

227. (1) Without prejudice to the provisions of any enactment (including this Act), a director of a company shall owe the duties set out in section 228 (the “relevant duties”) to the company (and the company alone).

(2) The breach by a director of the relevant duties shall not of itself affect—

(a) the validity of any contract or other transaction, or

(b) the enforceability, other than by the director in breach of that duty, of any contract or other transaction by any person,

but nothing in this subsection affects the principles of liability of a third party where he or she has been an accessory to a breach of duty or has knowingly received a benefit therefrom.

(3) The relevant duties shall be enforced in the same way as any other fiduciary duty owed to a company by its directors.

(4) The relevant duties (1)(b) and (h)) are based on certain common law rules and equitable principles as they apply in relation to the directors of companies and shall have effect in place of those rules and principles as regards the duties owed to a company by a director.

(5) The relevant duties (1)(b) and (h)) shall be interpreted, and the provisions concerned of section 228 shall be applied, in the same way as common law rules or equitable principles; regard shall be had to the corresponding common law rules and equitable principles in interpreting those duties and applying those provisions.