Delegations Register (DR)

Approved Business Authorities

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DEFINITIONS

In this document, unless the context requires otherwise:

- **'Business'** means the Legal Entity operating the Business that has adopted this document.
- **'RUNPAY®'** means the Business (ABN: 98 875 606 982) with Products/Services available at www.runpay.com.au. For the avoidance of doubt, RUNPAY® is NOT a Party to this document.
- **'Board'** means the Board of Directors of the Business (if the Business is a Company) or the Business Owner where no formal Board exists.
- **'Business Owner'** means the Owner(s) of the Business, or where the Business is a Company, the Director(s) recorded with ASIC.
- **'Contract'** means any Agreement, Arrangement or Document that creates a Legally binding obligation on the Business (including Employment Contracts, Contractor Agreements, Purchase Orders and Service Agreements).
- **'Delegate'** or **'Delegated Authority'** means a Position or Person to whom authority has been granted under this document to approve transactions or sign documents within the stated limits.
- **'Delegation'** means the formal grant of Authority to a Position or Person to make Decisions or take actions on behalf of the Business within defined Limits.
- **'Delegations Register (DR)'**: The central Register of all current Delegations which is maintained and updated whenever the Delegations of a Business are granted, changed OR revoked.
- **'Employee'** means a person employed by the Business under a Contract of Employment.
- **'Financial Approval Limit'** means the maximum dollar value (per transaction) that a Delegate may approve without requiring higher-level approval.
- **'Material Risk'** is any danger, threat OR uncertainty that is significant enough to reasonably impact decision-making, financial performance, operations, safety, reputation or strategic objectives. In simple terms, it is a risk that 'matters' — one that *a reasonable person* (such as an Investor, Executive, Board Member or Employee) would consider important because it could meaningfully affect outcomes. A risk is material in nature if *ignoring it* OR *failing to address it* could lead to substantial Financial Loss, Operational Disruption, Legal Consequences, Safety Issues OR Reputational Harm. *This explicitly includes HR-related matters when they meet the 'Significance Threshold'*.

Examples of HR issues that may become *Material Risks* include:

- High Key-Person OR 'Talent' Retention Risk;
- Major Workplace Misconduct, Discrimination OR Harassment Claims;
- Significant Labour Disputes, Strikes OR Union Actions;
- Widespread Culture or Employee Engagement problems affecting productivity; OR
- Compliance Failures related to Employment Laws, Wages OR Diversity requirements.

Key Note: NOT every HR issue is a Material Risk. *ONLY those with potential for major impact (Financial, Operational, Legal OR Reputational) qualify.*

- **'Related Entity'** has the meaning given in *Section 9 of the Corporations Act 2001 (Cth).*
- **'Signing Authority'** means the Authority granted to a Delegate to sign documents or Contracts on behalf of the Business within the Limits set out in this Document.
- **'Worker'** means any Employee or Independent Contractor engaged by the Business (but does NOT include Volunteers *unless* specifically authorised in writing).

[YOUR BUSINESS LOGO]

Delegations Register (DR)

Approved Business Authorities

The Purpose

This Business Delegations Document (BDD) provides a clear *National Framework* for Financial and Operational Approval Limits within the Business. It is designed to help maintain strong internal controls, reduce risk and support good governance while still allowing day-to-day operations to run efficiently.

This document is based primarily on Federal Legislation in Australia. The Business, however, does and will continue to remain fully responsible for ensuring ongoing compliance with all applicable State/Territory Laws, including (but not limited to) Workers' Compensation, Long Service Leave, Payroll Tax and Workplace Health and Safety requirements.

1. Scope

This document applies to all Employees, Independent Contractors and all individuals typically receiving payment from and acting on behalf of the Business.

Volunteers are generally EXCLUDED from holding Financial Approval limits or signing authority under this document, *UNLESS* specifically authorised in writing by the Business Owner / Board for a *limited and defined* purpose.

2. General Delegation Rules

- All Delegations are granted by the Business Owner and *may* be changed or withdrawn by the Business Owner or Board, at any time with '*reasonable'* notice where practicable.
- The Business Owner has a complete overriding Authority on *ANY Transaction or Decision*.
- *All Delegations are subject to the Business's Approved Budget and relevant Policies*.
- *Any expenditure outside the approved Annual Budget requires Business Owner Approval*.
- NO 'Worker', within the context of this document, is *permitted to approve transactions involving themselves, Family members OR any other Party* with any known potential conflict-of-interest *unless* such a transaction is considered *'reasonable'* by the Board / Business Owner.
- All HR, Employment, Payroll and Compliance Decisions MUST always follow Fair Work, Superannuation and all Legislation in Australia.

- All Delegation Limits are 'per transaction'. Any Decision with potential ongoing Financial Impact or Material Risk must be escalated regardless of the dollar amount.
- All Payments *greater than **[$5,000]*** OR any new *Banking arrangements require* Business Owner / Board Approval. *Two (2) 'Authorised' Signatories, in accordance with this Document, are required for ALL Payments over **[$5,000]**.*
- ALL Annual OR Recurring Subscriptions and Software Contracts *require* Business Owner / Board Approval.
- Any Contract *greater than 3 months* OR *valued over **[$5,000]** requires* Business Owner / Board review and Approval.
- Acting outside the limits in this Document may result in Disciplinary OR Termination of Contract.
- Volunteers are *generally* NOT granted 'Financial' OR 'Signing' Authority under this Document.

These Delegations are '*Internal Operational Controls (IOC)'* ONLY. They do NOT limit, reduce or transfer the Legal duties, Responsibilities OR Liabilities of Company Directors OR the Business Owner under the *Corporations Act 2001 (Cth)* or at '***GENERAL LAW'***. **Ultimate accountability always remains with the Board / Business Owner**. Worker Classification as an 'Employee' or 'Independent Contractor' MUST be determined using the *'Whole-of-Relationship Test'* under the *Fair Work Act 2009 (Cth)* (as amended). This Document's Authority distinctions do NOT override proper Classification obligations. ***Misclassification carries significant Legal and Financial Risk***.

3. Business Document - Approval (BDA)

ONLY a **'Company'** *Registered with ASIC* (i.e. an 'Entity' with '**Pty Ltd**' or '**Ltd**' in its **Registered Name** and issued with an **Australian Company Number (ACN)**) may execute documents on behalf of the **Business** under **Section 127** of the ***Corporations Act 2001 (Cth)***. A **'Company'** is a separate Legal 'Entity', **distinct** from its appointed **Directors** and **Shareholders**. It is the *ONLY* Business Structure that *can use traditional execution rules in* Section 127. Under Section 127, a **'Company'** may validly execute a document *(without a Common Seal)* when it is signed by:

- Two (2) **Directors**; OR
- One (1) **Director** and one (1) Company Secretary; OR
- For a Proprietary **'Company'** with a Sole **Director** (who must also be the *Sole Company Secretary* OR where there is NO Company Secretary) — that Sole **Director**.

IMPORTANT NOTE:
Any **Person** acting as a **Director** for the purpose of *Section 127* **MUST** be *formally Registered with ASIC as a Director of that specific 'Company'*. Only ASIC-Registered **Directors** of a **'Company'** can validly rely on *Section 127* execution.

Section 127 of the ***Corporations Act 2001 (Cth)*** **does NOT apply** to other Business Structures / 'Entity' Types, including:

- **‘Sole Trader’** — An individual operating the Business in their own name (NO separate legal entity).
- **‘Partnership’** — Two (2) OR more people carrying on a Business together (NOT a separate legal entity).
- **‘Trust’** — A structure where assets are held and managed by Trustee(s) for Beneficiaries.
- **‘Unincorporated Association’** — A group (often a small Not-for-Profit) that has NOT been formally incorporated (NO separate legal entity).

NOTE: *Only a Registered **‘Company’** can use Section 127*. The above structures MUST sign documents according to their own rules OR relevant State / Territory Laws.

For ‘Sole Trader’ OR other Non-‘Company’ ‘Entity’ Structures:
The Owner *(‘Sole Trader’)*, Partners OR Trustees act as the Authorised Signatory(ies) and ‘sign’ documents **in their Personal Capacity** (OR as Trustee, Partner etc.). They are **NOT** *formally appointed ‘**Directors**’ under the **Corporations Act*** and are therefore **NOT** *Registered with ASIC* as such.

IDENTIFICATION TIP:

- ONLY a **‘Company’** has a 9-digit **ACN**.
- Every Business ‘Entity’ (including ‘Sole Trader’) has an 11-digit **Australian Business Number (ABN)**.
- If the **Registered Name** ends in ‘Pty Ltd’ or ‘Ltd’ **AND** has a 9-digit **ACN**, it is a **‘Company’**. ‘Sole Trader’ and other ‘Entity’ Structures **DO NOT** qualify for *Section 127* execution on behalf of the **Business (ABN)**.

4. Application to Different Types of Work Groups for the Business

Type of Person	Treated as a 'Worker' under this BDD?	Financial & Signing Authority	Notes
Employees	Yes.	Yes *(subject to Position Limits of this Document)*.	Full application of this Business Delegations Document (BDD).
Independent Contractors	Yes (ONLY if Authorised).	ONLY if specifically approved in writing.	MUST be approved by CEO and Board.
Volunteers	No.	Generally No.	Volunteers do NOT normally hold Financial or Contractual Authority. Any exception requires written CEO and Board approval.
Labour Hire Workers	Generally No.	Generally No.	Authority is NOT normally granted *UNLESS* specifically agreed with the Labour Hire Provider.

5. Delegations by Functional Area

All Financial Limits below apply ‘per transaction’. *Splitting transactions to **AVOID** Approval Limits is **NOT** permitted*.

The information provided below is required to ensure adequate alignment of Position Titles to the **Business Continuity Plan (BCP)**. This is currently *based on **[$1 million]** in **Annual Business Revenue (ABR)*** *(**NOT Profit**)*.

RUNPAY® RECOMMENDATION ONLY: Changes in Business size, Position Titles, Cash Flow, Risk Profile OR Growth Rate ***may*** require adjustments to these requirements at any time.

*This Register is **Reviewed Annually** OR when turnover changes significantly.*

5.1 Executive

Position Title	Specific Duties / Power Granted	Approval Limit	Signing Authority	Conditions / Restrictions
Board (Founder / Trusted Business Members) AND Business Owner	• Full Strategic and Operational oversight; • 'Approve' Major Contracts and Commitments; • 'Approve' Annual Budget and any Variations; • Appoint / Remove CEO and Senior Executives; and • 'Approve' *significant* HR Decisions [e.g. Termination, Redundancy OR other Business Settlement (BS)].	**UNLIMITED** (*subject to Board Resolution as required)*.	Full Authority to 'Sign' ALL Documents on behalf of the Business.	None.
Chief Executive Officer	• Overall Management and Performance of the Registered Business; • 'Approve' AND 'Sign' Contracts and Agreements *within Delegation*; • 'Approve' Operational and Supplier Contracts; • 'Approve' key Appointments and Employment Contracts within Approved Bands and Australian Human (AH) Law; and • Represent the Business externally.	**Up to [$5,000]** per transaction *(OR as per Approved Annual Budget)*.	Authority to 'Sign' Contracts and Documents *within the Approval Limit*.	**MUST operate within the *Approved Annual Budget.*** Anything outside Budget OR over Limit *requires* Business Owner / Board Approval.
General Manager	• Day-to-Day Operations and Service Delivery Management; • 'Approve' *essential* Operational and Service Delivery Expenditure; • Manage Team Performance and Resourcing within Annual Budget; and • 'Approve' *Routine* Operational / Service Delivery Decisions.	**Up to [$3,000]** per transaction *within Budget and Assigned Restrictions*.	Authority to 'Sign' *Routine* Operational Documents *within the Approval Restrictions*.	**MUST operate within *Approved Annual Budget AND CEO Direction.*** Escalate ALL matters with **'Material Risk'** as defined within this document *OR Over Limit* to CEO ***immediately***.

5.2 Finance

Position Title	Specific Duties / Power Granted	Approval Limit	Signing Authority	Conditions / Restrictions
Finance Manager	• 'Approve' Supplier Invoices and Payments within Approval Limits;	**Up to [$2,000]** per transaction.	Authority to 'Sign' *Payment Authorisations* and *Routine* Financial	**MUST operate within *Approved Annual Budget AND CEO Direction.***

	• Manage Accounts Payable and Receivable within Approval Limits; • 'Approve' *Routine* Financial Transactions and Reconciliations; and • Prepare Financial Reports for CEO / Board.		Documents within the Approval Limit.	Escalate ALL matters with **'Material Risk'** as defined within this document *OR OVER Limit* to CEO ***immediately***. Any single transaction or commitment that creates *recurring / ongoing* costs over **[$1,000 p.a.]** requires CEO Approval.
Accounts Payable Officer	• 'Process' and 'Approve' Supplier Invoices for Payment within Approval Limit; and • Manage Day-to-Day Accounts Payable.	**Up to [$100]** per transaction.	**LIMITED** to '*Approving'* Invoices for Payment ONLY within the Approval Limit.	***NO Authority*** to 'Approve' Contracts, Commit to New Suppliers OR make Payments outside Approved Business Process.

5.3 Operations / Service Delivery

Position Title	Specific Duties / Power Granted	Approval Limit	Signing Authority	Conditions / Restrictions
Operations Manager	• 'Approve' Day-to-Day Operational Purchases and Supplier Contracts; • Oversee Day-to-Day Service Delivery and Quality requirements (within Approved Budgets and Policies). • 'Approve' *minor* and *required* Equipment and Consumables Purchases; and • Enter into Very Short-Term Operational Agreements (Pre-Approved by CEO / Board where required).	**Up to [$2,000]** per transaction.	Authority to 'Sign' *operationally required* Purchase Orders (PO) and Very Short-Term Supplier Agreements within Approval Limit.	**MUST operate within *Approved Annual Budget AND CEO Direction*.** **LIMITED** to *essential* Operational Matters ONLY. Any Contract *greater than three (3) months OR OVER the Approval Limit* **REQUIRES** CEO / Board Approval. Matters involving *significant* Service Quality Issues or Material Risk **MUST** be escalated to the CEO.
Team Leader / Supervisor	• Approve *Routine* and *required* Operational Purchases and Expenses *within the Approval Limit*; and • Manage Day-to-Day Team Resources and *minor* and *essential* Operational Need.	**Up to [$200]** per transaction.	Day-to-Day *required* and *Routine* Team Operational Purchases ONLY.	**LIMITED** to Day-to-Day Team Operations and Service Delivery Requirements ONLY. **MUST** stay within the Executive 'Approved' Team Budget.

5.4 Human Resources, Legal and Payroll

Position Title	Specific Duties / Power Granted	Approval Limit	Signing Authority	Conditions / Restrictions
HR Manager	• Manage the full Recruitment process (including preparing Job Advertisements and Position Descriptions);	**Up to [$2,000]** per transaction *(for General HR Matters ONLY)*. **OR**	Authority to 'Sign' on Standard Employment Contracts and Variations *(**ONLY** up to the Salary/Wages*	**Business Owner / Board Approval is *Required* for:** • Employment Departure for *'Reason'* of Redundancy,

	• Prepare and issue Standard Employment Contracts and Variations; • 'Approve' *Routine* HR Processes and Documentation for 'Employees' ONLY; • 'Approve' Employee Training, Professional Development, Memberships and Conferences (as reasonably required). ***IMPORTANT NOTE****: This EXCLUDES Independent Contractors and/or Volunteers;* • Manage Day-to-Day HR Administration; and • Provide Internal Advice on Employment Law and *Routine* Compliance matters.	**Up to [$1,000]** per person per year *(for 'Employee' Compliance and Regulatory Training & Development ONLY).* (*EXCLUDES* Termination Redundancy AND Settlement Payments — These *require* CEO OR Business Owner Approval regardless of Amount).	*equivalent to the HR Manager Level).* Authority to 'Sign' on Training and Development within Approval Limit.	Retirement OR Dismissal. • Any Settlement ***OVER* [$2,000].** ***AND/OR*** • NEW *Permanent Hires* with Total Remuneration Package **ABOVE [$2,000] per week.** Any Employee Training item **OVER** the Approval Limit *ALWAYS requires Pre-Approval by the Executive Team.*
Legal Manager	• Review and 'Approve' *Standard Contracts* and *Business Templates;* • Instruct *External Lawyers* on Low-Risk and/or Routine Legal matters ONLY; • Provide Internal Advice to **Payroll and HR Manager(s)** on Employment Law and *Routine* Compliance matters. • Maintain Contract Registers and basic Business Compliance Obligations.	**Up to [$2,000]** per transaction *(for Legal Fees ONLY).*	Authority to 'Sign' on *Standard* Contracts and Templates ONLY within Approval Limit. Authority to *instruct External Lawyers* ONLY within Approval Limit.	***Business Owner / CEO Approval is REQUIRED for:*** • Any Legal spend *OVER Approval Limit;* • Non-Standard / High-Risk Contracts; • Litigation, Formal Legal Action; OR • Any matter involving the Business Owner / Senior Management. **NO** Authority to 'Sign' Commercial Contracts outside of existing Executive Approved HR / Employment templates.
Payroll Manager	• Oversee the full Payroll function and ensure Compliance with Fair Work, Superannuation and all Employment-Related Tax obligations; • 'Approve' *Non-Routine* Payroll adjustments, Back-pays and Variations within the Approval Limits. • Manage Payroll System Access Levels and ALL Required Payroll Reporting.	**Up to [$500]** per transaction *('Routine' Work)* **OR** **Up to [$2,000]** *(for 'Non-Routine' Employee-related Payments and Adjustments).*	Authority to 'Approve' and 'Sign' off on *Routine and Non-Routine* Payroll Payments and Adjustments within Approval Limit.	**MUST** operate within Approved Budget and Business Policies. Any Payroll change that *increases ongoing Business and/ Operating Cost* **REQUIRES** HR Manager and/ Business Owner Approval in accordance with Approval Limits. **NO** Authority to 'Create' *New* Employment Contracts outside of existing Executive Approved HR / Employment templates.

				Any Payroll change that increases *ongoing* Annual Cost **<u>MUST</u>** be escalated to HR Manager + CEO regardless of amount.
Payroll Team Leader / Supervisor	• Review and Authorise *Routine* Payroll Disbursements after Pay Team processing. • Prepare *(and Action as required)* Standard Payroll Reports.	**Up to [$300]** per transaction.	**LIMITED** to 'Processing' and 'Approving' <u>ONLY</u> *Routine* Payroll Payments and Adjustments within the *<u>Normal Pay Run Process</u>* and Approval Limit.	**<u>NO</u>** Authority to 'Approve': • Salary Changes or Variations; • Back-pays or One-off Payments OVER the Approved Limit; • New Employees or Terminations; OR • *Non-Routine* Adjustments. All *'Non-Routine'* items **<u>MUST</u>** be Approved by Payroll Manager <u>OR</u> HR Manager first.
Payroll Officer	• Process all Time and Attendance Data; • Process and Calculate (as required) Weekly / Fortnightly / Monthly Payroll in accordance with the approved Business process and submitted Workforce Timesheets; • Generate and distribute Pay Advice Slip(s); • Process *Routine* Superannuation and Tax payments; and • Action *(and Prepare as required)* Standard Payroll Reports.	**Up to [$200]** per transaction.	**LIMITED** to 'Processing' <u>ONLY</u> of *Routine* Payroll Payments and Adjustments within the *<u>Normal Pay Run Process</u> and Approval Limit.*	**<u>NO</u>** Authority to 'Approve': • Salary Changes or Variations; • Back-pays or One-off Payments OVER the Approved Limit; • New Employees or Terminations; OR • *Non-Routine* Adjustments. All *'Non-Routine'* items **<u>MUST</u>** be Approved by Payroll Manager <u>OR</u> HR Manager first in line with the Approval Limit.