THE 100 ESTATE HOME OWNERS ASSOCIATION CONSTITUTION

Version 1.0

PREAMBLE

The Home Owners Association ("the HOA") is established to own, administer, manage and maintain the common property, infrastructure, utilities and shared assets of The 100 Estate for the collective benefit of its Members.

The Association shall promote a safe, sustainable, financially responsible and harmonious community while preserving the Estate's unique character as an exclusive retirement lifestyle development.

This Constitution shall govern the affairs of the HOA and shall bind every Member, owner, resident, tenant, successor in title and occupier of property within The 100 Estate.

The HOA shall act in accordance with the laws of Zimbabwe and the principles of good governance, transparency, accountability and procedural fairness.

ARTICLE 1

NAME

The Association shall be known as:

The 100 name change to local language in keeping with original group aims i.e. Zana Estate Home Owners Association

("The HOA")

ARTICLE 2

REGISTERED OFFICE

The registered office of the HOA shall be situated within Zimbabwe at such address as determined by the Board. The Members shall be notified of any changes of the registered office within 60 days.

ARTICLE 3

OBJECTIVES

The objectives of the HOA are to:

- administer the Estate in the interests of all Members;
- preserve and enhance property values;
- maintain all common property and shared infrastructure;
- manage agricultural assets and commercial operations;
- operate security services;
- Develop and maintain roads, utilities and recreational facilities;
- encourage sustainable environmental practices and protect environmental resources;
- preserve the retirement lifestyle of the Estate;
- Raise and manage maintain adequate reserve funds;
- ensure transparent governance and financial accountability;
- Ensure compliance with statutory obligations; and
- Promote health and safety within the Estate

ARTICLE 4

LEGAL STATUS

The HOA shall exist as a legal entity via a limited company capable of:

- owning property;
- entering contracts;
- employing staff;
- borrowing funds where authorised;
- instituting or defending legal proceedings;
- collecting levies and other charges.

A Member's liability shall be limited to the payment of levies, special levies, charges, penalties and any other financial obligations lawfully imposed in accordance with this Constitution and the Estate Rules.

ARTICLE 5

MEMBERSHIP

Membership shall automatically attach to ownership of a residential property within The 100 Estate.

Membership may not be separated from ownership.

Upon transfer of ownership, membership shall automatically transfer to the new registered owner.

Membership should only commence after: Completion of member registration forms, payment of initial amount and successful completion of verification of identity checks.

ARTICLE 6

RIGHTS OF MEMBERS

Members shall have the right to:

- attend General Meetings;
- vote on HOA matters;
- inspect annual unaudited and audited financial statements, including request copies of budgets ;
- nominate Directors;
- stand for election to the Board;
- use common facilities in accordance with Estate Rules;
- receive notices and reports issued by the HOA;
- Request special meetings where sufficient support exists

ARTICLE 7

OBLIGATIONS OF MEMBERS

Members shall:

- comply with this Constitution;
- comply with all HOA Rules;
- pay all levies and charges;
- maintain their properties and help maintain common infrastructure.;
- respect neighbouring residents;
- permit reasonable access for maintenance of shared services;
- support the objectives of the Estate;
- Maintain insurance of their properties;
- Comply with statutory requirements;
- Notify the HOA of changes in ownership or occupancy

Owners remain responsible for the conduct of:

- tenants;
- family members;

- employees;
- contractors;
- visitors.

ARTICLE 8

VOTING

Each property shall be entitled to one vote.

Where a residential property is owned jointly, the joint owners shall nominate one person in writing to exercise the vote on behalf of all joint owners. In the absence of such nomination, no vote may be exercised in respect of that property.

A Member whose account is in arrears by more than sixty (60) days in respect of any levy or other amount lawfully due and payable to the HOA shall not be entitled to vote at any General Meeting until all outstanding amounts have been paid.

Voting may be conducted:

- in person;
- by proxy in the prescribed form;
- Electronically, where authorised by the Board; or
- By any other secure voting method approved by the Board.

ARTICLE 9

GENERAL MEETINGS

An Annual General Meeting ("AGM") shall be held once during each financial year.

Business shall include:

- approval of annual accounts;
- presentation of the annual report;
- election of Directors;
- approval of budgets;
- appointment of auditors;
- consideration of Member resolutions.

Special General Meetings ("SGMs") may be called by:

- the Board; or
- Members representing at least twenty percent (20%) of voting rights.

ARTICLE 10

QUORUM

A quorum shall consist of Members representing at least fifty percent (50%) of voting rights.

If a quorum is not achieved within thirty minutes, the meeting shall be adjourned to a date determined by the Board.

ARTICLE 11

BOARD OF DIRECTORS

The affairs of the HOA shall be managed by a Board consisting of not fewer than five (5) and not more than nine (9) Directors.

The Board shall include, where possible, expertise in:

- finance;
- law;
- engineering;
- agriculture;
- construction;
- healthcare;
- Governance.
- Real estate

Directors shall serve for terms of three (3) years.

Approximately one-third of Directors shall retire each year and shall be eligible for re-election.

ARTICLE 12

POWERS OF THE BOARD

The Board shall have authority to:

- administer the Estate;
- enforce HOA Rules;
- approve budgets;
- appoint and dismiss staff;
- appoint the Estate Manager;
- establish committees;

- enter contracts and business arrangements;
- manage investments;
- determine operational policies;
- impose fines authorised by the Rules;
- manage the commercial orchard;
- maintain utilities and infrastructure.
- provide important updates to members and facilitate meetings when appropriate.

The Board shall always exercise its powers in the best interests of the Members collectively.

ARTICLE 13

BOARD MEETINGS

The Board shall meet at least quarterly.

Five Directors shall constitute a quorum unless the Board determines otherwise.

Board decisions shall be made by simple majority.

The Chairperson shall have a casting vote where votes are equal.

ARTICLE 14

OFFICE BEARERS

The Board shall elect from among its members:

- Chairperson;
- Deputy Chairperson;
- Treasurer;
- Secretary.

The Board may appoint an Executive Committee to deal with urgent matters between Board meetings.

ARTICLE 15

COMMITTEES

The Board may establish standing committees including:

- Architectural Review Committee;
- Finance Committee;
- Agricultural & Environmental Committee;

Committees shall report directly to the Board.

ARTICLE 16

ESTATE MANAGER

The Board may appoint an Estate Manager.

The Estate Manager shall be responsible for:

- daily operations;
- supervision of staff;
- implementation of Board decisions;
- contractor management;
- maintenance coordination;
- security liaison;
- resident communications.

The Estate Manager shall report directly to the Board.

ARTICLE 17

FINANCE

The Board shall prepare an annual operating budget.

The HOA shall maintain:

- operating accounts;
- reserve funds;
- capital replacement funds;
- Investment policy for reserve funds;
- emergency contingency funds.

Independent audited financial statements shall be prepared annually.

The financial year shall end on a date determined by the Board.

ARTICLE 18

ORCHARD REVENUE

Income generated from commercial agricultural operations shall be applied in the following order:

1. Estate security
2. Utilities
3. Infrastructure maintenance
4. Staff salaries
5. Insurance
6. Reserve funds
7. Capital replacement
8. Community improvements
9. Surplus distributions where approved by Members

No Member shall have an automatic entitlement to annual dividends.

Distribution shall depend upon financial performance and Board recommendation approved by Members.

ARTICLE 19

LEVIES

The Board shall determine annual levies sufficient to meet the financial obligations of the Estate.

Special levies may be approved where extraordinary expenditure becomes necessary.

Members shall pay levies by the due date determined by the Board.

Interest may be charged on overdue amounts.

ARTICLE 20

RESERVE FUNDS

The HOA shall maintain adequate reserves for:

- roads;
- water infrastructure;
- solar systems;

- security equipment;
- recreational facilities;
- buildings;
- future capital expenditure.

Reserve funds shall not be used for ordinary operating expenses except in emergencies.

ARTICLE 21

INSURANCE

The HOA shall insure common property and communal assets against appropriate risks.

Members shall insure their own residences and household contents.

ARTICLE 22

DISPUTE RESOLUTION

Members agree that disputes should first be resolved through:

1. informal discussion;
2. mediation;
3. Board determination;
4. arbitration.

Court proceedings should be used only after reasonable attempts at alternative dispute resolution.

ARTICLE 23

ETHICS AND CONFLICTS OF INTEREST

Directors shall:

- act honestly;
- disclose conflicts of interest;
- avoid personal gain from HOA decisions;
- maintain confidentiality where appropriate;
- exercise reasonable care and diligence.

Directors with conflicts shall abstain from voting on affected matters.

ARTICLE 24

INDEMNITY

Directors, officers and employees acting honestly and in good faith shall be indemnified by the HOA against claims arising from the lawful performance of their duties.

This indemnity shall not extend to fraud, gross negligence, reckless conduct, bad faith, criminal offences, wilful misconduct or knowing breach of the Constitution.

ARTICLE 25

RECORDS

The HOA shall maintain, electronically or manually, for a period of at least 7 years:

- membership register;
- financial records;
- Board minutes;
- committee reports;
- contracts;
- architectural approvals;
- insurance records.

Members may inspect records upon reasonable notice, subject to privacy and confidentiality requirements.

ARTICLE 26

RULES

The Board may adopt, amend and repeal Estate Rules relating to:

- security;
- architectural standards;
- environmental management;
- use of common facilities;
- construction;
- parking;

- pets;
- agricultural operations;
- utilities.

New Rules shall be circulated to Members at least fourteen (14) days before taking effect.

Rules shall not conflict with this Constitution.

ARTICLE 27

AMENDMENTS TO THE CONSTITUTION

This Constitution may only be amended by Special Resolution.

A Special Resolution shall require approval by not less than seventy-five percent (75%) of all Members Notice of proposed amendments shall be circulated at least twenty-one (21) days before the meeting.

ARTICLE 28

DISSOLUTION

The HOA may only be dissolved where required by law or by unanimous resolution of all Members.

Upon dissolution, all assets shall first satisfy the liabilities of the HOA.

Remaining assets shall be distributed in proportion to ownership interests unless otherwise required by law.

ARTICLE 29

GOVERNING LAW

This Constitution shall be governed by and interpreted in accordance with the laws of Zimbabwe and nothing in this Constitution authorises conduct contrary to the laws of Zimbabwe.

ARTICLE 30

GUIDING PRINCIPLES

In administering the Estate, the Board and Members shall always seek to uphold the following principles:

- Integrity
- Respect
- Transparency
- Financial Prudence
- Environmental Stewardship
- Community Harmony
- Security
- Sustainability
- Excellence

These principles shall guide the interpretation of this Constitution wherever ambiguity exists.