

Articles of incorporation of Citizens for Positive Change

Upon this twentieth day of March of the year two thousand fourteen, came and appeared before me, Meredith Maritza Boekhoudt, civil law notary on Sint Maarten: -----

1. Mr. PAUWEL WILLEM MAARTEN DIJKHOFFZ, a manager, residing at Match Me Drive 5, Mary's Fancy, Sint Maarten, born on Curaçao, formerly the Netherlands Antilles, on December 8, 1973, according to his declaration married, who identified himself with an identity card issued by the former Netherlands Antilles with number 341483; -----
2. Mr. PAUL JAAP HENRIQUEZ, a businessman, residing at Peacock Road 6, Point Blanche, Sint Maarten, born on Aruba, formerly the Netherlands Antilles, on April 16, 1973, according to his declaration married, who identified himself with a passport issued by the Kingdom of the Netherlands with number NX164R6B7; and -----
3. Mr. RUEBEN JERPHAAS THOMPSON, an environmental consultant, residing at Gladiola Road 18, Mary's Fancy, Sint Maarten, born in Zwolle, the Netherlands, on September 19, 1981, according to his declaration not married and never been married, who identified himself with an identity card issued by Sint Maarten with number IRT017436. -----

The appearers declared to herewith establish an association and to lay down the following Articles of Association: -----

Article 1 -----

DEFINITIONS -----

The following definitions apply: -----

- a. **Auditing Committee:** the independent body of the Association charged with the review and oversight of the Association's financial reporting, internal and external financial control. -----
- b. **Board:** the body of the Association entrusted with the management of the Association. -----
- c. **Campaign Committee:** the body of the Association charged with devising and execution of a campaign during parliamentary elections as well as in the period between said elections. -----
- d. **Candidate Committee:** the independent body of the Association charged with comprising the candidate list for parliamentary elections and advising upon this matter. -----
- e. **Dispute Committee:** the independent body of the Association charged with pronouncing rulings in those situations dictated by these Articles of Association or the By-Laws. -----
- f. **Districts:** consists of all the members of the Association who are residing in an area on Sint Maarten, designated as a District by the Board. -----
- g. **Executive Body:** the body of government vested with the authority and responsibility of the daily administration of Country Sint Maarten. -----
- h. **General Meeting:** any plenary meeting of the members of the Association. -----
- i. **Honorary Members:** natural persons who have been of exceptional service to Citizens for Positive Change. -----
- j. **Ordinary Members:** natural persons who are eligible to vote in the parliamentary elections of Country Sint Maarten. -----
- k. **Party Congress:** the highest body of the Association which consists of all the members. -----
- l. **Party Council:** the body of the Association which has the task to advise and supervise the Board on behalf of the Party Congress. -----
- m. **Political Leader:** the natural person who is entrusted with the political leadership of Citizens for Positive Change. -----
- n. **Representative Body:** the Parliament of Country Sint Maarten, or any other type of governmental legislative body representing citizens. -----
- o. **Supporting Members:** natural persons eighteen (18) years of age or older, who do not have Dutch nationality, but who have legal residency on Sint Maarten and are a supporter of Citizens for Positive Change. -----

Article 2 -----

NAME AND SEAT -----

The Association, further also to be referred to as "the Association" bears the name: "**CITIZENS FOR POSITIVE CHANGE**". -----

The Association has its seat on Sint Maarten. -----

Article 3**DURATION**

The Association is established for an indefinite period of time.

Article 4**OBJECTIVES/PRINCIPLES**

1. The objectives of the Association are:
 - a. To act as a political organization in order to achieve and exercise positions of governance in which the interests of the society of Sint Maarten are central.
The objectives will be more specifically outlined in a program established by the Party Congress.
 - b. To serve and improve the wellbeing of the society of Sint Maarten by effecting improved legislation and effecting accountability and transparency from the administrative branch of government.

This will be characterized by:

- Promoting a society that offers equal opportunity to individuals for a maximum social, economic, cultural and creative development of these individuals.
 - Promoting a society where every individual takes responsibility for his or her own development, but maintains loyalty and solidarity towards society.
 - Fostering a society that lives, works and exploits its business in harmony with the environment, in order to guarantee an improved quality of life locally as well as globally for future generations.
 - Working towards an increase in the extent of democratic controls and institutions in order to guarantee the freedom and dignity of each individual.
2. The principles of the Association are:
"Transparency, Accountability, Democracy, Equality, Participation, Respect for Natural and Cultural Heritage, Sustainable Development and Dignity".

Article 5**MEANS TO ACHIEVE THE OBJECTIVES**

Citizens for Positive Change strives to achieve its objectives by:

- a. Participating in parliamentary elections of Country Sint Maarten by postulating candidates that ascribe to the party program and by promoting their election.
- b. Holding public meetings, providing lectures and presentations.
- c. Publication and distribution of printed works.
- d. Establishing and promoting organizations that share the ideology of the Association.
- e. All other legally permissible means.

Article 6**FUNDS**

1. The funds of Citizens for Positive Change shall consist of:
 - b. Enrollment fees, contributions and other dues of Ordinary and Supporting Members;
 - c. Donations;
 - d. All other legally obtained revenues;
2. Enrollment fees and (yearly) contributions are established by the Party Congress in a General Meeting upon proposal by the Board and are subject to revision from time to time. The fees are due on acceptance as Ordinary Member or Supporting Member. At the discretion of the Board the enrollment fees and other membership dues can be paid in installments.

Article 7**MEMBERS**

1. The Membership of the Association consists of the following categories:
 - a. Ordinary Members;
 - b. Supporting Members; and
 - c. Honorary Members.
2.
 - a. Ordinary Members will be designated to a District as mentioned in article 13 of this Articles of Association.
 - b. Supporting Members will also be designated to a District as mentioned in article 13. of this Articles of Association. Supporting members may serve on a committee, but may not be appointed to the Board.
 - c. Honorary Members do not have voting rights.

3. Members must be accepted as such by the Board of Citizens for Positive Change. The Association can further set guidelines in the By-Laws. If a decision is made to not accept a person as a member, the reasons for this refusal must be stated in a letter to the person, who then may appeal to the Dispute Committee. -----
 4. An Ordinary Member and a Supporting Member of the Association cannot at the same time be a member of another political organization, nor at the same time be a candidate of any other political organization taking part in the elections of any Representative Body. In case such a situation arises despite the above, it will entail the immediate termination of the membership once the situation becomes known and is confirmed by the Board. The Board will confirm the termination immediately to the member in question. -----
 5. Membership of a Citizens for Positive Change member in more than one elected office is incompatible, except in cases when the Board - in the general interest of the party - decides otherwise. -----
 6. Other incompatibilities and consequences of same shall be regulated in the By-Laws and in the absence thereof by the Party Council. -----
- This article is, after the approval of these Articles of Association and until the next election for a Representative Body, not applicable to these members elected to Representative Bodies, who at the time of approval of these Articles of Association are members of any other political party or have been elected to more than one elected office. -----

Article 8 -----

TERMINATION MEMBERSHIP -----

1. The Membership ends: -----
 - a. by death of the individual member; -----
 - b. by written notice of termination by the member to the Board, whereby a period of thirty (30) days should be observed; -----

A member moreover may terminate his/her membership with immediate effect, within one (1) month from his/her having taken cognizance or having been informed of a resolution or an amendment to these Articles of Association restricting his/her rights or increasing his/her obligations. The resolution or the amended provisions of the Articles of Association shall not apply to him/her then; -----
 - c. by written notice of termination by the Board in accordance with paragraph 4. of Article 7. of these Articles of Association; -----
 - d. upon notice of termination in writing by the Board to the member, which will take place in case of incompatibility as per article 7., paragraph 5. Said termination can take place at any time without any term of notice being required in case it cannot reasonably be expected from the Association to continue the membership; -----
 - e. by expulsion of the member by the Board pursuant to a decision from the Party Council, which expulsion can only take place in case the member acts in contravention of these Articles of Association, the regulations or resolutions of the Association or if the member does injury to the Association in an unreasonable way. -----

The notice of expulsion by the Board must be in writing and include the reasons for which the member is being expelled or his/her membership terminated. It must be sent by registered mail to the member within one (1) month of the decision of the Board. When a member has been expelled or his/her membership terminated, he/she may appeal to the Committee of Disputes. This must be done in writing by the member concerned within one (1) month of receipt of the notice. The appeal will be handled in the next following meeting. During the time limited for appeal and pending the appeal the member will be suspended; -----
 - f. by cancellation of the Honorary Membership by the Party Congress. -----
2. A member of Citizens for Positive Change who is also a member of any Representative Body or who by means of succession is eligible for a position on a Representative Body, must at the termination of his/her membership relinquish his/her position in the Representative Body or must not accept the position. -----
3. In case of termination of the membership as meant in paragraph 1. sub c. during the course of the fiscal year of the Association, the contribution will be due for the entire fiscal year, unless the Board decides otherwise. In all other cases of termination the contribution will be due till the date of termination or expulsion. -----
4. A member, whose membership has been terminated for not paying contribution for more than one (1) year, can only be reinstated if and when the outstanding contributions have been paid in full. -----

Article 9**PARTY CONGRESS/GENERAL MEETING**

1. The Party Congress outlines the general policy of the Board and evaluates the execution of said policy. ----
2. All powers that have not been conferred to other bodies of the Association as stipulated by the law or these Articles of Association are vested in the Party Congress. -----
3. Each calendar year at least one (1) General Meeting (which can also be called the "PARTY CONGRESS") is held, the latest in the month of April. -----
In said meeting the following shall be done: -----
 - a. An annual report shall be given by the President and the Secretary concerning the foregoing fiscal year;
 - b. The Treasurer shall give a financial report of the preceding fiscal year; -----
 - c. The Auditing Committee shall give its report; -----
 - d. Vacancies on the Board shall be filled; -----
 - e. A new Auditing Committee and a Committee of Disputes will be elected. Members of the Board may not be members of the Auditing Committee or of the Committee of Disputes; and -----
 - f. The Board shall present a report of the activities for the upcoming year.
4. Special General Meetings shall be held as frequently as the Board deems fit.
5. General Meetings shall be convened in writing and published in one (1) or more local newspapers at least fourteen (14) days prior to the meeting itself. The agenda must be simultaneously made known. -----
Agenda points which have been submitted to the Board at least forty-eight (48) hours before the aforementioned convocation are sent and published, with due observance of the term to convene a meeting, have to be mentioned in the convocation. The Board shall notify the membership of a scheduled General Meeting in order for the membership to be able to submit aforementioned agenda points in a timely manner. -----
In cases of urgency the Board may deviate from the term of fourteen (14) days, but must adhere to a minimum of seven (7) days. -----
6. Special General Meetings can also be held at the request of at least such a number of members as shall be competent to cast ten percent (10%) of the votes in a General Meeting. -----
7. In the event the Board neglects to honor such a request within two (2) weeks, the members shall be entitled to convene said Special General Meeting themselves. -----
8. General Meetings shall be valid if at least one-third (1/3) of the voting members is present. If at this meeting one-third (1/3) of the voting members is not present, a second meeting must be convened with the same agenda and in accordance with paragraph 5. of this article, which meeting is to be held within not less than one week (1) and not more than three (3) weeks of the first mentioned meeting, in which second meeting the topics to be dealt with can be decided upon regardless of the number of the voting members present at this meeting. -----
9. All resolutions are taken by a simple majority of the votes cast unless otherwise provided for in these Articles of Association. -----
10. Only Ordinary Members have the right to vote. -----
11. A member with a right to vote is not permitted to cast a vote via power of attorney. -----
12. Voting on matters is done verbally, voting on persons in writing through sealed and unsigned ballots. In case of doubt, the Board shall decide whether there is a case of persons or matters. -----
13. Abstentions and blank ballots shall not be considered as votes cast. -----
14. If an appointment is voted upon, the person who has obtained the absolute majority of the votes cast, is held to be elected. -----
In the event that nobody has obtained such a majority, a second ballot shall be taken between the two persons who have obtained the greatest number of votes. -----
If more than two persons have obtained the same number of votes and at the same time, the greatest number of the votes cast, then a second ballot is taken between the two of those persons elected thereto by lot. If in a second ballot both persons should obtain the same number of votes, lots shall be drawn. -----
15. The President and the Secretary of the Board or their respective substitutes shall also act as such at General Meetings. -----

Article 10**DISTRICT**

1. A District consists of all the members of the Association who are residing in an area on Sint Maarten, designated as a District by the Board.
2. Each District shall have a District Board.
3. The composition and functioning of the Districts and the District Boards shall be regulated by the By-Laws.

Article 11**THE BOARD**

1. The Board consists of a number of at least three (3) persons, who will fulfill at least the functions of: President, Secretary and Treasurer. The Board may introduce more functions, the number of Board members shall however not exceed the number of seven (7) persons.
2. The duties assigned to the above mentioned functions are as follows, however not limited to what is mentioned hereinafter:
 - **President:** proposes policies in line with the Association's objectives, ensures that the Board conducts its business effectively and efficiently thereto making necessary decisions and ensuring that action thereto is taken, presides at all meetings of the Board and General Meetings, establishes the agenda for meetings of the Board and serves as a contact to the Party Council.
 - **Secretary:** keeps documentation that will reflect when, why and how the Board's decisions were executed and will therefore record accurate minutes of Board meetings, as well as General Meetings and ensure the distribution of the minutes and the approval thereof. Furthermore the Secretary will give timely notice of any meetings.
 - **Treasurer:** is responsible for the proper management and reporting of the Association's funds, the maintenance and oversight of bank accounts and financial transactions thereto, establishes budgets and financial policies.With the exception of the President, the Secretary and the Treasurer, the board members may hold two (2) functions on the board.
3. The Board is furthermore charged with the task of registering the name, address, birthplace and birthdate of every member of the Board in the appropriate register of the Sint Maarten Chamber of Commerce and Industry.
4. The Board shall also render periodical reports to the Party Congress concerning the activities of the Committees.
5. The Board will remain legally constituted even when the number of Board members drops below three (3), but in such a case the vacancies should be filled within thirty (30) days.
6. In case of impediment or default of all Board members, the Association shall be temporarily managed by two (2) persons designated thereto by the Party Congress.
7. Board members are elected from the Ordinary Members by the Party Congress and must be eighteen (18) years of age or older.

Article 12**REPRESENTATION**

The Association shall judicially and extra-judicially be represented by the President, the Treasurer and the Secretary jointly, or their respective substitutes.

Article 13**TERMINATION BOARD MEMBERSHIP**

1. Members of the Board are elected in function for a period of two (2) years, nevertheless the Party Congress can suspend and/or dismiss a Board member in accordance with the manner stipulated in the By-Laws.
2. Membership to the Board ends in addition by:
 - a. Death;
 - b. Resignation (in writing). A notice of three (3) months must be observed;
 - c. Expiration of the above mentioned term;
 - d. Irrevocable bankruptcy, the loss in any way of the free management of own capacity or capital of one of the members, as well as being put under trusteeship;
 - e. Dismissal granted by the Board or the Party Congress;
 - f. Dissolution and liquidation of the Association;
 - g. Dismissal by the judge under Article 55 of Book 2 of the Civil Code;

- h. The first of January following the seventieth (70) birthday of a Board member. -----
3. Outgoing Board members are immediately eligible for re-election. -----

Article 14 -----

BOARD MEETINGS -----

1. Board meetings shall be held as frequently as the President or the Board deems fit, but at least once (1) every month. -----
2. Board Meetings shall be valid if more than half of the Board members are present. If at this meeting more than half of the members are not present, a second meeting must be convened with the same agenda, which meeting is to be held not less than forty-eight (48) hours and not more than seven (7) days after the first meeting, in which second meeting the topics to be dealt with can be decided upon regardless of the number of the Board members present at this meeting. -----

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Article 15 -----

PARTY COUNCIL -----

1. The Party Council is charged with the task of advising and supervising the Board on behalf of the Party Congress. -----
2. The Party Council will advise upon request or at its own initiative. -----
3. The Party Council shall be appointed by the Party Congress and shall consist of all the Board members, the District Chairpersons and the Chairpersons of the Permanent Committees (or their substitutes) and members of the party elected or respectively appointed to Representative and Executive Bodies. -----
4. The Party Council is chaired by a chairperson elected every other year from among the District chairpersons at the annual Congress. The chairperson is therefore appointed for a period of two (2) years. -----
5. The Party Council shall meet at least once a month. -----

Article 16 -----

CAMPAIGN COMMITTEE -----

1. The Party Council shall appoint a Campaign Committee charged with devising and execution of a campaign in such a manner that the committee is installed at the latest six (6) months prior to any election. -----
2. The Campaign Committee must include at least the Political Leader, the President and Treasurer of the Board of Citizens for Positive Change. -----
3. The Campaign Committee must submit a budget to the Board for approval. -----

Article 17 -----

CANDIDATE COMMITTEE/LIST -----

1. The Candidate Committee is charged with the task of comprising a nomination list of candidates for the parliamentary elections in an independent manner. -----
2. Only Ordinary Members are eligible for nomination. -----
3. The nomination list shall be laid down for inspection by the Party Congress at an appropriate place or published in a manner accessible to the Party Congress, at least twenty-one (21) days prior to a General Meeting called for that purpose or a General Meeting in which the appointment of the candidates has been placed on the agenda. -----
4. Within seven (7) days of the date of the notification that the nomination list has been laid down or published as referred to in paragraph 3., an Ordinary Member who wishes to be added to the nomination list must file a written request to that end with the Dispute Committee. -----

Article 18 -----

DISPUTE COMMITTEE AND OTHER COMMITTEES -----

1. The General Meeting shall appoint a Dispute Committee charged with the task of ruling in those situations where there is a dispute concerning the interpretation and application of these Articles of Association and the By-Laws. -----
2. The Party Congress will establish regulations pertaining to the tasks, operating procedures and authority of the dispute committee, as well as the appointment of its members. -----
3. Whenever the Advisory Committee has given any ruling it shall report it to the Board. -----
4. The Party Congress and the Board shall also establish other Permanent or Ad Hoc Committees and regulate their tasks as well as the manner of their functioning, when deemed necessary. -----

Article 19**POLITICAL LEADER**

2. The Association has a Political Leader, who is entrusted with the political leadership of Citizens for Positive Change.
3. The Political Leader is chosen from the Ordinary Members by the Party Congress.
4. The Political Leader shall in principle be the person heading the list of candidates for the parliamentary elections of Country Sint Maarten.
5. The procedure for choosing a Political Leader shall be established in the By-Laws.

Article 20**POLITICAL PROGRAM**

Citizens for Positive Change will publish its political program in a timely manner, more specifically at least one hundred (100) days prior to the termination of a parliamentary term.
The Party Congress is charged with establishing the political program and the election program for the elections for the Parliament of Country Sint Maarten.

Article 21**BY-LAWS**

1. Other stipulations regarding the organization and management of Citizens for Positive Change shall be dealt with by the By-Laws, as far as not herein provide for. The By-Laws shall not contain any stipulations conflicting with these Articles of Association.
The Board may draw up By-Laws to be submitted at a General Meeting for approval by the Party Congress.
2. The resolution to approve or amend the By-Laws shall be passed by a majority of at least two-thirds (2/3) of the votes cast in a General Meeting, in which at least fifty-one percent (51%) of the members with voting rights are present.
3. The paragraphs 2. and 3. of article 22. are likewise applicable.

Article 22**AMENDMENT OF THE ARTICLES OF ASSOCIATION**

1. These Articles of Association shall be amendable only in a General Meeting specially convened for such purpose and wherein at least two-thirds (2/3) of the voting members are present and the amendment is approved by at least a two-thirds (2/3) majority vote.
2. In the event the required number of voting members is not present at the time of this special General Meeting, within not less than one (1) week and not more than four (4) weeks thereafter, a special meeting can be convened wherein valid decisions can be taken regardless of the number of voting members present.
3. The proposal to amend these Articles of Association shall be laid down for inspection by the Party Congress, at an appropriate place or published in a manner accessible to the Party Congress, at least fourteen (14) days prior to the first General Meeting in question and until after the end of the first or in the alternative second meeting.

Article 23**DISSOLUTION OF THE ASSOCIATION**

1. A resolution to dissolve the Association requires the same number of votes and the same quorum as required for a resolution to amend these Articles of Association;
the paragraphs of article 22. are likewise applicable.
2. In case of a resolution as meant in paragraph 1. of this article, the Party Congress decides about the allocation of a positive balance. Any positive balance of funds will be divided between selected non-governmental organizations active in the areas of environmental protection and conservation of local cultural heritage, unless otherwise be decided by the Party Congress.
The paragraphs of article 22. are likewise applicable to this last mentioned resolution.
3. After a resolution as meant in paragraph 1., the Board is in charge of the liquidation. The Board may however appoint one (1) or more liquidator(s).
The provisions of these Articles of Association remain in force as much as possible during the liquidation.
4. The liquidation will furthermore be effected with due observance of the provisions of the applicable articles of the Civil Code.

Article 24**FISCAL YEAR AND REPORTS**

1. The fiscal year of the Association runs from January first up to and including December thirty-first of each year.
2. Per the end of each fiscal year the books of the Association are closed.
3. Within eight (8) months after the end of the fiscal year – subject to any extension of this term by the Party Congress - the Board shall present in a General Meeting an annual report on the course of the business of the Association and the management conducted. The Board shall submit the annual accounts, consisting of at least a balance sheet and a statement of assets and liabilities and an explanatory memorandum with respect to these documents, to the meeting for approval.
The annual accounts shall be signed by the Board members. If the signature of any one or more of them should be lacking, this shall be noted with the reason thereby stated.

FINAL PROVISIONS

The appearers furthermore declared:

- that the first fiscal year of the Association runs from the commencement of its activities up to and including December 31, 2014;
- that in deviation from the abovementioned – as far as concerns the manner of appointment – the present Board members of the Association are:
 1. Mr. RUEBEN JERPHAAS THOMPSON, the appearer sub 3., as President;
 2. Mr. PAUWEL WILLEM MAARTEN DIJKHOFFZ, the appearer sub 1., as Secretary; and
 3. Mr. PAUL JAAP HENRIQUEZ the appearer sub 2., as Treasurer;who have all accepted their nomination.

The appearers are known to me, civil law notary.

----- WHEREOF THIS DEED
has been executed on Sint Maarten, in one original copy, on the date mentioned in the heading hereof. -----
After relating the substance of this deed to the appearers, they declared to have examined the contents thereof and not to require a full reading thereof. -----
Then, after summary reading of this deed, this deed was signed by the appearers and by me, civil law notary. -
(w.s.) P. Dijkhoffz, P. Henriquez, R. Thompson, M. Boekhoudt. -----

ISSUED FOR TRUE COPY