# 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.

Directors must remember that when a delegate exercises the delegated powers, it is as if the directors had exercised the powers themselves. The directors are still responsible for it.

## Record keeping and accountability

Directors must record the resolution in the minutes of the directors’ meeting. The resolution should make it clear what powers are being delegated, to whom and the date the delegation starts and ends.

It’s a good idea to keep track of delegations by putting them in a register or other document that everyone in the corporation can access and follow.

The board can monitor how their delegation is being used by asking for a report on use of delegated powers by delegates.

## Delegates

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

## Example templates

On the following pages are 2 example templates your board can use to delegate powers:

1. Delegation of directors’ powers (blank for you to specify what powers are delegated)
2. Delegation of directors’ powers to lodge forms and reports with ORIC

## EXAMPLE 1: Delegation of directors’ powers

*This template has been left blank for you to insert a description of what powers are being delegated.*

|  |  |  |
| --- | --- | --- |
| 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 |  | (insert a description of the powers being delegated and any limits on them) |
| This authorisation starts on: |  | (start date) |
| and ends on: |  | (end date) |
| Signed by: |  | (name of director) |
| Signature: |  |  |
| Date: |  |  |

## EXAMPLE 2: Delegation of directors’ powers to lodge forms and reports with ORIC

*This template has been pre-populated with the power to lodge forms and reports with the Registrar of Aboriginal and Torres Strait Islander Corporations.*

*Many boards authorise someone to lodge corporation forms and reports on the board’s behalf. Directors must remember, when a delegate acts for them, they are still responsible as if they had lodged the information themselves.*

|  |  |  |
| --- | --- | --- |
| 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.** | | |
| This authorisation starts on: |  | (start date) |
| and ends on: |  | (end date)  Note: The maximum term to lodge forms and reports allowed by ORIC is 2 years. If you put an end date longer than 2 years, ORIC will recognise only up to 2 years. |
| Signed by: |  | (name of director) |
| Signature: |  |  |
| Date: |  |  |