

Corporate Seal & Dutch Legal entities

In several jurisdictions under common law worldwide, the corporate seal or company seal is commonly used or even mandatory. This fact sheet describes the purpose of a corporate seal and its significance for foreign companies as opposed to Dutch companies.

What is a corporate seal?

A corporate seal (sometimes referred to as the company seal or common seal) is an official seal used by a company. Corporate seals were predominantly used by companies in common law jurisdictions, although in modern times, most countries have abrogated the use of seals. Some of the jurisdictions where corporate seals are still a legal requirement for companies are Russia, Greece, Ireland, India, China and Hong Kong. Also, most jurisdictions still recognise the legal standing of an officially sealed document.

Traditionally, the seal was of some legal significance because the affixing of the seal signified that the document was the act and deed of the company, whereas when a document was merely signed by a director, then that was deemed to be an act carried out on behalf of the company by its agents, which was subject to applicable restrictions and limitations under the ordinary law of agency.

Corporate seals are generally only used for two purposes by companies today:

- a) documents which need to be executed as deeds (as opposed to simple contracts), may be executed under the company's common seal
- b) certain corporate documents, for example share certificates are often issued under the corporate seal (and some countries required that share certificates be issued under the common seal).

Physically, seals used to be made by embossing an imprint into wax on the relevant document, although modern seals will usually only leave an indentation or impression on the paper (although sometimes a red wafer is used to imitate old red wax seals, and to make the sealing show up better on photocopies).

Specimen of corporate seal



The seal usually contains

- the name of the company
- the type of entity
- the date of incorporation
- the state the company was incorporated in

Representation of Dutch Companies

Dutch Companies do not have a seal. A Dutch Company is represented by its board, and (depending on the provisions in its articles of association) by certain board members acting either individually or jointly.

Usually, the signature block for a BV would be:

XYZ BV
By: Mr/Ms _____
Its: board member

Can a Dutch Company have a corporate seal?

A Dutch Company could have a seal, but we would advise not to create the impression that such a seal would have the same status as a corporate seal under common law.

What would a seal for a Dutch Company look like?

One could use a text like:

XYZ B.V.
Incorporated under
the Laws of the Netherlands
with statutory seat at [Amsterdam]
commercial register number [_____]

Under Dutch law, a BV on certain official documents has to mention the number it is registered under in the commercial register

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