

CHAPTER 2 General duties of directors and secretaries and liabilities of them and other officers

Duty of each director

223. (1) It is the duty of each director of a company to ensure that this Act is complied with by the company.

(2) The breach by a director of the duty under subsection (1) 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 consent in respect of a director to accompany—

(a) a statement under section 21 (1)(a), and

(b) a notification under section 149 (8),

shall include a statement by the director (immediately above his or her signature on the consent) in the following terms:

“I acknowledge that, as a director, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.”.