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REGISTERED AT BULAWAYO, ZIMBABWE
This 7TH day of August 2017
MA 0000234/2017
Registrar

PROTOCOL NO. 09/2017

NOTARIAL DEED OF TRUST

SOUND PROSPERITY ZIMBABWE FOUNDATION

KNOW ALL MEN WHOM IT MAY CONCERN

THAT on this the 20th day of July in the year of our Lord Two Thousand and Seventeen, before me;

SOLOMON MGUNI

Legal Practitioner and Notary public by lawful authority duly admitted and sworn and practicing as such in Bulawayo, Zimbabwe, personally came and appeared:

...../JABSON

G.F.C
J.M.
Em

JABSON MUTADZO

(Born 10th August 1982)

I.D No. 04-11810 H04

AND

GREYSON CHIPOTE

(Born 22nd March 1982)

I.D No. 59-062852 B03

(Hereinafter referred to as the Appearers)

AND THE APPEARERS DECLARED THAT:

WHEREAS Zimbabwe is a country that supports the programs and initiatives that hinge on sustainable economic, Social, environmental and Cultural Development.

AND WHEREAS Community development can be achieved by sourcing and luring development partners in wide areas of our Zimbabwean economy.

AND WHEREAS the Founders have recognized the need for an umbrella body that will coordinate the activities of the diverse disciplines, and mobilize resources to coordinate Community development in Zimbabwe.

AND WHEREAS the Founders wish to establish a FOUNDATION for the purposes of spearheading and coordinating activities to identify projects and source individuals or entities from all over the world willing to participate in Community based developmental projects in Zimbabwe.

NOW THEREFORE THESE PRESENTS WITNESSETH:

...../FORMATION

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1. **FORMATION OF FOUNDATION**

A FOUNDATION with the purpose and objects herein set out is hereby founded and established.

2. **NAME OF FOUNDATION**

The FOUNDATION hereby established shall be known as the "SOUND PROSPERITY ZIMBABWE FOUNDATION (SPZF)" ("the FOUNDATION").

3. **HEADQUARTERS**

The headquarters of the FOUNDATION shall be situated at No
2 Garden Court 14th Ave/
R. Mugabe Way, Bulawayo

4. **OBJECTIVES OF THE FOUNDATION**

- 4.1. To establish Prosperity Centers in Zimbabwe and provide the Rules and Regulations. <http://soundprosperity.org/prosperity-centers>
- 4.2. To source investors for Community projects from all over the world.
- 4.3. To identify areas in need of development
- 4.4. To positively influence development in various sectors of Zimbabwe's Industrial economy and lobby for Community involvement in those projects
- 4.5. To promote the participation of Communities in Public Private Partnerships.
- 4.6. To initiate Enterprise Development through initiating programs and projects that alleviates poverty among the Communities in Zimbabwe and provide jobs.
- 4.7. To create a fund that sponsors Communities projects in Zimbabwe.

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5. **LEGAL STATUS**

- 5.1. The FOUNDATION shall have perpetual succession and shall continue in existence notwithstanding any changes in the membership of the FOUNDATION.
- 5.2. It shall hold property distinct from its members.
- 5.3. No member of the FOUNDATION shall have any rights in or to the FOUNDATION's property by reason of his/her membership.

6. **FOUNDATION FUND**

The Founder irrevocably donates the sum of 1.000.000 SPURT Digital Currency. The funds of the FOUNDATION shall comprise the initial FOUNDATION Fund, together with any donations from donors, members and other well-wishers, including accretions thereto, which will be held as hereinafter provided. The FOUNDATION Fund is to be held in FOUNDATION and utilized in the furtherance of the objects of the FOUNDATION subject to the conditions hereinafter set forth.

7. **FOUNDERS AND TRUSTEES**

The following are the Founders and Trustees of the FOUNDATION at inception: -

IRENE SCHOOTS-HODDENBAGH
FOUNDER
 (Born 15th September 1944)
 Passport No. NXK590 FO7
 Switzerland

AND

CHARLES CHINDOVE
FOUNDER
 (Born 19th May 1966)
 I.D No. 08-442553 M80
 Zimbabwean

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AND

JAN JAAP VAN DER MOST
FOUNDER

(Born 9th October 1968)
Passport No. BD6B30L15
Netherlands

AND

JABSON MUTADZO
TRUSTEE

(Born 10th August 1982)
I.D No. 04-11810 H04
Zimbabwean

AND

GREYSON CHIPOTE
TRUSTEE

(Born 22nd March 1982)
I.D No. 59-062852 B03
Zimbabwean

8. APPOINTMENT OF MEMBERS OF TRUSTEES

- 8.1. The FOUNDATION shall be managed, administered and controlled by Board of Trustees who shall be referred to as the Board Members. The Board of Trustees shall consist of a minimum of three (3) Board Members and shall not exceed eight (8) Board Members.
- 8.2. The Board Members may appoint up to five (5) additional Board Members at the first Annual General Meeting or at any point thereafter.
- 8.3. The Founding Board Trustees shall, unless they elect otherwise, hold office for the duration of this FOUNDATION.
- 8.4. With the exception of the Founding Board Members, each Board Member shall hold office for a period of five (5) years from the date of his/her appointment.

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8.4.1. Each Board Member shall retire from office at the Annual General Meeting of the FOUNDATION coinciding with the expiry of his/her five (5) years in office or at the next Annual General Meeting of the FOUNDATION following this in the event, provided that the expiration of the five (5) years does not coincide with an Annual General Meeting of the FOUNDATION;

8.4.2. A retiring Board Member can be nominated for re-election;

8.4.3. Election to the Board Members shall be approved by the current Board Members at General Meetings.

9. **BOARD MEETINGS AND QUORUMS**

9.1. The quorum for all meetings of the Board Members shall be three (3) Board Members present.

9.2. The decisions of the Board Members shall be by a majority vote and the Chairperson shall have a casting vote.

9.3. The quorum for all financial decisions above \$10,000 shall be in writing by three (3) Board Member. Above \$100,000 shall be in writing by the Financial Advisor SPSO. To be included on abbrevs list

9.4. The quorum for appointment of all leading staff for Prosperity Centers shall be three (3) Board Members. This leading staff will be mentioned by names in the Addendum of the Rules and Regulations for the Prosperity Centers.

9.5. The Board shall otherwise be entitled to regulate the manner in which the meetings of the Board Members shall be conducted.

9.6. The Board Member shall, amongst themselves, elect a Chairperson and Secretary who shall hold such office for a period of no more than two (2) years from the date of their appointment to such position.

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The Chairperson and Secretary shall retire from office at the Annual General Meeting of the FOUNDATION following the expiration of their period in office.

The Chairperson and Secretary can be elected for re-appointment by the majority vote of the Board Member.

- 9.7. A Board Member shall vacate his/her office if he/she is absent, without leave of the Board Members, from three (3) consecutive meetings of the Board Member or is called upon to resign by a resolution adopted by at least two-thirds of the Board Member.

10. REMOVAL AND VACATION OF OFFICE

10.1A Board Member shall *ipso facto* vacate office if:

10.2 He/she is adjudged insolvent or compounds with his/her creditors;

10.3 He/she is convicted anywhere of theft, fraud, forgery or uttering a forged document, or perjury, and is sentenced therefore to imprisonment without the option of a fine or to a fine of any amount;

10.4 He/she is certified insane;

10.5 He/she resigns his/her office by notice in writing to the Chairperson of the Board Members;

10.6 He/she is removed by any competent court for misconduct from any office of the FOUNDATION;

10.7 An order is made under any Act disqualifying him/her from acting as a Board Member.

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11. APPOINTMENT AND REMOVAL OF PROSPERITY CENTER LEADERS, PERSONAL ACCOUNT MANAGERS, BUSINESS ACCOUNT MANAGERS AND KEY ACCOUNT MANAGERS

11.1 These positions are appointed by the Board Members after application for any of these functions. A contract with time frame will be set up.

12. POWERS OF THE FOUNDATION BOARD OF TRUSTEES

The Board of the foundation shall have the following powers:

- 12.1. to conduct and manage the affairs of the FOUNDATION,
- 12.2. to do everything in their discretion with full and plenary power and authority to do all such things and take all such steps as may appear to be necessary or desirable to give effect to the objects and intentions of the FOUNDATION hereby constituted and as may be necessary or incidental to the administration and control of the FOUNDATION;
- 12.3. to purchase, take on lease or, in exchange, hire or otherwise acquire rights in add immovable and movable property) or over any real and personal property, in particular any land, buildings, in consideration for such payment out of the FOUNDATION Fund or other assets of the FOUNDATION as may be agreed to by the Board and to construct, maintain and alter any buildings or erections necessary for the promotion of its objects;
- 12.4. to buy any property, only with funds available, for any project FOUNDATION wants to support or undertake.

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- 12.5. to amalgamate or affiliate, either wholly or partially, with any other Company, society, association, institution or body, whether incorporated or not, having objects similar to any of the objects of the FOUNDATION, and which is prohibited by its Constitution from distributing its profits or assets amongst its members and to take over, purchase or otherwise acquire all or any part of the property, assets or liabilities and engagements of such Company, society, association, institution or body with which it is proposed to amalgamate;
- 12.6. to open and operate banking and savings accounts and such other accounts as the Board Members may consider necessary and desirable and to make, accept, endorse, negotiate, execute and issue promissory notes, checks, bills of exchange and other negotiable instruments by and through the agency of such Board Member or Board Member and any other person as the Board may from time to time appoint to do all or any of these things;
- 12.7. to invest any moneys of the FOUNDATION in such investments or securities as the Board may choose whether nationally, regionally or internationally;
- 12.8. to accept and apply to the purpose and objects of the FOUNDATION any donation or bequest of money or property, in accordance with the terms of such donation or bequest, provided that such terms are in accordance with the aforesaid purposes and objects;
- 12.9. to provide funds out of the FOUNDATION to an agreed agent to manage the day to day operations of the FOUNDATION, in pursuance of the purposes and objects of the FOUNDATION;

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- 12.10. to revoke, amend or modify any of the rules for the administration of this Deed of FOUNDATION provided however that no such amendment or modification shall be in conflict with the terms of this Deed of FOUNDATION;
- 12.11. to pay out of the funds of the FOUNDATION to any Board Member for proven expenses incurred with the approval of the Board in and about the performance of duties imposed upon such Board Member by the FOUNDATION;
- 12.12. to indemnify all or any of the Board Member out of the funds of the FOUNDATION against any loss directly occasioned to such Board Member or Board Member in the *bona fide* exercise of the powers or performance of the duties cited herein, whether such loss be occasioned through entering into a contract authorized by the Board in pursuance of the purposes and objects of the FOUNDATION or through failure to perform such contract or through delictual liability inadvertently incurred by such Board Member or Board Member in the performance of acts approved by the Board, provided however, that no such indemnity shall extend to any liability incurred from the criminal acts of any Board Member or to loss occasioned through accident, happening to any such Board Member in and about the performance of his/her duties;
- 12.13. to enter into all such contracts as shall serve to further the purposes and objects of the FOUNDATION;
- 12.14. to prepare and adopt rules regulating the procedure and the manner in which the FOUNDATION will function;

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- 12.15. to cause a proper set of books and accounts to be kept relevant to the affairs of the FOUNDATION which books and accounts shall be audited annually by an Auditor to be appointed by the Board Members who shall have power to vary this appointment from time to time;
- 12.16. to call in, recover, collect and if necessary to sue for all loans or other moneys including rents, and the like, belonging to the FOUNDATION at any time whether invested by them or otherwise, and to foreclose bonds and if necessary to buy in securities;
- 12.17. to employ and pay out of the FOUNDATION any other person or other persons to do any act or acts including the receipt of moneys, although they or any of them could have done that act or these acts;
- 12.18. to delegate all or any of its powers to any Committee consisting of such Board Member or Board Member as it thinks fit. Any Committee so formed shall, in the exercise of powers so delegated, conform to any regulations that may be imposed upon it by the Board;
- 12.19. to, from time to time, expend such portion of the capital or income of the FOUNDATION as they may deem necessary for the preservation, maintenance and upkeep of any property belonging to the FOUNDATION and to demolish any buildings which in their opinion should be so dealt with and to erect new buildings on land belonging to or leased by the FOUNDATION;
- 12.20. to apply the capital and income of the FOUNDATION to the furtherance of the objects in such manner as the Board Member in their discretion may from time to time determine.
- 12.21. to enter into legal and binding agreement;

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- 12.22. to institute and defend proceedings at law and to proceed to the final end and determination thereof;
- 12.23. to do all such things and to sign, execute and to deliver all such Deeds, documents and papers as may be requisite, necessary or incidental to the due administration by and control of the FOUNDATION;
- 12.24. to appoint a coordinator, who is a Board Member and/or any such other person approved the Board, to undertake the day-to-day management and any other specified matters of the Board on its behalf;
- 12.25. to recover any expenditure incurred in the establishment and running of the FOUNDATION as may be approved from time to time by the Board Members, from the capital or income of the FOUNDATION;
- 12.26. to set up Rules and Regulations for the Prosperity Centers.

13. SECURITY

The Board Member shall not be required to give security for the due and faithful administration of the assets of the FOUNDATION and for the due discharge of their FOUNDATION, and any Master of the High Court or any corresponding or like official or officials having jurisdiction are hereby directed to dispense with such security.

14. RESOURCES OF THE FOUNDATION

The FOUNDATION Fund referred to in Clause 7 and all other money and property of whatsoever kind, whether the same shall be movable, corporeal or incorporeal, and whatsoever situate, which may from time to time be received by the Board Member for the general purposes and objects of the FOUNDATION,

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whether received by way of subscriptions, donations, bequests, interests, rents, dividends or any other source shall constitute the FOUNDATION Fund together with all income derived therefrom, and the FOUNDATION Fund shall be held by the Board Member upon FOUNDATION to apply both the capital and the income of the FOUNDATION as the Board Member in their absolute discretion think fit for the furtherance of the objects of the FOUNDATION.

15. **COSTS**

All costs incurred by the Board Members as well as other charges, expenses and disbursements incurred by them in or arising out of their administration of the FOUNDATION shall be a first charge on the FOUNDATION Fund and the income thereof and will be paid in SPURT.

To be incuded on abbvs list

16. **INDEMNITY OF BOARD MEMBER**

The Board Member shall not be personally liable for any loss which may be suffered or sustained by the FOUNDATION, nor shall they be responsible for the actions of any accountants, agents, attorneys or other persons or parties appointed by them.

17. **AMENDMENT OF FOUNDATION DEED**

This Deed of FOUNDATION may be amended at any time by a resolution passed by not less than two thirds (2/3) of the Board Members, which resolution must thereafter be ratified by the Founders.

18. **TERMINATION OF FOUNDATION**



The FOUNDATION may at any time be terminated by an affirmative vote of not less than two thirds (2/3) of the Board Members, which must
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thereafter be sanctioned by the Founding Board Members, in which event the affairs of the FOUNDATION shall be wound up and any surplus FOUNDATION RESOURCES shall be distributed to an organization approved by the Board Members and the Founders

THUS DONE AND SIGNED at BULAWAYO on the day, month and year first afore-written in the presence of the subscribing witnesses and of me, the said Notary:

AS WITNESSES:

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JABSON MUTADZO
TRUSTEE

AS WITNESSES:

1 
2 


GREYSON CHIPOTE
TRUSTEE

Before me:


NOTARY PUBLIC

