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CIVIL CODE - CIV

DIVISION 3. OBLIGATIONS [1427 - 3273.69] (*Heading of Division 3 amended by Stats. 1988, Ch. 160, Sec. 14.*)

PART 4. OBLIGATIONS ARISING FROM PARTICULAR TRANSACTIONS [1738 - 3273.69] (*Part 4 enacted 1872.*)

TITLE 9. AGENCY [2295 - 2400] (*Title 9 enacted 1872.*)

CHAPTER 1. Agency in General [2295 - 2357] (*Chapter 1 enacted 1872.*)

ARTICLE 2. Authority of Agents [2304 - 2326] (*Article 2 enacted 1872.*)

[2304.](#) An agent may be authorized to do any acts which his principal might do, except those to which the latter is bound to give his personal attention.

(Enacted 1872.)

[2305.](#) Every act which, according to this Code, may be done by or to any person, may be done by or to the agent of such person for that purpose, unless a contrary intention clearly appears.

(Enacted 1872.)

[2306.](#) An agent can never have authority, either actual or ostensible, to do an act which is, and is known or suspected by the person with whom he deals, to be a fraud upon the principal.

(Enacted 1872.)

[2307.](#) An agency may be created, and an authority may be conferred, by a precedent authorization or a subsequent ratification.

(Enacted 1872.)

[2308.](#) A consideration is not necessary to make an authority, whether precedent or subsequent, binding upon the principal.

(Enacted 1872.)

[2309.](#) An oral authorization is sufficient for any purpose, except that an authority to enter into a contract required by law to be in writing can only be given by an instrument in writing.

(Enacted 1872.)

[2310.](#) A ratification can be made only in the manner that would have been necessary to confer an original authority for the act ratified, or where an oral authorization would suffice, by accepting or retaining the benefit of the act, with notice thereof.

(Enacted 1872.)

[2311.](#) Ratification of part of an indivisible transaction is a ratification of the whole.

(Enacted 1872.)

[2312.](#) A ratification is not valid unless, at the time of ratifying the act done, the principal has power to confer authority for such an act.

(Enacted 1872.)

[2313.](#) No unauthorized act can be made valid, retroactively, to the prejudice of third persons, without their consent.

(Enacted 1872.)

2314. A ratification may be rescinded when made without such consent as is required in a contract, or with an imperfect knowledge of the material facts of the transaction ratified, but not otherwise.

(Enacted 1872.)

2315. An agent has such authority as the principal, actually or ostensibly, confers upon him.

(Enacted 1872.)

2316. Actual authority is such as a principal intentionally confers upon the agent, or intentionally, or by want of ordinary care, allows the agent to believe himself to possess.

(Enacted 1872.)

2317. Ostensible authority is such as a principal, intentionally or by want of ordinary care, causes or allows a third person to believe the agent to possess.

(Enacted 1872.)

2318. Every agent has actually such authority as is defined by this Title, unless specially deprived thereof by his principal, and has even then such authority ostensibly, except as to persons who have actual or constructive notice of the restriction upon his authority.

(Enacted 1872.)

2319. An agent has authority:

1. To do everything necessary or proper and usual, in the ordinary course of business, for effecting the purpose of his agency; and,
2. To make a representation respecting any matter of fact, not including the terms of his authority, but upon which his right to use his authority depends, and the truth of which cannot be determined by the use of reasonable diligence on the part of the person to whom the representation is made.

(Enacted 1872.)

2320. An agent has power to disobey instructions in dealing with the subject of the agency, in cases where it is clearly for the interest of his principal that he should do so, and there is not time to communicate with the principal.

(Enacted 1872.)

2321. When an authority is given partly in general and partly in specific terms, the general authority gives no higher powers than those specifically mentioned.

(Enacted 1872.)

2322. An authority expressed in general terms, however broad, does not authorize an agent to do any of the following:

- (a) Act in the agent's own name, unless it is the usual course of business to do so.
- (b) Define the scope of the agency.
- (c) Violate a duty to which a trustee is subject under Section 16002, 16004, 16005, or 16009 of the Probate Code.

(Amended by Stats. 1988, Ch. 113, Sec. 5. Effective May 25, 1988. Operative July 1, 1988, by Sec. 23 of Ch. 113.)

2323. An authority to sell personal property includes authority to warrant the title of the principal, and the quality and quantity of the property.

(Enacted 1872.)

2324. An authority to sell and convey real property includes authority to give the usual covenants of warranty.

(Enacted 1872.)

2325. A general agent to sell, who is intrusted by the principal with the possession of the thing sold, has authority to receive the price.

(Enacted 1872.)

2326. A special agent to sell has authority to receive the price on delivery of the thing sold, but not afterwards.

(Enacted 1872.)