

November 2016

The Legal Working Group of the British Chamber of Commerce Myanmar has prepared this one-page guide to help lawyers and business people understand the formalities for executing commercial documents in Myanmar. The guide will be regularly updated and uploaded to www.britishchambermyanmar.com.

Legislative references

- Registration Act of 1909 (“RA”)
- Transfer of Property Act of 1882 (“TPA”)
- Myanmar Companies Act of 1914 (“MCA”)
- Sale of Goods Act of 1930 (“SGA”)
- Contract Act of 1872 (“CA”)

	Document type	Formalities	Source
1.	Contract	There are no special execution requirements for simple contracts ¹ . If a company is signing, one person may sign with express or implied authority.	MCA section 88(1)
2.	Deed	We assume that Myanmar common law follows other jurisdictions in requiring deeds to be signed, sealed and delivered. Best practice would be execution by companies under common seal.	Referred to in various statutes but no statutory definition
3.	Memorandum and Articles of Association	Must be signed by each subscriber in presence of one witness	MCA sections 9 and 19
4.	Form E	Must be signed by director, manager or secretary	MCA section 32(3)
5.	Document or proceeding requiring authentication by a company (including some DICA filings)	May be signed by a director, secretary or other authorised officer of the company, and need not be under its common seal	MCA section 150
6.	Share certificate	Should be executed under the common seal of the company to be prima facie evidence of title	MCA section 29
7.	Document referred to in section 17 of RA	Must be registered within 4 months of execution Such documents include rights over land and buildings including leases of over one year	RA sections 17, 23
8.	Power of attorney	If being used to execute a document referred to in section 17 of RA, must be executed in front of Registrar at Office of Registration of Deeds If to empower a person as a company’s attorney to execute deeds on its behalf, must be in writing under common seal	RA sections 33(1), 34(1) MCA section 90
9.	Mortgage other than mortgage by deposit of title deeds	Requires attestation by two witnesses	TPA section 59
10.	Gift of immovable property	Requires attestation by two witnesses	TPA section 123

¹ We use “simple contract” to refer to a contract made orally or in writing but which does not require a seal. Relevant statutory references for simple contracts are:

SGA section 5(2): subject to the provisions of any law for the time being in force, a contract of sale may be made in writing or by word of mouth, or partly in writing and partly by word of mouth or may be implied from the conduct of the parties

CA sections 4 and 8: these sections describe how a contract is formed by an offer being made and accepted. There are no specific formalities as to execution in the CA.