

# **CORPORATE EXECUTION RULES FOR LAND TITLES DOCUMENTS**

## **RULES FOR DOCUMENTS GENERALLY**

All documents (without exception) executed by a Corporation may be signed in any of the following ways:

1. By any employee of the corporation, regardless of their job title, so long as the document contains an express statement to the effect that they have been authorized by the corporation to execute the instrument.

Sample of acceptable statement: I am an employee of the Corporation and have authority to bind same.

2. By a director of the corporation;
3. By an officer of the corporation. Where an officer signs on behalf of a company, no further statement is required (in other words, they don't have to put in the I am an employee of the Corporation and have authority to bind same).

Officer includes:

President  
Vice-President  
Treasurer  
Secretary

Officer will be deemed to include variations on the offices set out above, including such offices as:

Assistant Vice-President  
First Vice-President  
Secretary-Treasurer

The following will not be accepted as corporate officers:

Chief Operating Officer  
Chief Financial Officer  
Chief Executive Officer  
Any Manager  
Assistant to the secretary (or any other Assistant to...)

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**RULES FOR DOCUMENTS GENERALLY (continued)**

4. By any person who is an attorney for the Corporation under a Power of Attorney. Where a party signs pursuant to a Power of Attorney the party must explicitly state that they are signing pursuant to a Power of Attorney. In addition, the Power of Attorney document must either be attached to the document, filed in series with the document or already be on file at a Manitoba Land Titles Office. If the Power of Attorney relied upon is one on file at a Manitoba Land Titles Office the registration number assigned to the Power of Attorney document must be specifically set out. Here is a sample of acceptable execution by Power of Attorney:

ABC Company Ltd.

Per: \_\_\_\_\_

John Tupper  
Senior Lending Officer  
Executed pursuant to POA # 12345678

See below for additional methods of execution for Caveats, Requests and Personal Property Security Notices.

**EXECUTION RULES DON'T APPLY TO CROWN, CHURCHES, ETC.**

The rules regarding corporate execution may not apply to agencies of government, Her Majesty the Queen (Manitoba and Canada), Crown corporations, religious societies, rural and urban municipalities (including the City of Winnipeg), Legions, school divisions and similar organizations. These entities are often regulated by specific pieces of legislation. If there is any doubt please consult a (Deputy) District Registrar. The corporate execution rules *do* apply to Credit Unions and Banks.

**CORPORATE RESOLUTIONS**

As a general rule Land Titles will not accept corporate resolutions as proof of signing authority for a party who is not an officer, director, or attorney under a power of attorney. Nor will Land Titles accept corporate resolutions regarding signing authority into the deposit index. Both of these rules are subject to the discretion of the (Deputy) District Registrar.

## **CORPORATE EXECUTION RULES FOR LAND TITLES DOCUMENTS (continued)**

### **PARTY SIGNING CAN'T BE WITNESS**

Any person (be they an officer, a director, an employee or an attorney) who executes a document on behalf of a corporate party cannot witness the execution of any other party to that document.

Any person (be they an officer, a director, an employee or an attorney) who executes a document on behalf of a corporate party cannot take any affidavit in that document, including an affidavit of witness.

### **WITNESS TO CORPORATE EXECUTION IN LIEU OF SEAL**

All Transfers, Mortgages and Discharges executed by corporations must either be accompanied by the corporate seal or they must be witnessed, and where that witness is not an officer as defined in section 72(4) of *The Real Property Act*, an affidavit of execution is required. Section 72(4) provides:

#### **Witness to signature**

**72(4)** Where the signature of the party to an instrument is witnessed by a barrister, solicitor or notary public, referred to in subsection (5) as an officer, the officer may prove execution of the instrument by signing as witness and clearly identifying the name, position and address of the witness under the signature of the witness.

### **ADDITIONAL RULES FOR CAVEATS**

The rules regarding Corporate Execution generally apply to the signing of Caveats, with the following additions:

1. **Caveats** may also be signed by an attorney/agent of the Caveator. This person does not need to be an employee of the Corporation.
2. Where a person signs a Caveat on behalf of a corporation and lists a position from which it can be reasonably inferred that the person is an employee of the company, land titles will accept this execution. The statement that the party is an employee and has the authority to bind the Corporation may be added but is not required.

The rule allowing a Caveat which was signed on behalf of a Corporation by an agent to be discharged by that agent continues to apply as it has to these documents.



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**ADDITIONAL RULES FOR REQUESTS**

The rules regarding Corporate Execution generally apply to the signing of Requests, with the following additions:

1. Requests may also be signed by a solicitor and agent on behalf of the corporation. This person does not need to be an employee of the Corporation.
2. Where a person signs a Request on behalf of a corporation and lists a position from which it can be reasonably inferred that the person is an employee of the company, land titles will accept this execution. The statement that the party is an employee and has the authority to bind the Corporation may be added but is not required.

**ADDITIONAL RULES FOR PERSONAL PROPERTY SECURITY NOTICES**

The rules regarding Corporate Execution generally apply to the signing of Personal Property Security Notices, with the following additions:

1. Personal Property Security Notices may also be signed by a solicitor and agent on behalf of the corporation. This person does not need to be an employee of the Corporation.
2. Where a person signs a Personal Property Security Notices on behalf of a corporation and lists a position from which it can be reasonably inferred that the person is an employee of the company, land titles will accept this execution. The statement that the party is an employee and has the authority to bind the Corporation may be added but is not required.