

## Amended Articles of Association of The National Alliance *Statuten van The National Alliance*

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

1. Mister CEDRIC CORNELIUS JAMES, a businessman, residing at Blueberry Road 6, Retreat Estate, Sint Peters, Sint Maarten, born on July 3, 1950 on Sint Maarten, who identified himself with his passport issued by the Kingdom of the Netherlands with number NV1HR6742, and married; -----
2. Ms. CASSANDRA LEONA DRUSILLA WEBSTER, a financial manager, residing at Louis Armstrong Drive 8, Rice Hill Gardens, Upper Prince's Quarter, Sint Maarten, born on November 22, 1979, on Curacao, formerly Netherlands Antilles, who identified herself with her passport issued by the Kingdom of the Netherlands with number NVBR81C58, and not married; -----
3. Ms. JENNIFER PATRICIA JOHNSON, a real estate agent, residing at L.B. Scott Road 183, South Reward, Cul-de-Sac, Sint Maarten, born on April 18, 1973 in Aruba, formerly Netherlands Antilles, who identified herself with her passport issued by the Kingdom of the Netherlands with number NMCRB5378, and not married, -----

and by these presents acting as President, respectively Treasurer, and respectively Secretary of the Board of the Association and as such legally representing: -----

**THE NATIONAL ALLIANCE**, an association, established on Sint Maarten, having its registered address at Backstreet 152, Philipsburg, Sint Maarten, registered in the Trade Register of the Chamber of Commerce and Industry on Sint Maarten under number 19096. -----

The appearers, acting as aforementioned, declared: -----

- that the Association The National Alliance has been founded as a political organization on November sixteenth, two thousand one (November 16, 2001) and that it had its Articles of Association laid down in a notarial deed, executed on September third, two thousand four, before F.J.L.M. Steeman, at that time civil law notary on Sint Maarten. -----
- that in the General Membership Meeting of the Association The National Alliance, held on May 25, 2014 it was resolved to amend its Articles, as set forth hereinafter. -----

The appearers therefore, in execution of the aforementioned resolution of the General Membership Meeting, declared to hereby lay down in their entirety the new Articles of the Association The National Alliance as follows: -----

### -----**PREAMBLE**-----

#### **PHILOSOPHY OF THE NATIONAL ALLIANCE** -----

The National Alliance believes strongly in the principle that unless the Lord builds the house its builder's labor is in vain. As such the party's philosophy is social-democratic, embracing principles based on equality for everyone. -----

#### **NAME, SEAT AND DURATION** -----

##### Article 1 -----

1. The name of the Association is: "THE NATIONAL ALLIANCE", which can be abbreviated to "N.A.", and will hereinafter be referred to as "the Association" or "the Party". -----
2. The Association is established on Sint Maarten and has its statutory seat in Philipsburg, Sint Maarten. -----
3. The Association is established for an indefinite period of time. -----

#### **OBJECTIVES** -----

##### Article 2 -----

The objectives of the Association are: -----

1. The continuing protection, improvement and preservation of the natural resources, environment and cultural heritage of the Country, to alleviate and ultimately drive out poverty, the promotion of economic growth and stability, the equal division of opportunities and distribution of wealth, the promotion and enhancement of education for all, the promotion and improvement of the habitability of the Country and the protection and improvement of the living environment and the wellbeing of the animals. -----
2. To contribute towards the formation of views on political and social developments and the promotion of the political interest of the citizens. -----
3. The selection and nomination of candidates for the election of Members of Parliament. -----
4. The promotion of good governance. -----
5. To properly develop and expand existing economic resources and simultaneously create new ones. -----

6. To stimulate, create and develop all forms of cooperation and federation with institutions and/or individuals both locally and abroad that share the same views with The National Alliance and are striving towards the same goals. -  
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7. By fulfilling the objectives of the Association to contribute to a positive and harmonious society, spiritually, socially and economically. -----

#### **MEANS TO ACHIEVE THE OBJECTIVES** -----

##### Article 3 -----

The National Alliance shall pursue its objectives through: -----

1. The active participation in politics. -----
2. The marketing and promoting of the Association, the promotion and advancement of its political agenda, the publishing in good time prior to the elections for Parliament of a political program, the political education and continuing assistance, promotion and support of the members of the Association. -----
3. The expanding of the circle of individuals who actively contribute to important political and social decisions, as well as the supporting of non-political groups and movements that are working in the best interest of the community. -  
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4. All other constitutionally and lawfully permissible means. -----

#### **MEMBERS** -----

##### Article 4 -----

1. The Membership of the Association consists of the following categories: -----
  - a. Ordinary Members; -----
  - b. Supporting Members; -----
  - c. Honorary Members. -----
2. a. Ordinary Members are the Districts as mentioned in article 11 of this Constitution as well as the individual members of said Districts, who are above the age of sixteen (16) and of Dutch nationality. -----  
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b. Supporting Members are members who are above the age of sixteen (16) and who do not have the Dutch nationality but who have legal residence status on the island and are supporters of the party; these members are also required to pay dues as herein outlined. -----  
c. Honorary Members are those who have been of exceptional service to The National Alliance or Sint Maarten. --  
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3. Members must be accepted as such by the Board of The National Alliance. The Association can further set guidelines in the By-Laws. If a decision is made not to 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 Committee of Disputes. -----
4. An Ordinary 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. -----

##### Article 5 -----

1. The Membership ends: -----
  - a. by death of the individual member; -----
  - b. by cancellation of a member district; -----
  - c. 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 month from his/her having taken cognizance or having been informed of a resolution or an amendment to the articles of incorporation restricting his/her rights or increasing his/her obligations. The resolution or the amended provisions of the articles of incorporation shall not apply to him/her then; -----
  - d. by written notice of termination in accordance with paragraph 4 of Article 6 of this constitution; -----
  - e. upon notice of termination in writing by the Board to the member, which 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; -----
  - f. 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 the articles of this constitution, 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 a 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 within one (1) month in writing by the member

concerned. 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; -----

- g. by cancellation of the Honorary Membership by the General Meeting of Members. -----
2. A member of The National Alliance 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 membership as meant in paragraph 1 sub c of this Article 5 in 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 year, can only be reinstated if and when the outstanding contributions have been paid in full. -----

## **FUNDS** -----

### **Article 6** -----

- 1 The funds of The National Alliance consist of: -----
  - a. enrollment fees, contributions and other dues of members; -----
  - b. donations; -----
  - c. all other legally obtained revenues. -----
2. Enrollment fees and contributions are established by the General Membership meeting upon proposal by the Board and are subject to revision from time to time. The fees are due on acceptance as Member. At the discretion of the Board the enrollment fees and other membership dues can be paid in installments, but must have been paid in full within one (1) year after the due date. -----
3. The Treasurer is responsible for the proper management and reporting of the Association's funds, as mentioned in paragraph 1, the maintenance and oversight of bank accounts and financial transactions thereto, drafting budgets and financial policies. -----

## **GENERAL MEETING OF MEMBERS OR PARTY CONGRESS** -----

### **Article 7** -----

- 1 Each year at least one General Membership Meeting (which can also be called the "PARTY CONGRESS") is held, the latest in the month of June. -----
- 2 In the 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. -----
  - f. The Board shall present a report of the activities for the upcoming year. --
- 3 Special General Meetings shall be held as frequently as the Board deems fit.
- 4 General Meetings shall be convened in writing and published in one 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 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 timely. -----

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. -----

- 5 Special General Meetings can also be held at the request of at least such a number of Member-Districts as shall be competent to cast ten percent of the votes in a General Meeting. -----
- 6 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. -----
- 7 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 4 of this article, which meeting is to be held within not less than one week (1)

and not more than three (3) weeks, 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. -----

- 8 All resolutions are taken by simple majority of the votes cast unless otherwise provided for in this Constitution. ---  
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- 9 Only Member-Districts and members of the Party Council have the right to vote. The Member Districts have 10 votes each and the Party-Council members have 1 vote each in the Party Congress. Voting by Proxy is not allowed. -----  
The voting by Member-Districts is done by Delegates of the respective Districts, which Delegates have been duly elected by the members of the respective Districts. A District Delegate to the Party Congress may not be a Party Council Member at the same time. -----  
Only members who have the right to vote in elections for Members of Parliament, as regulated in the Election Ordinance (AB 2010, GT no. 10), are entitled to vote in General Meetings. -----  
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- 10 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. -----
- 11 Abstentions and blank ballots shall not be considered as votes cast. -----
- 12 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. -----  
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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. -----  
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- 13 The President and the Secretary of the Board or their respective substitutes shall also act as such at the General Meeting. -----
- 14 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. -----  
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## **THE BOARD** -----

### Article 8 -----

- 1 The Board consists of a number of nine (9) persons, to wit: -----  
A President, a Vice-President, a Secretary, an Assistant-Secretary, a Treasurer, a Vice-Treasurer, the Political Leader, the Deputy Political Leader and one other (1) member. -----  
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- 2 The Board will remain legally constituted even when the number of Board members drops below nine (9), but in such a case the vacancies should be filled within thirty (30) days. -----  
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- 3 In case of impediment or default of all Board members, the Association shall be temporarily managed by two persons designated thereto by the General Meeting. -----  
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- 4 Board members are elected from the Ordinary Members and by the General Meeting and must be eighteen years of age or older. -----
- 5 Members of the Board are elected in function for a period of two (2) years, but the General Meeting of Members can suspend and/or dismiss a Board member in accordance with the manner stipulated herein and in the By-Laws. -----  
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- Membership of the Board ends by: -----
- Death; -----
  - Resignation (in writing); -----
  - Expiration of the above mentioned term; -----
  - Dismissal granted by the Party Congress; -----
- 6 Outgoing Board members are immediately eligible for re-election. -----
- 7 Board Meetings shall be valid if more than half of the Board member is 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. -----

### Article 9 -----

Board meetings shall be held as frequently as the President or the Board deems fit, but at least once every month. ---  
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**Article 10**

The Association shall judicially and extra-judicially be represented by the President, the Treasurer and the Secretary, after prior consultation with the Political Leader and after having received authorization from the Board for that purpose.

**DISTRICTS****Article 11**

- 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 Party-Council and/or the By-Laws.

**THE POLITICAL LEADER****Article 12**

1. The Political Leader is the face and mouth piece of the Party, the person who disseminates the political vision, the policy and the plans of action of the Party. He is the person who informs the general public on the position of the Party on the various political and general issues of the day, and is therefore the spokesman of the Party in all matters of a political nature.
2. The Political Leader is "the Captain on the ship", the leader and head of the list of candidates for the election of Members of Parliament.
3. If the Party has major support to be in government, the Political Leader should be the Prime Minister.
4. If the Party is not in government, but has representation in Parliament, the Political Leader should be the Faction Leader of the Party in Parliament.

**THE DEPUTY POLITICAL LEADER****Article 13**

The Deputy Political Leader will assume the tasks and responsibilities of the Political Leader in case of incapacity of the Political Leader, notwithstanding the right of the Political Leader to from to time delegate one or more of his tasks to the Deputy Political Leader, who will then assume the responsibility for the proper execution of those tasks.

**PARTY COUNCIL****Article 14**

1. There is a Party Council, which has as task to advise and supervise the Board and advise the Political Leader and the Faction of the Party in Parliament, 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 the District Chairpersons and the Chairpersons of the Permanent Committees (or their substitutes), and the persons elected and/or appointed to Representative and Executive Bodies.
4. The Party Council is chaired by a chairperson elected from among the district chairpersons at the bi-annual Congress.
5. The Party Council shall meet at least once a month.

**ADVISORY COMMITTEE AND OTHER COMMITTEES****Article 15**

- 1 The General Meeting shall appoint an Advisory Committee with the task to advise the Bodies and Committees of The National Alliance.
- 2 The Advisory Committee will advise upon request or at its own initiative. Whenever the Advisory Committee has given any advice it shall report it to the Board.
- 3 The General Meeting and the Board shall also establish other Permanent or Ad Hoc Committees and regulate their tasks as well as the manner of their functioning.
- 4 The Board shall render periodical reports to the General Meeting concerning the activities of the Committees.

**Article 16**

1. The Party Council shall appoint a Campaign Committee in such a manner that the committee is installed at the latest six months prior to the election.
2. The campaign committee must include at least the political leader, the treasurer and the president of The National Alliance.
3. The campaign committee must submit a budget to the Board for approval.

**PROCEDURE FOR DRAWING UP LIST OF CANDIDATE FOR THE PARLIAMENTARY ELECTIONS****Article 17**

1. The Political Leader, after careful consideration and in his good judgment, shall prepare the list of candidates of the Party for the election of Members of Parliament ("the list") and shall present the list for inspection and advice

to the Party Council before submitting it to the Board for approval. The Board shall distribute copies of the approved list among the District Boards. -----

The Board shall on behalf of the Party present the list to the Electoral Council referred to in Article 3 of the National ordinance registration and finances of political parties (AB 2010, GT no. 11). The Board may appoint a representative and a deputy representative to deliver the list to Electoral Council. -----

2. Any member who is desirous of becoming a candidate of the Party for the parliamentary elections -----
  - a. must submit his/her application to the Board, which shall forthwith send it to the Political Leader for consideration and further handling; -----
  - b. must be eligible for membership of Parliament pursuant to article 49 paragraph 1 of the Constitution of Sint Maarten (AB 2010, GT no. 1) and the stipulations of the Election Ordinance (AB 2010, GT no. 10); -----
  - c. must be in good standing with his/her membership under these Articles. -

#### **BY-LAWS** -----

##### Article 18 -----

Other stipulations regarding the organization and management of The National Alliance shall be dealt with by the By-Laws, as far as not herein contained. The By -Laws shall not contain any stipulations conflicting with this Constitution of the Association. In matters not regulated in the Constitution, the By-Laws, and other resolutions of the General Meeting, the Board shall decide. -----

#### **AMENDMENT AND DISSOLUTION** -----

##### Article 19 -----

This Constitution shall be amendable only in a General Meeting specially convened for such purpose and wherein at least two-thirds (2/3) of the District Members are present and the amendment is approved by at least a two-thirds (2/3) majority vote. -----

In the event the required number of District 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. ----

##### Article 20 -----

1. A resolution to dissolve the Association requires the same number of votes and the same quorum as required for a resolution to amend the articles of this constitution; -----  
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the paragraphs of article 19 are likewise applicable, -----
2. In case of a resolution as meant sub 1, the General Meeting decides about the allocation of a positive balance; ---  
-----  
the paragraphs of article 19 are likewise applicable to this last mentioned resolution; -----  
-----
3. After a resolution as meant sub 1, the Board is in charge of the liquidation, but the Board may appoint one or more liquidator(s). -----  
The provisions of the articles of this constitution remain in force as much as possible during the liquidation. -----  
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4. The liquidation will furthermore be effected with due observance of the provisions of the applicable articles of the Civil Code of Sint Maarten. -----  
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#### **FISCAL YEAR AND REPORTS** -----

##### Article 21 -----

1. The fiscal year of the Association runs from January first up to and including December thirty-first of each year. --  
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2. Per the end of each fiscal year the books of the Association are closed. -----
3. Within eight months after the end of the fiscal year – subject to any extension of this term by the General Meeting - 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. -----  
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#### **FINAL PROVISIONS** -----

Finally the appearers, acting as aforementioned, declared: -----

##### - EFFECTIVE DATE AMENDMENT -----

that the amendment is effective from the date of its registration at the Chamber Of Commerce and Industry on Sint Maarten. -----

The appearers finally declared that at the time of the execution of this deed the Board of the Association is composed as follows: -----

1. Mr. CEDRIC CORNELIUS JAMES, aforementioned, as President; -----

2. Mr. RANDALL RAPHAEL FRIDAY, residing on Sint Maarten, born on January 27, 1975 on Sint Maarten, formerly Netherlands Antilles, holder of a passport issued by the Kingdom of the Netherlands with number NU129P8K4, as Vice-President; -----
3. Ms. CASSANDRA LEONA DRUSILLA WEBSTER, aforementioned, as Treasurer; -----
4. Ms. JENNIFER PATRICIA JOHNSON, aforementioned, as Secretary; -----
5. Ms. SHAREEN FRANSISKA LAKE, residing on Sint Maarten, born on July 24, 1977 on Sint Maarten, formerly Netherlands Antilles, holder of a passport issued by the Kingdom of the Netherlands with number NT60FF8D9, as Assistant-Secretary; -----
6. Mr. RENE OLIVER GUISHARD, residing on Sint Maarten, born on December 19, 1974 in Saint-Martin, French West Indies, holder of a passport issued by the Kingdom of the Netherlands with number NNPBDDCJ5, as Vice-Treasurer; -----
7. Mr. ISAAC HAROLD OMEGO RICHARDSON, residing on Sint Maarten, born on September 23, 1956 on Sint Maarten, formerly Netherlands Antilles, holder of a passport issued by the Kingdom of the Netherlands with number NWB695316, as Board Member; -----
8. Mr. WILLIAM VICTOR MARLIN, residing on Sint Maarten, born on October 21, 1950 on Curacao, holder of a passport issued by the Kingdom of the Netherlands with number DSRC87F99, as Political Leader; -----
9. Ms. SILVERIA ELFRIEDA JACOBS, residing on Sint Maarten, born on July 31, 1968 in Aruba, formerly Netherlands Antilles, holder of a passport issued by the Kingdom of the Netherlands with number NN9F2P5F5, as Deputy Political Leader. -----

The appearers are known to me, civil law notary. -----

----- WHEREOF THIS DEED  
has been executed in one original copy on Sint Maarten, on the day mentioned in the heading hereof. -----

After relating the substance of this deed to the appearers, they declared to have examined the contents of this deed 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.) C. James, C. Webster, J. Johnson, M. Boekhoudt. -----

ISSUED FOR TRUE COPY