

Zimbabwe

Companies and Associations Trustees Act Chapter 24:04

Legislation as at 31 December 2016

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Companies and Associations Trustees Act Chapter 24:04

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AN ACT to remove doubts as to the ownership of immovable property held in trust for unincorporated joint-stock companies and other bodies, and for the appointment, when necessary, of trustees for such companies or bodies.

1. Short title

This Act may be cited as the Companies and Associations Trustees Act *[Chapter 24:04]*.

2. Interpretation

In this Act—

“**association**” includes any congregation, society or denomination, Christian or otherwise, united for the public worship of Almighty God, as also any missionary society or other agency engaged in promoting the spread of religion and civilization; and any school for the education of the poor, any hospital for the relief of the sick, any library and any museum, which school, hospital, library or museum is supported wholly or in part by subscriptions or donations, and is under the management of a committee or other board periodically chosen by the subscribers or donors; and includes any benefit society, masonic body or other institution, not carrying on any trade or business, and consisting of not fewer than twenty-five members;

“**company**” includes any company or partnership carrying on any trade or business in Zimbabwe, whereof the capital stock is divided into shares, transferable without express consent of all the shareholders or partners, and any mutual assurance society, and whereof the shareholders or partners consist of not fewer than twenty-five persons;

“**office-bearers**” in regard to associations for the public worship of Almighty God and missionary societies and other agencies for the spread of Christianity and civilization, includes bishops of Episcopal churches, moderators of Presbyterian churches, ministers of Congregational churches, general superintendents of Wesleyan districts and superintendents of Wesleyan circuits, consistories, elders, deacons and generally all functionaries by whatsoever name called who hold office in any church or denomination, whether Christian or not, or in any missionary society, or who form or act for any other such agency as aforesaid;

“**trustee**” includes the persons in whom by any trust deed or deed of settlement of any company the property, estate and effects of such company are for the time being vested in trust for such company; and all persons not designated as office-bearers, in whom the property, estate and effects of any association are for the time being vested in trust for such association as also the persons in whom the property, estate or effects belonging to any such school, hospital, library or museum as aforesaid are by the rules and regulations thereof, as agreed upon or established by the subscribers or donors to such school, hospital, library or museum, vested for the purposes thereof.

3. Trustees for the time being of any “company” to be owners of property held in trust without fresh transfer

As often as any immovable property is or has been granted or transferred to the trustees of any company, in their capacity as such trustees, and to the trustees of such company for the time being, the trustees for the time being of such company shall be, and they are hereby declared to be, the owners in their said capacity of such property, as fully and absolutely as if the transfer of such property had been originally made to them, in their said capacity, by their own proper names, and no transfer in the Deeds Registry from any former trustee to any new trustee shall be necessary.

4. Office-bearers of any association to be owners in like manner

As often as any immovable property is or has been granted or transferred to any office-bearers of any association, and to the bearers of such offices for the time being, for the objects or purposes of such association, or to any trustees of or for any association, and to the trustees for the time being, for the objects or purposes aforesaid, such office-bearers or such trustees for the time being shall be, and they are hereby declared to be, the owners, in their capacity, of such property, as fully and absolutely as if the grant or transfer of such property had been originally made to them in their said capacity, by their own proper names; and no transfer in the Deeds Registry from any former office-bearer or trustee to any new office-bearers or trustee shall be necessary.

5. President may extend section 4 in certain cases

It shall be lawful for the President to extend section four so as to embrace the office-bearers or the trustees of any charitable or educational association, not being such a school, hospital, library or museum as aforesaid, to which association it seems right and proper, and in unison with the spirit of this Act, to extend such provisions; and a certificate signed by the Minister responsible for home affairs and deposited in the Deeds Registry, to the effect that the association named in such certificate has been by the President placed under section four, shall for all purposes be conclusive evidence that such association has been so placed.

6. This Act not to extend to companies managed by any Ordinance or Act

Nothing in this Act contained shall extend to any company or association which was regulated or managed on the 10th June, 1891, under any Ordinance or any Act of Parliament, or which may after such date be regulated or managed under any such Ordinance or Act.

7. High Court may be requested to appoint new trustees when no other means of supplying vacancy exists

As often as by death, unsoundness of mind, resignation, failure to elect, absence from Zimbabwe or other cause, the trustees or any of them of any such company or the office-bearers or other trustees of any association, or of any association which under section five is placed under this Act, become incapable of acting in the execution of the trusts for such company or association, it shall be lawful for any person who is a member of or interested in such company or association to apply by petition to the High Court for such order as he conceives himself entitled to, and he may by affidavit give such evidence in support of such petition as he thinks fit, and may serve notice of such petition upon such person or persons as he may think it needful or expedient to serve with such notice:

Provided that upon or before the hearing of such petition the court in which it is pending may order service of notice of such petition upon any person or persons whom the court thinks fit, and may order such notice to be published in the *Gazette*.

8. In such cases court may appoint trustees and regulate future appointments

Upon the hearing of such petition the court may take such evidence by affidavit or *viva voce* as the court deems necessary, and by order appoint trustees for the time being for such company or association, and may by such order direct how new trustees for such company or association shall be afterwards appointed; and the trustees for the time being may be nominated and appointed by their proper names, or may be described as persons filling for the time being certain specified offices or positions, according as the court having regard to the nature and circumstances of the company or association then in question deems expedient and directs; and the court may by such order make such provision, if any, as may in the particular case appear to be required for the more effectual performance by the trustees of the trusts reposed in them.

9. Mode in which trustees may be appointed to unincorporated societies

If in any case it happens that any immovable property has been granted or transferred to any unincorporated society or body established for religious, charitable or educational purposes by the name borne by such society or body, and not through the instrumentality or intervention of office-bearers or other trustees acting for and representing such society or body, it shall be lawful for any person who is a member of, or interested in, such society or body, to apply by petition in manner and form as in section seven mentioned for the appointment of trustees for such society or body; and the court to which such petition is presented, proceeding in manner and form as in sections seven and eight mentioned, may if satisfied that the appointment of trustees to act for and represent such society or body is expedient, appoint such trustees; and section eight shall in substance apply to the appointment of such trustees, and to the power of providing how new trustees shall be afterwards appointed, and to all other matters in section eight contained.

10. Trustees appointed under sections 8 and 9 to be owners of property as in sections 3 and 4

The trustees for the time being appointed under or in conformity with sections eight and nine shall be and are hereby declared to be the owners in trust of all the immovable property granted or transferred to, or for the benefit or purposes of, the company, association, society or body for which such trustees have been appointed in like manner as is in sections three and four provided in regard to the trustees and office-bearers therein mentioned; and shall also be, and are hereby declared to be, the owners in trust of all movable property belonging to such company, association, society or body; and shall also be, and are hereby declared to be, invested in trust with all the rights, and entitled to all the claims, of such company, association, society or body, and to be subject as such trustees to all the liabilities of and demands against the same.