

Status: This version of this chapter contains provisions that are prospective.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to The Companies (Model Articles) Regulations 2008. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

PROSPECTIVE

SCHEDULE 2

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Commencement Information

I1 Sch. 2 para. 3 in force at 1.10.2009, see [reg. 1](#)

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.

Commencement Information

I2 Sch. 2 para. 4 in force at 1.10.2009, see [reg. 1](#)

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

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Commencement Information

I3 Sch. 2 para. 5 in force at 1.10.2009, see [reg. 1](#)

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

Commencement Information

I4 Sch. 2 para. 6 in force at 1.10.2009, see [reg. 1](#)

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Changes and effects yet to be applied to :

- Regulations power to apply (with or without modification) conferred by [S.I. 2017/1212 reg. 20](#)