

DEEDS REGISTRY
15 10- 1992
BOTSWANA

REGISTERED IN THE DEEDS OFFICE
OF BOTSWANA
Under No. 55/92
This 15th Day of October 1992
REGISTRAR

NOTARIAL DEED OF TRUST

OF

DITSHWANELO
(THE BOTSWANA CENTRE FOR HUMAN RIGHTS)

Rahim Khan & Company

Attorneys, Notaries & Conveyancers

Ground Floor, Botsalano House.

P.O. Box 1884,

Gaborone,

Botswana.

Tel: (09267) 313739

Fax: (09267) 313020

Prepared by me,

Milena

Conveyancer/
Notary Public

POWER OF ATTORNEY

I, the undersigned,

ALICE MOGWE
(in my capacity as Secretary and being duly authorised hereto by
virtue of a Resolution of the Board of Trustees of Ditshwanelo
(The Botswana Centre for Human Rights) dated 9th day of July,
1992)

do hereby nominate, constitute and appoint

HILARY TAOLO NALEDI

with full power of substitution to be my lawful Attorney and
Agent in my name, stead and place to appear before Notary Public

MOEMEDI OTENG MODISANYANE/VINCENT KEBALPHE SEEMA

and there as then as my act and deed to sign the Notarial Deed
of Trust of Ditshwanelo (The Botswana Centre for Human Rights)
in terms of the draft Deed annexed hereto and authenticate all
alterations, additions and/or deletions in and to the said Deed
as may be necessary for the purpose of registration thereof and
generally to do whatsoever may be necessary to make the said Deed
as valid and effectual as I could do if personally present,
hereby ratifying all and whatsoever the said Attorney and Agent
shall lawfully do or cause to be done by virtue of these
presents.

Thus done and signed at GABORONE on the 9th day of July, 1992 in
the presence of the undersigned witnesses.

AS WITNESSES

1. *Sandile*

1. *Boerane*

Alice Mogwe
ALICE MOGWE

Protocol No 3/92

Seema
Notary Public

NOTARIAL DEED OF TRUST

OF

DITSHWANELO
(THE BOTSWANA CENTRE FOR HUMAN RIGHTS)

BE IT HEREBY MADE KNOWN THAT

On this 14th day of August in the year of our Lord One thousand nine hundred and ninety two, before me

VINCENT KEBAIPE SEEMA

Notary Public by lawful authority duly admitted and sworn and practising in Botswana and residing at Gaborone, in the presence of the undersigned witnesses personally came and appeared

HILARY TAOLO NALEDI

duly authorised thereto by virtue of a Power of Attorney dated 9th of July 1992, and granted to him by

ALICE MOGWE

and the Appearer declared that:

WHEREAS there exists a number of individuals in Botswana desirous of improving and expanding the general population's awareness and knowledge of human rights and legal matters related thereto, accessibility to affordable legal assistance and strengthen on going activities and facilitate new initiatives in the field of human rights.

/And

Protocol No 3/92

M Seema
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/And

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- AND WHEREAS it is desirable to establish a national Trust to promote this endeavour;
- AND WHEREAS it is desirable that such a Trust be created with perpetual succession and that it's objects be set forth and powers and duties of the Trustees be defined;
- AND WHEREAS it is desirable that such a Trust should be able to collect monies, own land and have a legal personality of it's own;
- AND WHEREAS it is proper that all funds raised and assets held shall be available for the aforesaid purpose and should be vested in the Trustees and administered by them in terms of the Deed of Trust;
- AND WHEREAS it is desirable to register such a Trust according to the laws of the Republic of Botswana;
- AND WHEREAS it is desirable to record what has been agreed upon

NOW THEREFORE THESE PRESENTS WITNESSETH:

1. ESTABLISHMENT

There shall be established a Trust to be known as the
DITSHWANELO (THE BOTSWANA CENTRE FOR HUMAN RIGHTS),
hereinafter referred to as "the Trust."


2. DEFINITIONS AND INTERPRETATION

In this Deed, unless the context requires otherwise, the following words and expressions shall have the meaning ascribed to them herein:

- 2.1 "Board" shall mean the Board of Trustees for the time being created in terms of this Trust and it's successors.
- 2.2 "Financial Year" shall mean the period of twelve months from 1st July to 30th June.
- 2.3 "Trustees" shall mean the Trustees appointed in terms of this Deed for the time being and their successors.

/2.4 'Members....

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2.4 "Members" shall mean the members of the Trust appointed in terms of Article 4 of this Deed.

2.6 The singular shall include the plural and vice versa.

2.7 "Trust" shall mean the Botswana Human Rights Centre Trust as established by this Deed.

3. OBJECTS

The objects for which this Trust is created shall be;

3.1 To increase the general population's awareness and knowledge of human rights and legal matters related thereto,

3.2 To improve the general population's access to affordable legal assistance according to their needs

3.3 To strengthen on going activities and facilitate new initiatives in the field of human rights,

3.4 To improve and expand facilities for legal assistance to the general public.

4. MEMBERSHIP

4.1 Membership of the Trust, or the right to nominate a representative member as the case may be, shall be open to any person, firm, corporation, or other body of persons desirous of promoting the objects of the association.

4.2 Every application for election as a member shall be in writing signed by the applicant, or in the case of a corporation or incorporated body, by some duly authorised person. Such application shall be form as may from time to time be prescribed by the Board and the signature thereof on behalf of the applicant shall be deemed to be agreement by the applicant, if elected, to be bound by the provisions of the Trust, and by any regulations made from time to time by the Trustees.

/4.3 The ...

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- 4.3 The right of election to membership shall be vested in the Board, and the Board, which might make regulations for this purposes, shall have power and authority to refuse any application for membership without assigning any reason for such refusal; provided that the Board shall report any such refusal to the next following Annual General Meeting for ratification by the members. If the membership declines by simple majority to ratify refusal of membership, the applicant shall become a member.
- 4.4 The Board, or any ten fully paid up members, shall have the power to nominate persons as Honourary Members of the Trust. The names of such member shall be reported at the next Annual General Meeting for election. Such members shall be exempt from the payment of subscriptions. Patrons may be appointed on the same basis.
- 4.5 Each member shall be entitled to one vote at General Meeting, provided they are in good financial standing with Trust.

5. SUBSCRIPTIONS

- 5.1 Every member of the Trust except a Life Member of Honourary Member or Patron shall pay an annual subscription of such an amount as the association in General Meeting may from time to time determine.
- 5.2 All annual subscriptions shall be payable in advance on or before the first day of August each year.
- 5.3 A member whose subscription is unpaid after the last day of October in any year shall not be entitled to receive the notices or publications of the Trust nor to exercise any of the rights or privileges of membership.

6. RESPONSIBILITIES OF TRUSTEES

- 6.1 The management of the Trust shall be vested in the Board of Trustees which may appoint competent full-time personnel to provide for the sound management of the Trust, and shall ensure that such officers report regularly to the Board on the operational and financial activities of the Trust.

/6.2 Trustees...

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- 6.2 Trustees shall be expected to attend regularly meetings of the Board, to endeavour to keep informed on the activities of the Trust, and to endeavour to keep the public accurately informed of such activities.
- 6.3 Trustees shall be expected to protect the interests of the Trust to the best of their abilities. They shall at all times disclose any interest whether it be pecuniary, financial, direct or indirect, which they may have in any company or juristic persona which may contract or otherwise deal with the Trust, or with any company or other juristic persona owned, operated, or controlled by the Trust. Provided that such disclosure is in full, and providing the Trustees approve of same, a Trustee shall not be disqualified thereafter for possession of such interest or in respect of profit therefrom, provided that where a Trustee has an interest in any matter, he/she shall not be entitled to vote on any decision concerning such matter.
- 6.4 Trustees shall receive, consider and review financial and operating reports of the Trust.
- 6.5 Trustees shall ensure that adequate books and records of the financial and operational activities of the Trust are maintained.
- 6.6 Trustees shall cause to be made in books provided for the purpose, or kept on file, minutes recording.
- 6.7 All appointments of officers and personnel other than non-salaried personnel made by the Trust.
- 6.8 The names of Trustees present at each meeting of the Board, or of any committee of the Board.
- 6.9 All resolutions and proceedings of all meetings of the Board and any committee of the Board.
- 6.10 Trustees shall cause to be circulated to all members of the Board copies of minutes of its meetings and resolutions or recommendations of the Board.

/7. Powers....



7. POWERS OF TRUSTEES

The Board of Trustees shall have the power in furtherance of the objects of the Trust to :

- 7.1 Select, appoint, or dismiss, personnel of the Trust, set their remuneration and establish conditions of service.
- 7.2 Approve or reject operational plans and proposals submitted by staff, and to direct staff on all matters of policy.
- 7.3 Entrust or confer upon executive personnel from time to time, for the time being, such of the powers and authorities vested in them as they deem fit, and may confer such powers or authorities for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think expedient; and they may confer such powers and authorities either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the Trustees, and may from time to time revoke or vary all or any such powers and authorities.
- 7.4 Appoint sub-committees either from amongst their members exclusively, or including non-members and shall be entitled to :
 - 7.4.1 Determine what the duties, rights and obligations of such committees shall be ;
 - 7.4.2 Delegate to such committees those powers it deems necessary.
 - 7.4.3 Delegate control of such of their finances and other resources that they in their discretion shall deem suitable for use by such sub-committees in pursuit of the objects of the Trust.
 - 7.4.4 Convene General Meetings.
 - 7.4.5 To purchase, take on lease or in exchange, hire or otherwise acquire any movable and immovable property which may be deemed necessary or convenient for any of the purposes of the Trust and to sell, exchange, mortgage, change, turn on account, dispose of, and deal with property and rights of all kinds.

/7.4.6 Accept...

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- 7.4.6 Accept any gift of, or otherwise acquire and hold, any funds or property whatsoever whether movable or immovable, and whether or not subject to any special trust for one or more of the objects of the Trust.
- 7.4.7 To invest the funds of the Trust from time to time in such investments or assets or other securities as the Trustees may in their entire discretion deem fit, bearing in mind the desirability of investing such funds within the Republic of Botswana.
- 7.4.8 The Trustees shall have power from time to time to change and vary any investments and to reinvest in any other asset or investment.
- All or any investments may be registered either in the name of the Trust, or in the names of nominees of the Trust.
- 7.4.9 To open bank accounts in the name of the Trust and to operate such accounts by way of deposits and withdrawals as may be necessary for the proper conduct of the financial affairs of the Trust; all cheques, promissory notes, bills of exchange and other documents which may be required in connection with any bank accounts opened by the Trust, or for the financial administration of the Trust shall be signed on behalf of the Trust by such persons as may from time to time be appointed under resolutions of the Trustees.
- 7.4.10 From time to time, if necessary, to borrow by way of overdraft or loan for the purposes of the Trust or, if necessary, to pledge any of the Trust's assets as security for such loans.
- 7.4.11 To use, lend, or donate any monies accruing to the Trust for the purpose of implementing the objects of the Trust.
- 7.4.12 To engage in trade, the manufacture of goods, the provision of service, and the implementation of such projects as may be related to the objects of the Trust.

/7.4.13 To...



- 7.4.13 To provide facilities for the preparation, presentation, or discussion, recording, or publication of papers, journals, treaties, audio-visual materials or other works relevant to the objects of the Trust.
- 7.4.14 To conduct research relevant to the objects of the Trust.
- 7.4.15 To employ staff, consultants, or agents, whether full-time, part-time, paid or unpaid.
- 7.4.16 To act as a lobby group, organise campaigns, educational programmes, or competitions, issue press releases and take other steps to promote public awareness of the Trust, its objects, and activities.
- 7.4.17 To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Trust or its officers, or otherwise concerning the affairs of the Trust; to compound and allow time for payment or satisfaction of any debts due to the Trust, and of any claims or demands by or against the Trust.
- 7.4.18 To form and have registered a joint stock company or any other suitable juristic person for the purpose of holding the investments of the Trust from time to time as deemed necessary, or for any other purpose relevant to the objects of the Trust.
- 7.4.19 The Trust shall have the power to perform any other acts, make any such payments and enter into any other such arrangements as may be required to benefit the objects of the Trust.

8. FINANCIAL MANAGEMENT

- 8.1 The Trustees shall cause proper books of accounts to be kept in accordance with accepted accounting procedures.


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- 8.2 The books of account shall be kept at the Head Office of the Trust, or at such place or places as the Trustees deem fit, and shall always be open to inspection by any Trustee.
- 8.3 The Financial Year of the Trust shall end on 30th June of each year and a balance sheet shall be drawn annually on that date.
- 8.4 Audited accounts shall be presented to the members at the Annual General Meeting.
- 8.5 A copy of all accounts to be presented at the Annual General Meeting together with a copy of the Auditor's Report shall be sent to all members, not less than ten days before the date of the Annual General Meeting.
- 8.6 The income and assets of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust, and no portion thereof shall be paid or transferred directly or indirectly by way of payment, bonus, dividend, or otherwise howsoever to the Members of the Trust or the Trustees; provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust in return for service rendered to the Trust, nor prevent the payment of reasonable expenses incurred by any officer, Member, or Trustee incurred on behalf of the Association.
- 8.7 Membership of the Trust does not and shall not give any Member any right, title, interest, claim, or demand on or to any of the monies, property, or assets of the Trust.
- 8.8 The liability of members shall be limited to the amount of their annual subscriptions.
- 8.9 Every Trustee shall be indemnified by the Trust against, and it shall be the duty of the Board out of any funds of the Trust to pay, all costs, losses and expenses which any Trustee may incur or become liable to by reason of any contract entered into or, or deed done by him/her, in any way in the discharge of his/her duties.

/9. Limitation.....



9. LIMITATION OF LIABILITY

9.1 No Trustee shall be liable for the acts, receipts, neglects, or defaults of any other Trustee or officer or Member or servant of the Trust, or for joining in any receipt or other act for conformity or for loss or expense happening to the Trust through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Trust or for the insufficiency or deficiency of any security in or upon which any of the monies of the Trust shall be invested or for loss or damage arising from the insolvency or for the tortious act of any person with whom any monies securities or effects shall be deposited or for the loss or damage occasioned by any error of judgement or oversight on his part or for any other loss damage or misfortune whatsoever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same happen through his/her own fraud dishonesty or criminal negligence.

9.2 No Trustee shall be obliged to give security to any person whatsoever for the due administration by them of the Trust.

10. SHAREHOLDINGS

10.1 If it becomes necessary to appoint a nominee to hold shares, stock, or debentures on behalf of the Trust, a nominee shall be appointed by the Board of Trustees from amongst its members.

10.2 The nominee shall sign a Share Transfer Form, leaving blank the space for the signature of the Transferee.

10.3 The nominee shall sign a Declaration of Trust, acknowledging that the shares are held on behalf of the Trust which is the bona fide owner, that they are registered in his name for convenience only, and that he shall authorise the Secretary of the Company to pay all dividends on the said shares to the Trust.

10.4 The Share Certificate, Share Transfer Form and Declaration of Trust shall be kept in a safe place, either at the Trust's Head Office or with the Company Secretary of the relevant Company.

/11. Composition...

11. COMPOSITION OF THE BOARD OF TRUSTEES

The Board of Trustees shall consist of :

- 11.1 Ex-officio the Chairperson, Vice-Chairperson, Secretary and Treasurer, as elected at the Annual General Meeting.
- 11.2 Up to eight members in addition to the ex-officio members elected at the Annual General Meeting.
- 11.3 Up to three members co-opted by the Board of Trustees and shall hold office up to the term ending as in the case of the existing Board.
- 11.4 The Board of Trustees shall hold office from one Annual General Meeting to the next and all elected members shall be eligible for re-election. In the event that there is no annual general meeting Board to continue until Annual General Meeting is actually held.
- 11.5 The first Trustees shall be :

Ms Ruth Motsete
Mrs Eileen Ndolvu
Mr Phillip Makgalemele
Mr Rahim Khan
Professor Peter Takirambudde
Mr Rampholo Molefhe
Ms Joyce Andersen
Mr Michael Dingake
Mr David Inger

and the Appearer declared that :

WHEREAS there exists a number of individuals in Botswana desirous of improving and expanding the general population's awareness and knowledge of human rights and legal matters related thereto, accessibility to affordable legal assistance and strengthen on going activities and facilitate new initiatives in the field of human rights.

12. RESIGNATION, DISQUALIFICATION AND VACANCIES ON THE BOARD

- 12.1 Trustees may resign by giving thirty days notice in writing of their intention to do so.

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- 12.2 Membership of the Board of Trustees shall be automatically terminated.
- 12.3 Upon the death of the Trustee.
- 12.4 By declaration of a committee of competent jurisdiction that the member is insane or of unsound mind or judgement.
- 12.5 Upon a declaration of a Court of competent jurisdiction that he/she is insolvent.
- 12.6 Upon being convicted of a criminal offence or misdemeanour punishable by imprisonment without theption of a fine.
- 12.7 Upon becoming a full time paid employee of the Trust.
- 12.8 Upon failure to attend three consecutive Board meetings without apology or without reasonable grounds for such absence having been given to, and accepted by, the Board.
- 12.9 Upon a finding by at least two-thirds of the Trustees present at a duly convened meeting that there has been gross impropriety in the conduct of the Trustee which conduct would include, but not be limited to, a failure of disclosure of interest, mis-management of Trust assets, conduct detrimental to the general purposes and interest of the Trust, or the engagement by the Trustee in any trade or pursuit which, in the opinion of the Board, is of such a nature as to bring the name of the Trust into disrepute.
- 12.10 No Trustee shall be entitled to vote at any meeting unless all monies payable by him/her to the Trust have been paid.

13. ADDRESS OF NOTICE

- 13.1 A notice may be given by the Secretary or any officer appointed by him to any Trustee personally, or by sending it through the post in a prepaid letter addressed to such a Trustee at the address supplied by him/her.

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- 13.2 Any notice, if given by post, shall be deemed to have been served at the time when the letter containing the same is posted and in proving the delivery of a notice sent by post it shall be sufficient to show that the letter containing the notice was properly addressed and posted.

14. RULES OF PROCEDURE FOR THE BOARD OF TRUSTEES

- 14.1 The Chairperson or in his/her absence the Vice-Chairperson, shall preside as Chairperson of every meeting of the Board or, if neither is present, the members of the Board shall choose one of their number to act as Chairperson for that meeting.
- 14.2 Any two ex-officio members together with any three other members shall constitute a quorum at the beginning of a meeting of the Board of Trustees; and the whole proceedings of any meeting properly constituted shall be valid.
- 14.3 Each Member of the Board, including co-opted members shall have one vote. No proxy or postal votes will be accepted. All issues put to the meeting by the Chairperson will be decided by a simple majority and in the event of an equality of votes the Chairperson shall be entitled to a second casting vote.
- 14.4 The Board shall meet at least three times per year.
- 14.5 The Chairperson shall be responsible for ensuring that all Trustees receive a written invitation to all meetings, to be posted at least fifteen days before the meeting, except that emergency meetings called at seven days notice may be permissible with the prior approval of not less than a simple majority of Trustees.

15. ANNUAL GENERAL MEETINGS

- 15.1 The Annual General Meeting of the Trust shall be held every year at such a time (within a period of not more than six months after the end of the Financial Year) and place as may be determined by the Board.

/15.2 Notice...

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- 15.2 Notice of the date, time and place of the Annual General Meeting shall be despatched to all members at least thirty days before the date of such a meeting.
- 15.3 The business of the Annual General Meeting shall be;
- 15.4 To read and confirm the minutes of the Previous Annual General Meeting and of any Special General Meeting held during the year.
- 15.5 To receive the Report of the Chairperson of the Board for the year.
- 15.6 To receive a statement of the financial position of the Trust, including audited financial statements and an audited balance sheet.
- 15.7 To consider and vote upon any alteration or addition to the Deed of Trust of which due notice has been given.
- 15.8 To elect office bearers and other members of the Board for the ensuing year.
- 15.9 To transact such other business as normally forms part of the functions of an Annual General Meeting.
- 15.10 Nominations for office bearers shall be made by members of good financial standing and shall reach the Secretary not less than forty-eight hours before the Annual General Meeting.
- 15.11 The four officer bearers and up to five other Trustees shall be elected by a majority vote of those present and shall be by a show of hands or by ballot, at the discretion of the Chairperson, unless a ballot is demanded by not less than one-third of those present and entitles to vote.
- 15.12 Proxy or postal votes shall reach the Secretary not later than eight a.m. on the day on which the meeting is to take place.

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- 15.13 The Rules for the conduct of the Annual General Meeting shall be as follows :
- 15.13.1 The Annual General Meeting shall be chaired by the Chairperson of the Board or another Trustee nominated by him/her.
 - 15.13.2 The quorum for the Annual General Meeting shall be thirty per cent of the total Membership entitled to vote at such meetings.
 - 15.13.3 Should the requisite number of members to compromise a quorum not be present or represented by written proxy within forty-five minutes of the hour fixed for the start of the Annual General Meeting, the Meeting in question shall stand adjourned until a date to be agreed at that Meeting. At the Annual General Meeting following the members present, regardless of number shall constitute a quorum.
 - 15.13.4 Should any Annual General Meeting stand adjourned by virtue of Articles 15.13.3. or otherwise, the adjourned Meeting shall be held not more than twenty-one days after the date of the original Annual General Meeting. Notice of the time, date and place of such an adjourned Meeting shall be despatched to all members not more than seven days after the date of the original Annual General Meeting.
 - 15.13.5 The quorum of such adjoined meeting shall be fifteen per cent of the total membership entitled to vote at such meeting's.

16. SPECIAL GENERAL MEETINGS

- 16.1 A Special General Meeting may be called by the Board of Trustees whenever it may deem fit; but it must call one within thirty days of the receipt of a request in writing signed by not less than ten members of the Trust entitled to vote.
- 16.2 Notice of the time, date, place and business of such a Special General Meeting shall be despatched to all members at least fifteen days before the meeting.

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16.3 A Special General Meeting shall be competent only to deal with the particular business of which due Notice has been given.

16.4 The Rules for the conduct of Special General Meetings shall be the same as in Article 15.13 .

17. COLLECTIVE ACTION WITHOUT MEETING

17.1 Any action that may be taken by the Board of Trustees in terms of this Deed of Trust may be taken without formal meeting if at least eight of the voting Trustees shall individually or collectively consent in writing to such an action, providing that all Trustees have been informed in writing of the proposed action. Such written consent or consents shall have the same force and effect as if the action had been agreed on at a properly convened meeting of the Board of Trustees.

17.2 Any action that may be taken by the Membership of the Trust in terms of this Deed of Trust, including amendment or dissolution of the Trust, may be taken without formal meeting if at least half of the Members entitled to vote shall individually or collectively consent in writing to the proposed action. Such written consent or consents shall have the same force and effect as if it had been agreed on at a properly convened Special General Meeting.

18. DISCIPLINE

18.1 The Board of Trustees shall have the power to draw a code of conduct to which all members of this Trust shall be subject.

18.2 Any member of the Trust who contravenes any of the provisions of the Code of Conduct shall be liable to disciplinary action as provided under the Code of Conduct.

18.3 Depending on the offence committed by a member, the following penalties or any of them or any combination of them may be imposed by the competent authority within the Trust; to wit :

/18.3.1 Simple...

- 18.3.1 simple warning or caution ;
 - 18.3.2 reprimand verbal or written ;
 - 18.3.3 demotion in office in the Trust ;
 - 18.3.4 suspensions from office or function in the Trust ;
 - 18.3.5 debarring from holding office in the Trust ;
 - 18.3.6 suspension from membership of the Trust and ;
 - 18.3.7 expulsion from the Trust.
- 18.4 The code of conduct shall provide for the disciplinary procedures to be followed in the enforcement of this Code of Conduct, which procedures shall ensure that the basic principals of natural justice are embodied therein.

19. AMENDMENT OF DEED OF TRUST

- 19.1 The provisions of this Deed of Trust may save as hereinafter provided be amended or added to, in a manner not inconsistent with any of the other provisions of this Deed provided that:
- 19.1.1 Details of the proposed amendment or revision are circulated in writing to all members.
 - 19.1.2 A simple majority of members present at a duly convened Annual General Meeting or Special General Meeting approve any amendment or revision, or
- 19.2 Where it is sought to amend or revise the objects for which this Trust is established, any such amendment or revision must be approved by a two thirds majority of members present at a duly convened Annual General Meeting or Special General Meeting.

/20. Dissolution

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20. DISSOLUTION OF TRUST

19.1 In the event that the Members decide to dissolve the Trust, and provided that they are satisfied that it is just and equitable that the activities of the Trust shall cease, any funds or assets standing to the credit of the Trust shall be paid and distributed amongst such organisations as the Trustees at their discretion deem suitable, provided that the objects of these organisations shall be to enhance in some manner the general welfare and development of the inhabitants of Botswana.

19.2 Before any decision to dissolve the Trust can be made :

19.2.1 At least thirty days written notice must be given to all Members.

19.2.2 At least a simple majority of Members must agree on such a dissolution at a duly convened Special General Meeting, or

20. BOTSWANA LAWS TO APPLY

This Deed of Trust and everything herein mentioned shall be construed to have effect in all respects as a Deed of Trust based on the Laws of Botswana, and the provisions of this Deed shall operate in accordance with such laws, and the Courts of Botswana shall have exclusive jurisdiction to determine all questions or matters relating to this Deed of Trust or arising out of it.

AND THE APPEARER acting under and by virtue of the aforesaid Power of Attorney granted to her by her principals did q.q. declare on behalf of the Trustees to accept appointment in the terms and conditions thereof.

/Thus

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THUS DONE AND EXECUTED AT GABORONE on the 14TH day of AUGUST 1992 aforewritten in the presence of the undersigned witnesses and of me, the said Notary.

AS WITNESSES :

1. *Bathole*

[Signature]

BEFORE ME

2. *[Signature]*

[Signature]

NOTARY PUBLIC

KEBAIPE VINCENT SEEMA
ATTORNEY-AT-LAW
NOTARY PUBLIC CONVEYANCER
COMMISSIONER OF OATHS

