### SCHEDULE 2

### MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

# PART 2

## **DIRECTORS**

### DIRECTORS' POWERS AND RESPONSIBILITIES

### Members' reserve power

- **4.**—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.