



CORPORATION SERVICE COMPANY®

# The CSC Guide to Document Certification: Authentication, Legalization and Apostille

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# The CSC Guide to Document Certification: Authentication, Legalization and Apostille

One of the many challenges of doing business internationally is the extra effort required to certify corporate documents for use abroad. Even today, when data circles the globe in nanoseconds, company documents often require additional processing to be deemed “authentic” by those foreign jurisdictions that have asked for them.

Certification of corporate documents for foreign use typically follows one of two paths. Between countries party to the Hague Convention #12, documents can be certified through a streamlined process known as apostille (pronounced “ah-pa-steel”). In countries that are not party to the Hague Convention #12, documents must undergo a more involved process known as authentication and legalization.

In both cases, government agencies must review the notary acknowledgments or signatures on the documents in question. In the U.S., offices of county clerks, secretaries of state or equivalent state filing offices, and even some courts, may be involved in the certification process. Documents that require legalization are routed for certification by the U.S. State Department’s Office of Authentications before continuing on to the embassy or consulate of the “country of intent.”

## Apostille or authentication?

### **Apostille:**

In the past, certifying documents as authentic for use in foreign countries was even more difficult than it is today. The provisions of the 1961 Hague Convention #12 (“Abolishing the Requirement of Legalization of Foreign Public Documents”),\* did away with much of that complexity, at least in the countries where it applies.

In the apostille process, document certification follows these steps: a “competent authority” in the country of origin affixes its seal to the document (or a certified copy of it), or attaches it on a separate sheet (called an allonge). In the U.S., competent authorities include the Secretary of State or equivalent in U.S. states and the District of Columbia, the clerks and deputy clerks of U.S. federal courts, and the U.S. Department of State Office of Authentications. Once a document is “fixed” with an apostille, it is acceptable for use in the foreign jurisdiction. Note, though, that for an apostille to be accepted, the document must have been issued in one country party to the Hague Convention for use in another country party to the Hague Convention.

### **Authentication:**

In those cases where apostille is not an option, business documents must be authenticated. Authentication usually begins with the relevant party signing a document and having it notarized. Then, county or state officials examine the notary acknowledgement, and finally, the U.S. Department of State certifies the document.

Keep in mind that each embassy or consulate has its own rules and hours of operation, and most require certification requests to be accompanied by specific documentation.

## Legalization:

Once a document is authenticated, it must be certified by the foreign jurisdiction to be valid there. This process, called legalization, usually occurs at the country's embassy or consulate, and can be considered the final step in the authentication process.

## Affected documents

Corporate documents that require certification fall into two categories: government documents and non-government documents.

### Examples of government documents include:

- Good standing certificates
- Federally chartered bank documents
- Certified copies of formation documents
- Certificates of merger
- Assumed name certificates
- Patent and trademark documents (including applications)
- Internal Revenue Service (IRS) or other tax documents
- U.S. Food and Drug Administration (FDA) or other agency documents

### Examples of non-government documents include:

- Directors' certificates
- Power of attorney
- Secretary certificates (corporate secretary certifying or attesting)
- Birth certificates
- Divorce decrees
- Marriage certificates
- Diplomas

## Document translation

The U.S. Department of State Office of Authentications requires all documents to be in their original format and in English. To be eligible for authentication, any documents submitted to the U.S. Department of State that are not in English must have a notarized and certified English translation attached.

## Be prepared

Keep in mind that each embassy or consulate has its own rules and hours of operation, and most require certification requests to be accompanied by specific documentation. Civic and religious observances (for instance, Ramadan in majority Islamic jurisdictions) can affect the speed with which transactions are handled. Each country also has its own standards of proof. The People's Republic of China, for example, requires the driver's license of the person requesting the service as evidence when applying for document legalization.

Each year we handle tens of thousands of document certifications on behalf of our clients, and we would be happy to assist you.

Legalization and authentication can be very time-consuming processes, and apostille, while easier, still brings its own set of demands. To increase your chances of success, be sure to do the following:

- **Anticipate delays:** Getting a document authenticated/legalized can take a while, and it puts you at the mercy of government agency and embassy schedules. You'll have little to no control over a document once it leaves your sight, even when you've sent it to a domestic agency. Plan ahead and allow ample turnaround time for any request.
- **Have the right information:** Gather the complete Secretary of State and consular contact information and signature requirements ahead of time and stay current on the latest policies. Changes occur frequently. (For instance, in 2012, the U.S. Department of State instituted a new policy requiring all documents to be held for up to three days before they are released for submission to the embassies.)
- **Know going in:** Before you submit documents for authentication and legalization or apostille, familiarize yourself with the jurisdictional requirements. For instance:
  - What fees are involved?
  - What form of payment does the office accept?
  - Will courier service be required? At what cost?
  - What are the expected turnaround times?

### Simplifying the process

Because authentication, legalization and apostille take time, close tracking, and dedicated management, many attorneys prefer to simplify the process by outsourcing.

Corporation Service Company® (CSC®) offers a full range of services to assist you in handling these transactions. In cases where the country of intent is party to the Hague Convention, we can help you obtain an apostille for your documents. And in those cases where the country of intent is not party to the Hague Convention, we can help you obtain authentication and legalization for your documents from the appropriate jurisdiction: county, state, department of state, consulate or embassy.

CSC's database of jurisdictional requirements is always up-to-date and we are in frequent contact with the relevant embassies, consulates and state filing offices. Each year we handle tens of thousands of document certifications on behalf of our clients, and we would be happy to assist you.

To learn more about our services, please contact us at [concierge@cscinfo.com](mailto:concierge@cscinfo.com) or visit us at [www.cscglobal.com/concierge](http://www.cscglobal.com/concierge).

### Sanctioned countries

Please note that CSC, like all U.S. businesses, is subject to U.S. Department of the Treasury Office of Foreign Asset Controls (OFAC) sanctions against Cuba, Iran, Sudan, and other countries from time to time, which may prevent CSC from fulfilling an order for legalization of documents for use in those countries.

\*A list of Hague member and non-member states is found here: [http://www.hcch.net/index\\_en.php?act=conventions.status&cid=41](http://www.hcch.net/index_en.php?act=conventions.status&cid=41)



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