

## Policy – Director’s Responsibilities

### Overview

---

**Introduction** In addition to adhering to the Sydney Flying Squadron Limited’s Code of Conduct for all members, a Director should, in respect of any corporate entity of which he/she is a director, comply with the following standards of conduct.

---

**Target Audience** Directors of Sydney Flying Squadron

---

**Purpose** This document outlines the responsibilities of a Director of Sydney Flying Squadron. The document should be read in conjunction with the Club Constitution.

---

## Responsibilities

---

<b>Introduction</b>	This section covers the responsibilities of a Director.
<b>General</b>	The director should act honestly, in good faith and in the best interests of the Club as a whole. The director should not engage in conduct likely to bring discredit upon the Club.
<b>Duty to the Club</b>	The director should have a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office. The director should use the powers of office for a proper purpose, in the best interests of the Club as a whole.
<b>Primary responsibility</b>	The director should recognise that the primary responsibility is to the Club as a whole but may, where appropriate, have regard for the interest of all stakeholders of the Club.
<b>Information</b>	The director should not make improper use of information acquired as a director. Confidential information received by the director in the course of the exercise of directorial duties remains the property of the Club from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by that Club, or the person from whom the information is provided, or is required by law.
<b>Conflict of interest</b>	The director should not take improper advantage of the position of director. The director should properly manage any conflict with the interests of the Club.
<b>Independence</b>	The director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board of directors.
<b>Compliance</b>	The director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

---

## Document History

---

Number	Author	Notes
1.0	SFS Board	Based on Australian Institute of Companies Document

---

Version	Date	Changes
1.0	1/9/2011	

---