

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ
الحمد لله رب العالمين والصلاة والسلام على سيدنا محمد وآله الطيبين الطاهرين
والعقب الطيبين الطاهرين

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
The Mahdi Servants Union
(hereinafter referred to as “MSU”)



اتحاد خدام المهدي
THE MAHDI SERVANTS UNION

Version: 02 June 2020

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of The Mahdi Servants Union

INTERPRETATION

1. Defined terms

The interpretation of the Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The object of MSU is to provide all kind of guidance and advice for any organisation which has satisfied the Directors that it is properly constituted as a company or is an unincorporated association, and whether or not that organisation is constituted as a charity, in order to protect and to further in every way the interests and requirements of the Rafida faith worldwide as will serve this object.

3. Powers

- 3.1 To further its objects MSU may:
- 3.2 provide or procure the provision of advice;
- 3.3 provide or procure the provision of counselling and guidance;
- 3.4 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh company may properly undertake;
- 3.5 enter into contracts to provide services to or on behalf of other bodies;
- 3.6 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.7 provide and assist in the provision of money, materials or other help;
- 3.8 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.9 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.10 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

- 3.11 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit;
- 3.12 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- 3.13 set aside funds for special purposes or as reserves against future expenditure;
- 3.14 invest MSU's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.15 arrange for investments or other property of MSU to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.16 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.17 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.18 accept (or disclaim) gifts of money and any other property;
- 3.19 trade in the course of carrying out the objects of MSU;
- 3.20 engage and pay employees, consultants and professional or other advisers; and
- 3.21 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property;
- 3.23 become a member, associate or affiliate of any other organisation;
- 3.24 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.25 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.26 pay out of the funds of MSU the costs of forming and registering the company;
- 3.27 insure the property of MSU against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect MSU;
- 3.28 do all such other lawful things as may further MSU's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of MSU shall be applied solely towards the promotion of its objects.
- 4.2 No Director may:
 - 4.2.1 sell goods, services or any interest in land to MSU;

4.2.2 be employed by, or receive any remuneration from MSU; or

4.2.3 receive any other financial benefit from MSU; unless the payment is permitted by these Articles.

4.3 A Director may receive the following benefits from MSU:

4.3.1 a Director may receive a benefit from MSU in his or its capacity as a beneficiary of MSU;

4.3.2 a Director may be reimbursed by MSU for, or may pay out of MSU's property, reasonable expenses properly incurred by him or it when acting on behalf of MSU;

4.3.3 a Director may be paid reasonable and proper remuneration by MSU for any goods or services supplied to MSU on the instructions of the Directors provided that this provision may not apply to more than half of the Directors in any financial;

4.3.4 a Director may receive interest at a

4.3.5 reasonable and proper rate on money lent to MSU;

4.3.6 a Director may receive reasonable and

4.3.7 proper rent for premises let to MSU;

4.3.8 MSU may pay reasonable and proper premiums in respect of

4.3.9 indemnity insurance effected in accordance with these Articles; and

4.3.10 a Director or other officer of MSU may receive payment under an indemnity from MSU in accordance with the indemnity provisions set out at these Articles;

provided that where benefits are conferred under these Articles (Conflicts of Interest) must be complied with by the relevant Director in relation to any decisions regarding the benefit.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of MSU in the event of its being wound up while he or it is a member or within one year after he or it ceases to be a member, for:

5.1 payment of MSU's debts and liabilities contracted before he or it ceases to be a member;

5.2 payment of the costs, charges and expenses of winding up; and

5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of MSU shall be indemnified out of the assets of MSU in relation to any liability incurred by him in that capacity but only to the extent permitted by the Companies Acts; and every other officer of MSU

may be indemnified out of the assets of MSU in relation to any liability incurred by him in that capacity, but only to the extent permitted by the Companies Acts.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of MSU's business, for which purpose they may exercise all the powers of MSU.

8. Chair

The Directors shall appoint one of their members to be the chair of the Directors for such term of office as they determine and may at any time remove him from that office.

9. Directors may delegate

9.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

9.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of MSU to any person or committee.

9.3 Any delegation by the Directors may be:

9.3.1 by such means;

9.3.2 to such an extent;

9.3.3 in relation to such matters or territories; and

9.3.4 on such terms and conditions;

9.3.5 as they think fit.

9.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

9.5 The Directors may revoke my delegation in whole or part, or alter its terms and conditions.

9.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of MSU for such purposes and on such conditions as they determine.

10. Committees

10.1 In the case of delegation to committees:

10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee;

10.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;

10.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;

10.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

10.1.5 no committee shall knowingly incur expenditure or liability on behalf of MSU except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.

11. Delegation of day to day management powers

In the case of delegation of the day to day management of MSU to a chief executive or other manager or managers:

11.1 the delegated power shall be to manage MSU by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;

11.2 the Directors shall provide any manager with a description of his role and the extent of his authority; and

11.3 any manager must report regularly to the Directors on the activities undertaken in managing MSU and provide them regularly with management accounts which are sufficient to explain the financial position of MSU.

12. Rules

12.1 The Directors may from time to time make, repeal or alter such rules as they think fit as to the management of MSU and its affairs.

12.2 The rules shall be binding on all members of MSU.

12.3 No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

12.4 The rules may regulate the following matters but are not restricted to them:

12.4.1 the duties of any officers or employees of MSU;

12.4.2 the admission of members of MSU and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

12.4.3 the conduct of members of MSU in relation to one another, and to the

12.4.4 MSU's employees and volunteers;

12.4.5 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such rules are to be recorded or

communicated to Directors);

12.4.6 the procedure at general meetings;

12.4.7 any of the matters or things within the powers or under the control of the

12.4.8 Directors; and

12.4.9 generally, all such matters as are commonly the subject matter of MSU rules.

12.5 MSU in general meeting has the power to alter, add to, or repeal the rules.

DECISION-MAKING BY DIRECTORS

13. Directors to take decisions collectively

Any decision of the Directors must be either:

13.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting;

or

13.2 an unanimous decision.

14. Calling a Directors' meeting

14.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

14.2 A Directors' meeting must be called by at least 7 Clear Days' notice unless either:

14.2.1 all the Directors agree; or

14.2.2 urgent circumstances require shorter notice.

14.2.3 Notice of Directors' meetings must be given to each Director.

14.2.4 Every notice calling a Directors' meeting must specify:

14.2.5 the place, day and time of the meeting;

14.2.6 the general nature of the business to be considered at such meeting; and

14.2.7 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

14.3 Notice of Directors' meetings need not be in Writing.

14.4 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

15. Participation in Directors' meetings

15.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

15.1.1 the meeting has been called and takes place in accordance with the Articles; and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

15.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

15.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

16. Quorum for Directors' meetings

16.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than three, and unless otherwise fixed it is three.

16.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

16.3.1 to appoint further Directors; or

16.3.2 to call a general meeting so as to enable the members to appoint further Directors.

17. Chairing of Directors' meetings

The chair, if any, or in his absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

18. Unanimous decisions without a meeting

18.1 A decision is taken when all of the Directors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Directors cannot rely on this Article to make a decision if one or more of the Directors has a Conflict of Interest which results in them not being entitled to vote.

18.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

18.3 A decision shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

18.3.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

18.3.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been

formally approved by the Directors;

18.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval.

19. Director interests and management of conflicts of interest

19.1 A Director must declare the nature and extent of:

19.1.1 any direct or indirect interest which he has in a proposed transaction or arrangement with MSU; and

19.1.2 any duty or any direct or indirect interest which he has which conflicts or may conflict with the interests of MSU or his duties to MSU.

19.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

19.3 If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of MSU, he is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.

19.4 If a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of MSU, he may participate in the decision-making process and may be counted in the quorum and vote unless:

19.4.1 the decision could result in the Director receiving a benefit other than any benefit received in his or its capacity as a beneficiary of MSU and which is available generally to the beneficiaries of MSU;

19.4.2 a majority of the other Directors participating in the decision-making process decide to the contrary.

19.5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article, he must:

19.5.1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;

19.5.2 not be counted in the quorum for that part of the process; and

19.5.3 withdraw during the vote and have no vote on the matter.

19.6 Where a Director has a conflict of interest or conflict of duties and the Director has complied with his obligations under these Articles in respect of that conflict:

19.6.1 the Director shall not be in breach of his duties to MSU by withholding confidential information from MSU if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

19.6.2 the Director shall not be accountable to MSU for any benefit expressly permitted under these Articles which he derives from any matter or from any office, employment or position.

20. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his appointment or that he was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

APPOINTMENT AND REMOVAL OF DIRECTORS

21. Number of Directors

There shall be at least three Directors.

22. Appointment of Directors

22.1 Any person who is willing to act as a Director and who would not be disqualified from acting under the provisions of these Articles, may be appointed to be a Director:

22.1.1 26.3.1 by ordinary resolution at an annual general meeting; or

22.1.2 26.3.2 by a decision of the Directors.

22.2 No person may be appointed as a Director unless he has reached the age of 18 years.

23. Disqualification and removal of Directors

A Director shall cease to hold office if:

23.1 he ceases to be a director by virtue of any provision of the Companies Act

23.2 2006, or is prohibited from being a director by law;

23.3 the Directors reasonably believe he has become physically or mentally incapable of managing his own affairs and they resolve that he be removed from office;

23.4 notification is received by MSU from him that he is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least five Directors will remain in office when such resignation has taken effect);

23.5 he fails to attend three consecutive meetings of the Directors and the Directors resolve that he be removed for this reason; or

23.6 at a general meeting of MSU, a resolution is passed that he be removed from office, provided the meeting has invited his views and considered the matter in the light of such views; or

23.7 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he be removed from office.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

24. Becoming a member

24.1 The members of MSU shall be the subscribers to the Memorandum of Association of MSU and such other persons as are admitted to membership by the Directors in accordance with the Articles.

24.2 The Directors may from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.

24.3 The Directors may at their discretion levy subscriptions on members of MSU at such rate or rates as they shall decide.

24.4 Membership is not transferable.

25. Termination of membership

A member shall cease to be a member:

25.1 if the member, being an individual, dies;

25.2 if the member is a member on behalf of an unincorporated organisation and the unincorporated organisation ceases to exist;

25.3 if the member, being a corporate member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

25.4 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or its continued membership is harmful to or is likely to become harmful to the interests of MSU.

ORGANISATION OF GENERAL MEETINGS

26. Annual general meetings

26.1 MSU must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.

26.2 It shall be held at such time and place as the Directors think fit.

27. Other General meetings

27.1 The Directors may call a general meeting at any time.

27.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

28. Length of notice

All general meetings must be called by either:

28.1 at least 5 Clear Days' notice; or

28.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the

total voting rights at that meeting of all the members.

29. Contents of notice

29.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

29.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

29.3 In every notice calling a meeting of MSU there must appear with reasonable prominence a statement informing the member of his or its rights to appoint another person as his or its proxy at a meeting of MSU.

29.4 If MSU gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

30. Attendance and speaking at general meetings

30.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

30.2 A person is able to exercise the right to vote at a general meeting when:

30.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

30.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

30.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

30.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

30.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

31. Quorum for general meetings

31.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

31.2 The quorum shall be:

31.2.1 three persons entitled to vote on the business to be transacted (each being a member, an authorised representative of a corporate member or a proxy for a member); or

31.2.2 20% of the total membership (represented in person, via authorised representative in the case of corporate members or by proxy);

whichever is greater.

31.3 If two or more persons are authorised representatives of the same corporate member they shall together count as one person.

31.4 If a quorum is not present within half an hour from the time appointed for the meeting:

31.4.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 5 days of the original meeting) as he thinks fit; and

31.4.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 7 days of the original meeting), time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

VOTING AT GENERAL MEETINGS

32. Voting

32.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

32.2 On a vote on a resolution at a meeting on a show of hands, a declaration by the chair of the meeting that the resolution:

32.2.1 has or has not been passed; or

32.2.2 passed with a particular majority;

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

33. Communications by MSU

Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by MSU under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by MSU, including without limitation:

33.1 in Hard Copy Form;

33.2 in Electronic Form; or

33.3 by making it available on a website.

34. Minutes

The Directors must cause minutes to be made:

34.1 of all appointments of officers made by the Directors;

34.2 of all resolutions of MSU and of the Directors; and

34.3 of all proceedings at meetings of MSU and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of MSU, be sufficient evidence of the proceedings.

35. Records and accounts

35.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

35.1.1 annual reports;

35.1.2 annual returns; and

35.1.3 annual statements of account.

35.2 Except as provided by law or authorised by the Directors or an ordinary resolution of MSU, no person is entitled to inspect any of MSU's accounting or other records or Documents merely by virtue of being a member.

36. Winding up

36.1 At any time before, and in expectation of, the winding up or dissolution of MSU, the members of MSU or, subject to any resolution of the members, the Directors, may resolve that any net assets of MSU after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of MSU be applied or transferred in any of the following ways:

36.1.1 directly for the objects of MSU; or

36.1.2 for purposes similar to the objects of MSU; or

36.1.3 for use for particular purposes that fall within the objects of MSU.

36.2 In no circumstances shall the net assets of MSU be paid to or distributed among the members of MSU.

**SCHEDULE
INTERPRETATION**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
“Articles”	MSU’s articles of association;
“Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to MSU;
“Director”	a director of the MSU;
“Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
“MSU”	The Mahdi Servants Union;
“Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on MSU.