



## SIGNATURES

### EXECUTION OF NOPTA FORMS BY COMPANIES

The purpose of this fact sheet is to provide guidance on the execution of NOPTA forms and prescribed instruments of transfer by companies.

#### Timing

From **1 December 2018**, all forms and documents provided to NOPTA must be executed as provided in this fact sheet.

The updated signature block can be found at **Attachment A**

#### What is needed?

To avoid any doubt that the person signing NOPTA forms is authorised to bind a titleholder that is a company, NOPTA will require its forms and prescribed instruments of transfer to be executed:

*For a Registered Australian Company:*

- in accordance with [section 127](#) of the Corporations Act 2001 (the Corporations Act); or
- by a person holding a legal power of attorney executed by the company in accordance with section 127 of the Corporations Act.

*For a Foreign Company:*

- by the foreign company, in accordance with the law of the country of incorporation of the foreign company; or
- by a person holding a legal power of attorney for the foreign company, executed by the company in accordance with the law of the country of incorporation of the foreign company.

#### Foreign Companies – Additional Requirements

For a foreign registered company (whether registered as a foreign company with ASIC, or not) signatures, executed NOPTA forms should also be accompanied by a formal legal opinion from:

- an Australian law firm;
- a reputable law firm based in the company's place of incorporation; or
- an in-house lawyer in the foreign registered corporation –

stating that the company is a foreign registered company and that it has executed the forms in a way that is binding on the foreign company under the law of the place of incorporation of the foreign company.

#### Power of Attorney

##### *General Requirements*

If NOPTA forms or prescribed instruments of transfer are signed by a person holding a legal power of attorney for either a registered Australian Company or a Foreign Company, the Power of Attorney document is to be prepared in accordance with the law of the jurisdiction in which the NOPTA forms will be executed, and:

- the attorney should clearly state that they are signing as attorney for **[full name of company]**
- the name of the attorney is to be written in full;
- the attorney must declare that:
  - they hold the power to execute the form on behalf of the company, and;
  - at the time of signing this has not been revoked; and
- the signature of the attorney on the form must be witnessed, with the signature and full name and address of the witness provided on the form.

##### *Copy of Power of Attorney*

Unless already provided, a copy of the power of attorney document must also be provided to NOPTA for our records. This will not be published.

##### *Foreign Company Power of Attorney- Additional Requirements*

If the power of attorney is provided by a foreign company, then there are additional requirements, being that NOPTA be provided with:

- a notarial certificate of due execution by the foreign company of the power of attorney; and
- a legal opinion from an Australian law firm or Australian in-house lawyer that the form and content of the instrument meet the formal requirements of a Power of Attorney in the Australian jurisdiction in which it will be used.



## Why is this needed?

Using the methods outlined above allows NOPTA to be confident that the person(s) signing the form have the ability to bind the company, without the need for further enquiries/investigation.

If documents have not been signed in accordance with the above requirements, NOPTA will consider the application incomplete and request that the applicant re-sign these documents.

This may have implications for statutory time limits on the lodgement of certain forms.

## Eligible Voluntary Actions – Execution by a Single Titleholder for Joint Titleholders

If the application is to be made using an eligible voluntary action nomination (see Factsheet - [Eligible voluntary action—Two or more registered holders](#)) the nominee company must:

- clearly state this on the application form;
- execute the form in accordance with this factsheet.

## Further information or questions

Please contact [titles@nopta.gov.au](mailto:titles@nopta.gov.au).



## SIGNATURE

**1. I am/ We are signing this form as either: \***

- The Directors/Director and Secretary of an Australian registered company applicant.
- The Attorney appointed under a Power of Attorney of an Australian registered company applicant
- The person/s authorised to sign to legally bind a Foreign registered company applicant (including foreign companies registered with ASIC) ∞
- The Attorney appointed under a Power of Attorney of a Foreign registered company applicant ∞

\* Mark the applicable box

∞ See the NOPTA signature fact sheet for information on required evidence of signing authority/powers of attorney for foreign registered companies

**2. I / We confirm that the information provided in this form is true and correct.** Please note that giving false or misleading information is an offence under Part 7.4 of the Criminal Code Act 1995 (see in particular s.136.1 and 137.1 of the Criminal Code).

**A. IF THE APPLICANT IS AN AUSTRALIAN REGISTERED COMPANY (COPY FOR MULTIPLE APPLICANTS)**

**EXECUTED BY (insert full name of company including the ACN)**

--

*As a Director/ Sole Director/ Secretary, in accordance with section 127 of the Corporations Act 2011 (Cth), by:*

<i>Signature</i>	<i>Signature</i>
<i>Full Name (block letters)</i>	<i>Full Name (block letters)</i>
<i>Office Held (Director/Sole Director)</i>	<i>Office Held (Director/Secretary) *</i>
<i>Date</i>	<i>Date</i>

\* Record the applicable position held by the signatory. Section 127 of the *Corporations Act 2011* provides that a company may validly execute a document with or without a common seal if the document is signed by: (i) two directors of the company; (ii) a director and the secretary of the company; or (iii) where the company is a proprietary company and has a sole director who is also the sole company secretary, that director.

**OR As the holder of a Power of Attorney for an Australian Registered Company**

I declare that I have a Power of Attorney authorising me to execute this Application on behalf of the Company named above, which has not been revoked as at the date of this Application\*

<i>Signature of Holder of Power of Attorney</i>	<i>Signed in the presence of: Signature of Witness</i>
<i>Full Name of Attorney (block letters)</i>	<i>Full Name and Address of Witness (block letters)</i>
<i>Date</i>	<i>Date</i>

\*A person signing as attorney for an Australian registered company must provide NOPTA with a copy of the Power of Attorney document for our records



**OR B. IF THE APPLICANT IS A FOREIGN REGISTERED COMPANY (COPY FOR MULTIPLE APPLICANTS)**

<b>EXECUTED BY</b>
Full Name of Company:
Country of Registration:
Registration Number in Country of Registration
Australian Registered Body Number (ARBN)

*As person/s who can legally bind the Foreign Company, in accordance with the laws of the company's country of incorporation, by:*

<i>Signature</i>	<i>Signature</i>
<i>Full Name (block letters)</i>	<i>Full Name (block letters)</i>
<i>Office Held (Director/Other) *</i>	<i>Office Held (Director/Secretary/Other) *</i>
<i>Date</i>	<i>Date</i>
<i>(If required) Signed in the presence of: Signature of Witness</i>	<i>(If required) Signed in the presence of: Signature of Witness</i>
<i>Full name and address of Witness (block letters)</i>	<i>Full name and address of Witness (block letters)</i>

\* See the NOPTA signature fact sheet for information on the evidence required to be provided to NOPTA of the signing authority for foreign registered companies

**OR As the holder of a Power of Attorney for a Foreign Registered Company**

I declare that I have a Power of Attorney authorising me to execute this Application on behalf of the Foreign registered Company named above, which has not been revoked as at the date of this Application\*∞

<i>Signature of Holder of Power of Attorney</i>	<i>Signed in the presence of: Signature of Witness</i>
<i>Full Name of Attorney (block letters)</i>	<i>Full Name and Address of Witness (block letters)</i>
<i>Date</i>	<i>Date</i>

\* A person signing as attorney for a foreign registered company must provide NOPTA with a copy of the Power of Attorney document for our records  
∞ See the NOPTA signature fact sheet for information on required form/additional information to be provided for powers of attorney for foreign registered companies