



## DUTIES OF DIRECTORS

Animal Welfare League NSW (**AWLNSW**) is a company limited by guarantee registered under the *Corporations Act 2001* (Cth). It is also a charity registered under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (**ACNC Act**).

### Directors Duties

A brief summary of the duties of AWLNSW's directors is as set out in clause 60 of AWLNSW's constitution. It provides as follows:

"The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in Governance Standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of AWLNSW;
- (b) to act in good faith in the best interests of AWLNSW and to further its charitable purposes (as set out in clause 8 of its constitution);
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest (these disclosure requirements are set out in clause 61 of the constitution);
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the Company to operate while it is insolvent."

### External resources

For more information on the duties of directors, see:

**ASIC:** Your company and the law - <https://asic.gov.au/for-business/running-a-company/company-officeholder-duties/your-company-and-the-law/>

**ACNC:** Duties of Responsible People - <https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/5-duties-responsible-people/duties-responsible-people>