



OFFICE OF LEGAL COUNSEL

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What We Do:

- ◆ Contracts & Legal Document reviews
- ◆ Provide advice to Senior Administration on diverse range of issues
- ◆ Notary and Commissioner of Oath services for documents **pertaining to University business**
- ◆ Central legal contact for external parties including lawyers, paralegals and process servers
- ◆ Workshop facilitation

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TO SIGN OR NOT TO SIGN? THAT IS THE QUESTION

“Can I sign this?” “Should I sign this?” These are among the most frequently asked questions the Office of Legal Counsel receives; who has the ability to sign a contract on behalf of the University of Guelph?

Contracts are created to reflect obligations and promises agreed upon by parties who are capable of undertaking those obligations. It is sometimes easier to identify the ‘parties’ when we deal with individuals. For example, an adult over the age of 18 years has the legal capacity, (absent mental capacity issues), to enter into a contract on their own behalf. If, however, your 20 year-old son advised you that he had purchased a car on your behalf, you would most likely indicate to the salesperson (and your child), that you would not be bound by that contract since your child had no authority to enter into the contract. In the case of legal entities such as the University, who is authorized to contract on behalf of the University and how are they identified?

The ‘University of Guelph Act’, which established the University in 1964, gave the authority to manage the University’s business affairs to the Board of Governors. In turn, the Board developed by-laws outlining the structure and authority of the Board. General By-Law No. 1 identifies the specific individuals or ‘officers’ that have general signing authority for the University and who can act as an authorized signatory on any agreement, without limitation.

In an effort to recognize the diverse opportunities that engage the University, either departmentally, campus-wide and regionally, the Board approved, on June 6, 2013, an updated Signing Authority Policy and corresponding Signing Register - <http://www.uoguelph.ca/legalcounsel/FINAL%20Signing%20Authority%20Policy%20-%20COMPLETE.pdf>.

These two documents operate jointly; the Signing Authority Policy delegates authority, streamlines contract management and identifies best practices including record retention. The Signing Register, a newer element to the Signing Authority Policy, recognizes various categories of contracts and identifies additional authorized signatories for those contracts. While these two documents may not identify signatories in all circumstances, (other more specific authorities may be found in relevant Board and administrative policies), they do identify the major categories of contracts with appropriate signatories.

So in answer to the question, “can I sign this?”, the answer may be found in examining the Policy and Register. If clarity is needed, the Office of Legal Counsel is available to assist members of the University community in the interpretation of the Policy and Register. The Office is also available to provide support in reviewing draft contracts.