# Directors can delegate their powers

Section 274-10 of the CATSI Act allows directors to pass a resolution to delegate any of their powers to:

* a committee of directors
* a director
* an employee of the corporation, or
* any other person.

The delegate must exercise the powers delegated in accordance with any directions of the directors.

The exercise of the power by the delegate is as effective as if the directors had exercised it.

It’s a good idea—some corporations put rules in their rule books to require it—to put the delegation in writing setting out the delegation period and the delegated powers. They also require a delegate to report to directors when they exercise a delegated power.

## Example—delegation to lodge information and changes with Registrar

On the next page is an example of a delegation allowing another person to lodge reports and other information with the Registrar.

When it comes to lodging information through ORIC’s online system you’ll need to provide evidence of delegation so ORIC can create a user account for you.

## EXAMPLE: Delegation of directors’ powers

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| --- | --- | --- |
| The board of  |       | (full name of corporation) |
| on |       | (date of directors’ meeting or when the circulating resolution was signed) |
| passed a resolution to authorise |
|  |       | (name of person delegation is assigned to) |
|  |       | (role in, or relationship to, the corporation) |
| to lodge with the Registrar on behalf of the corporation:* **reports** (general, financial and directors’)
* change of **directors or their details**
* changes to the **corporation name, address or rule book.**
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| This authorisation starts on: |       | (start date) |
| and ends on: |       | (end date) |
| Signed by: |       | (name of director) |
| Signature: |  |  |
| Date: |       |  |