

**NOTARIAL DEED OF
DONATION AND TRUST**

AMMENDMENTS

MADE IN FAVOUR OF

**NJEREMOTO BIODIVERSITY
DEMONSTRATION AND TRAINING
INSTITUTE FOUNDATION**

PREPARED BY: RUVENGO MABOKE AND COMPANY

45 ROBERTSON STREET

MASVINGO

CERTIFICATE
Paid 460 50 - Stamp Duty and Fees
1400040486 28-07-2014
Receipt No 0001/14612 Dated 26-08-2014

Harare
24th APRIL
2015
0000531/2015
[Signature]

PROTOCOL NO. 7/16

AMENDMENT OF NOTARIAL DEED OF TRUST MA1434/04

- Whereas** the Notarial Deed of Trust for Njeremoto Biodiversity Demonstration and Training Institute Foundation was registered in the office of the Registrar of Deeds in Harare on the 11th November 2004 Number MA1434/2004
- Whereas** under clause 6 of the Deed Trustees are empowered and authorized to amend existing deed at any given moment
- Whereas** the Trustees hereto with the powers trusted to them are desirous to amend the existing deed on the following clauses, the Preamble, Trustees, Conditions of Appointment and Execution clause
- Whereas** the Trustees hereto with the powers vested in them are also desirous to make certain additions to the existing deed by inserting the following clauses to the existing deed, 13, 14, 15, 16, 17 and 18 thereto.

Knowl....

KNOW ALL MEN WITHOUT IT MAY CONCERN

That on this 8th day of April in the year of our Lord, two Thousand and Fifteen (2015), before me **NOBERT MUSA PHIRI** a legal Practitioner ; Notary Public, by lawful authority duly admitted and sworn practicing as such in Harare, Zimbabwe, personal came and appeared and have substituted by

OSMOND MUGWENI

(Born 12th December 1954)

And

ROSE MUGWENI

(Born 17th August 1958)

(Hereinafter referred to as the Founders)

And also personally came and appeared:

OSMOND MUGWENI

(Born 12 December, 1954)

And

ROSE MUGWENI

(Born 17th August, 1958)

And

ALBERT MUFANECHIYA

(Born 11th November, 1966)

And

NYASHA PAMBIREI

(Born 23rd August, 1951)

And

KUDZAI MUGWENI

(Born 13th May, 1979)

And

ELLEN KWARIRE

(Born 18th December, 1954)

And

EDNAH MKONAH

(Born 25th April, 1970)

(hereinafter referred to as the Trustees)

All/.....

All of whom have agreed and accepted office as Trustees and to administer the Trust herein created.

AND THE APPEARERS DECLARED THAT WHEREAS

- A. The Founders herein are desirous to establish a non-profit making trust for the purposes of encouraging a range of developmental initiatives through research in promoting social and economic security to all people with emphasis on community development biodiversity, capacity building through training, developing, designing and implement community based and programs that generate the environment, improve the livelihood of the people or interested groups as may be appointed by the Trustees from time to time.
- B. It is intended that the Trust will be registered and affiliated to the Government of Zimbabwe's Ministry of Agriculture and other governmental ministries or departments and to the local and international non-governmental organizations with similar object.

C. **Beneficiaries**

The beneficiaries of this Trust shall mean any person, group of persons or body corporate as the Trustees may from time to time appoint as beneficiaries.

The beneficiaries of this Trust shall primarily be those living in semi arid and arid rural areas or communities, men and women, children and the elderly, students at schools, colleges and universities, youths in general and any other interested groups as determined by the Trustees in their sole discretion

NOW THEREFORE THE FOUNDERS DECLARE to donate irrevocably to the Trustees for the objects herein after described an amount of **One Hundred and Fifty United States Dollars (US\$ 150.00)** subject to the following terms and conditions, namely:-

4. **Trustees**

The Trust shall be administered and managed by a board of not less than three and not more than seven Trustees. The Trustees who are the parties to this deed and any additional Trustee(s) who may be appointed to the Board from time to time in terms of the Constitution of Njeremoto Biodiversity Demonstration and Training Institute Foundation Zimbabwe. "The Constitution" a copy of which is annexed to this Trust Deed.

Appointment/....

5. Conditions of Appointment of Trustees

There shall be a Board of Trustees which shall have a minimum of three and a maximum of seven members.

5.1 First Trustees

The names of the first trustees are

- (i) Osmond Mugweni (born 12th December, 1954)
- (ii) Rose Mugweni (born 17th August, 1958)
- (iii) Albert Mufanechiya (born 11th November, 1966)
- (iv) Nyasha Pambirei (born 23rd August, 1951)
- (v) Kudzai Mugweni (born 13th May, 1979)
- (vi) Ellen Kwarire (born 18th December, 1954)
- (vii) Edah Mukona (born 25th April, 1970)

And whose main duties as Trustees of **NJEREMOTO BIODIVERSITY RESEARCH DEMONSTRATION AND TRAINING INSTITUTE FOUNDATION TRUST** would be as follows

- 1. **Osmond Mugweni** *is the Founder, Principal Researcher, Project Coordinator and Executive Director of the Institute.*
- 2. **Rose Mugweni** *is the Founder and Operations Director.*
- 3. **Albert Mufanechiya** *is responsible for Board Chair and governance, Educational, Academic, Professional Scientific Environmental as well as Institute Development and Board Empowerment/Capacity Building matters and also carries a casting vote.*
- 4. **Nyasha Pambirei** *is responsible for Agricultural and Community empowerment capacity building matters.*
- 5. **Kudzai Mugweni** *is responsible for Community Health matters.*

Ellen/....

6. **Ellen Kwarire** is responsible for Hospitality, Eco-/Cultural Tourist as well as logistics and public relations matters.
7. **Edah Mukona** is responsible for Finance, Production and Developmental matters.

13. **Legal Status**

The Trust shall be a body corporate and shall be capable of suing and being sued in its corporate name.

- (i) The liabilities of the Trust shall be limited to its assets and
- (ii) It shall enjoy perpetual succession and be capable at law of acquiring property and rights assuming and incurring obligations and suing and being sued in its name apart from the Trustees.
- (iii) It shall engage a firm of lawyers to assist it to carry out its legal obligations in line with the Trusts objectives.
- (iv) The Trust created and founded herein shall be for research and educational purposes of a public character in Zimbabwe.
- (iv) No member of the Trust shall have any rights in or the Trust property by his/her membership.

14. **Trust Fund**

There will be established a Trust Fund into which donations from established donors and other well wishers will be deposited including accretions thereto as hereinafter provided. The Fund is to be held in trust and utilized in furtherance of the objects of the Trust subject to further conditions hereinafter set forth.

15. **Membership**

- (i) Members of the Trust are current Trustees and any other person elected or appointed in terms of this Deed and any other member in addition thereto elected in terms of the amendment of this Deed as provided herein who are individual persons, but shall exclude group of persons, corporate or non-corporate.
- (ii) members of the Trust will be divided in the following categories
- (iii) *Founding members who shall be Founders as described herein before.*

Full/...

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- (ii) members of the Trust will be divided in the following categories
- (iii) Founding members who shall be Founders as described herein before.
- (iv) Full members shall be those members who have been described as Trustees herein above and who are not the Founders. Notwithstanding the foregoing, full membership shall be granted only at the discretion of the Founders.

Dissolution/....

16. **Dissolution**

The Trust shall have perpetual existence

- (i) At anytime it would be wound up and dissolved on the resolution supported by 75 % of the Trustees then in office.
- (ii) In the event of dissolution the Trustees shall dispose of the surplus assets of the Trust remaining after all obligations of the Trust have been met to any other objects similar to the objects of the Trust, or in a manner which in the opinion of the Trustees would further the interests of the Trust. Any surplus fund after all obligations have been met shall be distributed to Agricultural Institutions with the same or familiar objects with those of the Trust herein and shall be appointed or nominated by Ministry of Agriculture.

17. **Resources of the Trust**

The Trust Fund referred to in clause 14 and all other money and property of whatsoever kind whether the same shall be moveable or immovable, corporeal or incorporeal and wheresoever situate which may from time to time be received by the Trustees for the general purposes and objects of the Trust, whether received by way of subscriptions, donations, bequests, interests, rents, dividends or any other source shall be held by the Trustees in their absolute discretion where they deem fit and necessary for furtherance of the objects of the Trust.

Notwithstanding the provision of this clause, no distribution of profit may be made by members of the Trust.

18. **Vacation of Office**

The office of the Trust shall be vacated

- 18.1 If a Trustee resigns office by notice in writing addressed to the secretary of the Trust or the Trustees, or
- 18.2 If a Trustee becomes of unsound mind, insolvent or is in any other way incapable of managing his own affairs or is or becomes under legal disability affecting his legal capacity.
- 18.3 Immediately a vacancy in the office of the Trustee occurs and if thereby the number of Trustees is reduced below the prescribed minimum, the remaining Trustees shall forthwith appoint a Trustee to fill such vacancy which they shall be empowered to do notwithstanding the provision of the sub paragraph (b) hereof.

The/.....

- 18.3 Immediately a vacancy in the office of the Trustee occurs and if thereby the number of Trustees is reduced below the prescribed minimum, the remaining Trustees shall forthwith appoint a Trustee to fill such vacancy which they shall be empowered to do notwithstanding the provision of the sub paragraph (2) hereof.
- 18.4 The Board of Trustees shall in its discretion be entitled to dismiss any Trustee by two thirds of the Trustees acting together for any such reason they may deem valid in the circumstances. In which event such Trustee will no longer be regarded as a member of the board. No appeal shall lie from the decision of the Board in this regard, and such a decision shall be taken by a majority of the Trustees.

THUS DONE AND EXECUTED by the Appearer on the date aforementioned at Masvingo before the Legal Practitioner/Notary Public and in the presence of the undersigned witnesses.

1.

OSMOND MUGWENI
(FOUNDER)

AS WITNESSES

1.

Butari

2.

Osmond

As Witnesses/...

4. *Nyasha Pambirei*
NYASHA PAMBIREI
(TRUSTEE)

5. *KIT MUGWENI*
KUDZAI MUGWENI
(TRUSTEE)

6. *Ellen Kwarire*
ELLEN KWARIRE
(TRUSTEE)

7. *Edah Mukona*
EDAH MUKONA
(TRUSTEE)

AS WITNESSES

1. *B. Siwana* (*B. Siwana*)
2. *M. J. Mulana*

AS WITNESSES

1. *B. Siwana* (*B. Siwana*)
2. *M. J. Mukona*

AS WITNESSES

1. *B. Siwana* (*B. Siwana*)
2. *M. J. Mukona*

AS WITNESSES

1. *B. Siwana* (*B. Siwana*)
2. *M. J. Mukona*

BEFORE ME:

[Signature]

NOTARY PUBLIC