USE OF THE SEAL AND DELEGATED AUTHORITY POLICY

Title	Delegated Authority and Use of Seal Policy
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Approver	Board of Management

1 Seal and Execution of Documents

1.1 Under Rule G4 of the Rules of CDS in force at the date of approval of this policy (**Rules**):

- CDS may have a seal, which must not be used except under the Board's authority;
- The Seal must be affixed by one Board Member signing and the Secretary countersigning, or in such other way as the Board resolves;
- The Board may in the alternative authorise the execution of deeds in any other way permitted by law.

1.2 Under section 53 of the Co-operative and Community Benefit Societies Act 2014 (**CBS Act**):

- A society which has a common seal may execute a document by affixing its common seal to it;
- A document signed by two (2) authorised signatories has the same effect as if it were executed under the society's common seal;
- All Board Members and the Secretary are authorised signatories for this purpose.

1.3 Nothing in the CBS Act or the Rules prohibits the use of electronic signatures, to the extent these are permitted by law. CDS has legal advice that the use of electronic signatures via a recognised platform, such as DocuSign™ or Adobe Sign™, is permitted by law, and sufficient for the purposes of binding CDS.

1.4 For the purposes of Rule G4, approval of this policy by the Board from time to time shall constitute:

- A resolution that the Seal may be affixed as set out in this policy; and
- Authorisation by the Board that deeds and contracts may be otherwise executed as set out in this policy (to the extent permitted by law from time to time).

2 Execution of documents by signature or use of the Seal

2.1 CDS has a seal, which is kept from time to time by the Secretary (the **Seal**). Any document may be executed by the affixing to it of the Seal in accordance with this policy, the Rules and applicable law.

2.2 The execution of any document entered into by CDS by use of the Seal requires:

- Formal Board approval on each occasion; and
- To be affixed in the presence of one Board Member and the Secretary, where such persons also sign to confirm their witnessing of the Seal, except in each case as set out in paragraph 3.

2.3 The execution of any document entered into by CDS by signature requires:

- Formal Board approval on each occasion; and
- To be signed by two Board Members, or one Board Member and the Secretary, except in each case as set out in paragraph 3.

2.4 The execution of any document entered into by CDS by signature may be undertaken by electronic signature, provided such electronic signature is carried out via a platform approved by the Board from time to time, and for these purposes Docusign™ and Adobe Sign™ shall be approved platforms.

3 Delegated authority on execution of documents by signature and the use of the Seal

3.1 Specific approval or authority from the Board is not required to execute documents in any of the circumstances covered by paragraph 3.3 (**Delegated Circumstances**), however authority to execute any documents in relation to a Delegated Circumstance must be obtained from the relevant persons or body set out opposite the relevant circumstance in paragraph 3.3.

3.2 Delegated authority to execute a document must never be exercised until and unless due diligence has been carried out to ensure the action is proper in line with regulation, statute and policy.

3.3 In any Delegated Circumstance, the relevant document may be executed:

- By use of the Seal, where it is affixed in the presence of one member of the Senior Management Team of the CDS (SMT, defined for this policy as the Chief Executive and the Finance, Operations, Corporate Services and CLH Directors) and the Secretary, where such persons also sign to confirm their witnessing of the Seal;

- By signature, where it is executed by two members of the SMT or two Board Members, or a combination of the two, and for this purpose members of the SMT shall be authorised signatories of CDS for the purposes of the CBS Act.

3.4 The circumstances covered by this paragraph 3.3 and the relevant authorities in relation to it, are as follows:

Circumstance	**Authority**
A licence to assign / deed of covenant in respect of any sold property where CDS is a signatory to the document as a party to the original lease. Such transactions where only the leaseholder is changing and no other terms are being changed.	Authority delegated to the SMT
A Deed of Licence to alteration for any existing sold leasehold property, subject the alterations being confirmed as suitable in a surveyors report and that the deed of licence includes an indemnity to CDS against any possible future impact arising from the alterations	Authority delegated to the SMT
A change in wording of a lease or deed to bring it in line with current practice and where the proposed wording change has been reviewed and recommended by CDS's solicitors	Authority delegated to the SMT
Disposal of an unoccupied Social Housing Dwelling or land that is Social Housing to a body with compulsory purchase powers	Authority delegated to the Chief Executive to approve
a) Dispose of a Social Housing Dwelling by grant of a Shared Ownership Lease that is not an Assured Tenancy, including any such grant of a Shared Ownership Lease under the Social HomeBuy Scheme; or b) Extend the term of a shared ownership Lease that falls within paragraph a) or grant a new Shared Ownership Lease in place of the original Shared Ownership Lease.	Authority delegated to the SMT to approve

Extend the term of a lease, grant a new lease or transfer its freehold or superior leasehold interest in a Dwelling which comprises legacy social housing to a person who either: a) Has exercised their right under a shared ownership lease to staircase to full ownership of that Dwelling and thereby end the Shared Ownership Arrangements; or b) A third party as directed by the person in a) above under the terms of the lease	Authority delegated to SMT to approve disposal
Dispose of its reversionary interest in a Social Housing Dwelling let on a Shared Ownership Lease following a lender to the lessee of the Shared Ownership Lease enforcing its rights as mortgagee over the Dwelling	Authority delegated to the SMT
Disposal of a social housing dwelling by way of a transfer of a grant of a lease (other than a shared ownership lease) to a qualifying tenant of that Social Housing Dwelling where the tenancy agreement gives the tenant a right to buy the Social Housing Dwelling.	Authority delegated to the SMT
A Private registered provider may extend the term of or renew an existing lease or dispose of a freehold or superior leasehold reversionary interest in a Dwelling which comprises Legacy Social Housing which has been let on a lease which is not a Shared Ownership Lease including: a) A reversionary interest in a lease which is a former shared ownership lease where the leaseholder has staircased to 100% ownership before 1 April 2010. b) A reversionary interest in a lease of a dwelling which was granted by the private registered provider to a leaseholder prior to 1 April 2010 pursuant to a statutory or contractual right to acquire or buy under the Social Home Buy Scheme; and c) A reversionary interest in a building to be disposed of to the leaseholders, or to a company of which the shareholders are the leaseholders of the flats in that building.	Authority delegated to the SMT

Version control

Date	Amendment	Version control
September 2017	*Policy created*	*v.1.1*
July 2022	*Updated and reviewed by Board*	*v.1.2*
June 2026	*Updated and re-approved by Board*	*v.1.3*