

Upon this sixth day of November of the year two thousand fifteen came and appeared before me, Luz-Marie Dieudonnee Tuitt, a candidate notary (hereinafter to be referred to as “the notary”), residing on Sint Maarten, legally deputizing for Meredith Maritza Boekhoudt, civil law notary on Sint Maarten: -----

1. Ms. ANDREA DEIRDRE ALEXANDRA ORTEGA, born LOUDHOFF, a senior project manager, residing at Chincherry Road 59, Pointe Blanche, Sint Maarten, born in Heiloo, the Netherlands, on May 25, 1975, according to her declaration married; -----
2. Ms. NATASHA SOLANGE ALEJANDRA ORTEGA, a cargo marketing and sales manager, residing at Buckhole Estate 21, Belvedere, Sint Maarten, born on Sint Maarten, formerly the Netherlands Antilles, on March 6, 1980, according to her declaration not married and never been married; and -----
3. Ms. TAMMY AUDREY RICHARDSON, born RICHARDSON, a program manager, residing at Valley Estate Road 97, Valley Estate, Sint Maarten, born on Aruba, formerly the Netherlands Antilles, on February 12, 1974, according to her declaration married. -----

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

**Article 1** -----

**NAME AND SEAT** -----

1. The Association, further also to be referred to as “the Association”, “the Party” or “the Movement”, bears the name: “**ST. MAARTEN DEVELOPMENT MOVEMENT**”, which can be abbreviated as “**SDM**”. -----
2. The Association has its statutory seat on Sint Maarten. -----

**Article 2** -----

**DURATION** -----

The Association is established for an indefinite period of time. -----

**Article 3** -----

**CONVICTIONS** -----

The Party believes that political movement should be guided by the rule of law, justice, transparency and good governance. -----

The Party is also guided by the ideology of the founding father Benjamin Agall Albertus Ortega. -----

**Article 4** -----

**OBJECTIVES** -----

1. The objectives of the Party are: -----
  - a. To pursue the implementation of the political program of the Movement through those of its Members elected to Parliament and positions in government. -----
  - b. To carry out short, middle and long term goals from its political program that are achievable based on actual resources rather than promises. -----
  - c. To foster political stability, national consciousness and unity. -----
  - d. To foster an innovative mindset amongst the people of Sint Maarten in order to enable positive change. -----
  - e. To protect and promote our culture. -----
  - f. To establish a more divers and vibrant economy with job opportunities for all through exercising positions of governance. -----
  - g. To promote sustainable development. -----
  - h. To better and strengthen existing government and private institutions by investing in, and thus empowering the people of Sint Maarten. -----
  - i. To increase the general safety through exercising positions of governance and therefore safeguard the investors climate. -----

- j. To promote views that improve prospects of long term health and well-being. -
- k. To achieve the objectives of the Movement without any form of discrimination based on race, color, religion, age, gender, nationality or disability. -----
- l. To cooperate with political parties and organizations whose objectives are in harmony with those of the Movement. -----

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

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

The St. Maarten Development Movement strives to achieve its objectives by: -----

- a. Participating in parliamentary elections; -----
- b. Presenting candidates who declare to accept the views and program of the Party.
- c. Convening meetings, conferences lectures and all utilizing all other means of public contact in order to inform the public. -----
- d. Distributing printed materials and utilizing all forms of media, both on- and off-line to inform the public, and -----
- e. All other legally permissible means. -----

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

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

- 1. The funds of the St. Maarten Development Movement shall consist of: -----
  - a. Enrollment fees and dues of Ordinary and Supporting Members; -----
  - b. Donations; -----
  - c. All other legally obtained revenues; -----
- 2. Enrollment fees and dues 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 Ordinary Member or Supporting Member. Further elucidation in connection with dues to be paid will be regulated in the By Laws. ----

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

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

- 1. The Membership of the Association consists of the following categories: -----
  - a. Ordinary Members; these are natural persons who are eligible to vote in the parliamentary elections of Sint Maarten. -----
  - b. Non-Voting Members; these are natural persons younger than eighteen (18) years of age and are a supporter of the St. Maarten Development Movement, but who do not have voting rights. -----  
Non-Voting Members may serve on a committee, but may not be appointed to the Board. -----
- 2. Members must be accepted by the Board of the St. Maarten Development Movement. ---  
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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 Advisory Council. -----

- 3. An Ordinary Member and a Non-Voting 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. In case such a situation arises the member will be informed in writing that this is in violation of this constitution and he/she must decide whether to remain a member of the St. Maarten Development Movement or terminate his/her membership at once. -----

#### **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; -----
  - c. upon notice of termination in writing by the Board to the member; -----
  - d. by expulsion of the member by the Board in the case where 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; -

e. by cancellation of the Non-Voting Membership by the General Membership Meeting.

2. A member, whose membership has been terminated for not paying contribution for a period indicated in the By-Laws can be dismissed and/or expelled as stipulated in the aforementioned By-Laws.

#### **Article 9**

#### **GENERAL MEMBERSHIP MEETING/PARTY CONGRESS**

Each year at least one PARTY CONGRESS is held, during the third quarter of the year.

1. In the said meeting the following shall be done:
  - a. The Auditing Committee shall give its report;
  - b. The Treasurer shall give a financial report of the preceding fiscal year;
  - c. The Secretary shall give the annual report concerning the foregoing fiscal year;
  - d. The President shall also give the annual report concerning the foregoing fiscal year;
  - e. The Party Leader shall give an annual report.
  - f. Vacancies on the Board shall be filled if needed;
  - g. A new Auditing Committee and Advisory Council will be elected. Members of the Board may not be members of the Auditing Committee or of the Advisory Council.
  - h. The Board shall present a report of the activities for the upcoming year.
2. Special General Membership Meetings shall be held as frequently as the Board deems fit.
3. General Membership Meetings shall be convened in writing at least seven (7) working days prior to the meeting itself. The proposed agenda must be simultaneously made known to the members.

In cases of urgency the Board may deviate from the term of seven (7) days, but must adhere to a minimum of four (4) days.
4. Special General Membership 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 Membership Meeting.
5. 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 Membership Meeting themselves.
6. General Membership Meetings shall be valid if there is a quorum, which means that more than half of the voting members are present. If at this meeting there is no quorum then a second meeting must be convened with the same agenda, which meeting is to be held within not less than one (1) week and not more than three (3) weeks. In this second meeting the topics to be dealt with can be decided upon if one third (1/3) of the voting members are present. If less than one third (1/3) of the voting members are present in this second meeting then the Board can take a decision if the Board has a quorum.
7. All resolutions are taken by simple majority of the votes cast unless otherwise provided for in this Constitution.
8. Only Ordinary Members have the right to vote.
9. Voting on matters is done verbally, voting on persons in writing through unsigned ballots. In case of doubt, the Board shall decide whether there is a case of persons or matters.
10. Abstentions and blank ballots shall not be considered as votes cast.

11. 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. -----
12. The President, the Secretary and the Treasurer of the Board or their respective substitutes shall also act as such at the General Membership Meeting. -----

#### **Article 10** -----

##### **THE BOARD** -----

1. The Board consists of a minimum of five (5) and a maximum of seven (7) persons. The minimum of five (5) comprise the President, Vice-President, Secretary, Treasurer and one (1) board member. -----
2. With the exception of the President, the Secretary and the Treasurer, the board members may hold two (2) functions on the Board. -----
3. The duties assigned to the abovementioned functions are, but not limited to what is mentioned hereafter: -----
  - a. 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 Membership Meetings, establishes the agenda for meetings of the Board and serves as a contact to the Party Congress. -----
  - b. 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 Membership Meetings and ensure the distribution of the minutes and the approval thereof. Furthermore the Secretary will give timely notice of any meetings. -----
  - c. The 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. -----
4. The Board will remain legally constituted even when the number of Board members drops below five (5), but in such a case the vacancies should be filled within thirty (30) days. -----
5. In case of impediment or default of all Board members, the Association shall be temporarily managed by two (2) persons designated thereto by the General Membership Meeting. -----
6. Board members are elected from the Ordinary Members by the General Membership Meeting and must be twenty-one (21) years of age or older. -----

#### **Article 11** -----

##### **REPRESENTATION** -----

The Association shall judicially and extra-judicially be jointly represented by the President and the Treasurer, or the President and the Secretary, or the Treasurer and the Secretary. --  
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#### **Article 12** -----

##### **TERMINATION BOARD MEMBERSHIP** -----

1. Members of the Board are elected in function for a period of two (2) years, but the General Membership Meeting can suspend and/or dismiss a Board member in accordance with the manner stipulated herein and in the By-Laws. -----
2. Membership to the Board ends 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 General Membership Meeting; -----

f. Dissolution and liquidation of the Association; -----

3. Outgoing Board members are immediately eligible for re-election. -----

**Article 13** -----

**BOARD MEETINGS** -----

1. Board meetings shall be held as frequently as the President or at least two (2) Board members deems necessary, 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. -----  
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If in this second meeting there is no quorum, valid resolutions can still be adopted if at least three (3) Board members are present, of which at least the President. ---

**Article 14** -----

**ADVISORY COUNCIL** -----

1. There is an Advisory Council, which has as task to advise the Board and the committees on behalf of the Party Congress or the General Membership Meeting.

2. The Advisory Council will advise upon request or at its own initiative. -----

3. The Advisory Council shall consist of three members appointed by the Party Congress. --  
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4. The Advisory Council is chaired by a chairperson who is elected every other year at the annual Party Congress. The chairperson is appointed for a period of two (2) years. -----  
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5. The Advisory Council shall meet at least once a quarter. -----

**Article 15** -----

**PARTY LEADER** -----

1. The Association has a Party Leader, who is entrusted with the political leadership of the St. Maarten Development Movement. -----

2. The Party Leader is a member of the Board and in this capacity acts as the executive advisor of the Board. -----

3. The Party Leader is chosen from the Ordinary Members by the Party Congress. --

4. The Party Leader shall in principle be the person heading the list of candidates for the parliamentary elections on Sint Maarten. -----

5. The procedure for choosing a Party Leader shall be established in the By-Laws. --

6. For the first time the Party Leader will be appointed by the Board. -----

**Article 16** -----

**POLITICAL PROGRAM** -----

The Board of the St. Maarten Development Movement will establish its manifesto and present it to the General Membership Meeting ultimo on Postulation Day. -----

The Party Congress is charged with establishing the political program and the election program for the elections for the Parliament of Sint Maarten. -----

**Article 17** -----

**CANDIDATES LIST** -----

1. Only Ordinary Members are eligible for nomination. -----

2. The Nominating Committee is charged with the task of comprising a list of candidates for the parliamentary elections. -----

3. The Board shall appoint a Nominating Committee consisting of the Party Leader, the Chairman of the Advisory Committee and the Chairman of the Campaign Committee. ---  
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4. The Party Leader is the Chairman of the Nominating Committee. -----

5. These nominees will be approved by the Board and then presented to the General

Membership Meeting. -----

**Article 18** -----

**NOMINATING COMMITTEE** -----

The Board shall appoint a Nominating Committee charged with the selection of candidates to represent the Movement in parliamentary elections. This committee is installed at the latest six (6) months prior to the election. -----

**Article 19** -----

**CAMPAIGN COMMITTEE** -----

1. The Board shall appoint a Campaign Committee charged with the planning and execution of a campaign. This committee is installed at the latest six (6) months prior to the election. -----
2. The Campaign Committee must include at least the Political Leader, and the President and Treasurer of the Board of the St. Maarten Development Movement.
3. The Campaign Committee must submit a budget to the Board for approval. -----

**Article 20** -----

**COMMITTEES** -----

1. The General Membership Meeting and the Board may 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 21** -----

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

Other stipulations regarding the organization and management of the St. Maarten Development Movement 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. -----

**Article 22** -----

**AMENDMENT OF THE CONSTITUTION** -----

1. This Constitution shall be amendable only in a special General Membership Meeting especially convened for such purpose and wherein at least two-thirds (2/3) of the Ordinary Members with voting rights is present and the amendment is approved by at least two-thirds (2/3) of the votes cast. -----
2. In the event the required number of Ordinary members is not present at the time of this special General Membership Meeting, within not less than one (1) week and not more than four (4) weeks thereafter, a special meeting can be convened again for such purpose and wherein more than half of the Ordinary Members with voting rights is present, and the amendment can then be approved by simple majority vote. -----
3. If at this second meeting there is no quorum then a third meeting will be convened with the same agenda, which meeting is to be held within not less than one (1) week and not more than two (2) weeks thereafter, without a quorum being necessary, and the amendment can then be approved by simple majority vote. ---

**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 the articles of this constitution; the paragraphs of article 21 are likewise applicable. -----
2. In case of a resolution as meant in paragraph 1. of this article, the Board will nominate charitable organizations in line with the ideology of the Party to allocate the positive balance of the Association. The General Membership Meeting shall then vote for the charitable organizations presented. -----  
The paragraphs of article 21. are likewise applicable to this last mentioned resolution; ---

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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 these Articles of this 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 of Sint Maarten -----

#### **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 three (3) months after the end of the fiscal year – subject to any extension of this term by the General Membership Meeting - the Board shall present in a General Membership 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. -----

#### **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, 2016; -----
- that in deviation from the above mention in article - as far as concerns the manner of appointment - the present Board members of the Association are: -----
  1. Ms. ANDREA DEIRDRE ALEXANDRA ORTEGA-LOUDHOFF, abovementioned as **Vice-President**; -----
  2. Ms. TAMMY AUDREY RICHARDSON-RICHARDSON, abovementioned as **Secretary**; and -----
  3. Ms. NATASHA SOLANGE ALEJANDRA ORTEGA, abovementioned, as **Treasurer**; -  
-----

who have all accepted their appointment. -----

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

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

After relating the substance of this deed to the appearers, they unanimously declared to have examined the contents of this deed and not to require a full reading thereof. --

Then after a summary reading of this deed, it was signed by the appearers and by me, civil law notary. -----

(w.s.) A. Ortega-Oudhoff, N. Ortega, T. Richardson-Richardson, L. Tuitt. -----

ISSUED FOR TRUE COPY