting an appropriate witness. In exceptional circumstances of remote working, where normal witnessing procedures in the workplace setting cannot be followed, the signature can be witnessed by an adult relative of the signatory.

Application of the seal: The University seal must be applied next to the signatures, as shown above. Staff requiring a document to be sealed should request an appointment with the Secretary to Council. In exceptional circumstances where the University seal cannot be physically applied at the point of signature, this should be done retrospectively and be reported to Council.

Retention: Once signed and sealed, a copy of the deed should be retained for 12 years – this should be held in hard copy and electronically, as the full and final version (agreements, contracts, etc, not signed under seal need only be retained for 6 years).

3. ROLES AND RESPONSIBILITIES

The Secretary to Council has **custody and use** of the University seal, on behalf of Council, and will **maintain a record** of instances where the University seal has been used. The Secretary to Council will **report to Council** the documents that have had the University seal applied.

The University's Schedule of Delegation outlines the **lines of delegation** and, in the case of absence, permitted signatories.

Where there is uncertainty, **advice** can be sought from the Director of Legal, Governance and Compliance on whether a document should be signed under seal.

4. RELATED POLICIES AND PROCEDURES

- The University of Keele Act – section 2. (2)
- The University Charter – sections 2 & 12
- Statute 17: Powers of Council – section 24
- Ordinance A6: Use of the University Seal
- Schedule of Delegation
- University Contract Signature Processes & Form
- University Legal Documents – Processing Guidance

5. REVIEW, APPROVAL & PUBLICATION

This procedure is:

- reviewed and maintained by the Legal, Governance and Compliance team, on behalf of the Secretary to Council;
- approved by the Professional Services Group, with a formal review and approval every 3 years;
- can be accessed at: [keele.ac.uk/policyzone](https://www.keele.ac.uk/policyzone) or here:
<https://www.keele.ac.uk/policyzone/data/useoftheuniversitysealprocedure/>

6. DOCUMENT CONTROL INFORMATION

Document Name	Use of the University Seal Procedure
Owner	Clare Stevenson, Secretary to Council
Version Number	V1.1
Equality Analysis Form Submission Date	n/a
Approval Date	12/05/2020
Approved By	Professional Services Group

Date of Commencement	12/05/2020
Date of Last Review	12/05/2020
Date for Next Review	12/05/2023
Related University Policy Documents	Ordinance A6 – Use of the University Seal; Schedule of Delegation; University Contract Signature Processes & Form
<i>For Office Use – Keywords</i>	Admin update: Head of Legal and Information Compliance updated to Director of Legal, Governance and Compliance