

## **Amended Articles of Association of THE UNITED PEOPLE'S PARTY ASSOCIATION**

Upon this eleventh day of April, two thousand and fourteen, came and appeared before me, Marlène Françoise Mingo, LL.M., a civil law notary, established on Sint Maarten, herein referred to as "notary" or "civil law notary":

Ms. BRENDA KAY WATHEY, a businesswoman, according to her declaration married, born on Sint Maarten on November thirteenth, nineteen hundred and sixty-seven, Who identified herself with a passport number NK7393274, issued by the Kingdom of the Netherlands, under number NK7393274 choosing domicile at Emmaplain 4, Fouress Building Suite A, Philipsburg, Sint Maarten, hereinafter referred to as "the appearer".

WHEREAS based on a Governing Board's meeting, which took place on April seventh, two thousand and fourteen, it was decided to mandate and authorize the appearer to sign on behalf of the association, **THE UNITED PEOPLE'S PARTY ASSOCIATION**, established on Sint Maarten, hereinafter referred to as the "association" or "Party", for a proper completion of the amendments of the articles of incorporation of the aforementioned association.

WHEREAS based on a Resolution of the Congress of the Party, which Congress' meeting took place on March twenty-three, two thousand and fourteen, the present and outgoing Governing Board is authorized to execute and do whatever is deemed necessary, to

amend the Articles of Incorporation of the aforesaid association in such a manner that the Articles of Incorporation shall comply with National Ordinance of Registration and Finances of Political Parties (in Dutch: "Landsverordening Registratie en Financiën Politieke Partijen"), which shall be set forth hereinafter, and that the appearer has been authorized, at the aforesaid Governing Board's meeting to amend the deed of the Articles of Incorporation.

NOW THEREFORE the appearer is authorized to execute and sign for the amendments and to do whatever may be required for a proper completion of the amendments of the articles of incorporation of the aforementioned association.

The authorization appears from a copy of the minutes of the abovementioned, a copy of which after being authenticated, shall be attached to the original of this instrument.

The appearer, acting as aforementioned, furthermore declared to amend the articles of incorporation of the association, in such a manner that the present complete deed of the articles of incorporation will be amended and worded henceforth as follows:

### NAME, SEAT, DURATION, AND PARTY COLOR OF THE ASSOCIATION

#### **Article 1**

The association bears the name: **"THE UNITED PEOPLE'S PARTY ASSOCIATION"**.

The association shall also be known as: UNITED PEOPLE'S PARTY and can also be abbreviated as: "UP Party", or "UP", hereinafter referred to as the "Association" or "Party".

#### **Article 2**

The Association is established on Sint Maarten.

#### **Article 3**

The Association is established for an unlimited period of time.

#### **Article 4**

The color of the Party is GREEN.

### FINANCIAL/FISCAL YEAR OF THE ASSOCIATION

#### **Article 5**

The financial year of the Association coincides with the calendar year.

### OBJECTIVES

#### **Article 6**

1. The Party has established objectives in the interest of the population of Sint Maarten in particular and, when required, in the interest of the islands of the Caribbean;
2. The Party's primary objectives are the development and well-being of Sint Maarten which shall be achieved by assuring:
  - a. That the Party partakes in elections for public office in compliance with the rules and obligations as stipulated in the National Ordinance of Registration and Finances of Political Parties (in Dutch:

"Landsverordening Registratie en Financiën Politieke Partijen). An application for registration of the political party shall be submitted in writing to the Electoral Council within the term as stipulated by the National Ordinance of Registration and Finances of Political Parties, prior to the postulation of the Party's candidates;

- b. That the citizens and the community of Sint Maarten are represented in public office;
- c. That every citizen in the community of Sint Maarten is secured and enjoys a level of existence that meets all their basic and primary needs as human beings;
- d. That the economic growth of Sint Maarten is protected, maintained and enhanced;
- e. That the rights and dignity of every citizen are respected;
- f. That all forms of discrimination are rejected;
- g. That the living standards and human values in our community be of primary concern;
- h. That the fundamentals of our legal system are adhered to and protected at all times;
- i. That the Party serves the entire community of Sint Maarten through fairness, respect and decisive actions;
- j. That the Party strives to achieve the greatest level of independence, self governance and self determination for Sint Maarten within the given

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constitutional structure and system.

3. The objectives of the Party shall come under periodic review during the Party Congress thereby ensuring that the Party shall, at all times, be in close concert with the needs and requirements of the population of Sint Maarten.
4. The objectives and all changes and adaptations to the objectives of the Party shall be presented by the Governing Board in the Party Congress. The Governing Board will draft and present a political program on the changes and amendments, of the objectives and have the political program publicized, within the required period of time, as stipulated in the National Ordinance of Registration and Finances of Political Parties (in Dutch: "Landsverordening Registratie en Financiën Politieke Partijen). The Party commits itself to have its political program publicized no later than on the date of the postulation of candidates for any elections for all legislative bodies on Sint Maarten. The Party will send its political program to the Electoral Council at least two (2) weeks before the mentioned or announced date of postulation of its candidates.

#### MEANS

#### **Article 7**

1. The Party shall achieve its objectives by all legal means and, in particular, through:
  - a. Taking part in any elections for all legislative bodies on Sint Maarten and/or for the State and/or country Sint Maarten;
  - b. Organizing members of our community in activities designed to achieve the objectives of the Party;
  - c. Developing and following the Party's action programs designed to achieve the objectives of the Party;
  - d. Involving itself in all legal activities within the community;
  - e. Convening meetings, conferences and all other means of public contact for the purpose of disseminating information;
  - f. Supporting, printing and endorsing all forms of written publications;
  - g. Utilizing all forms of media to expound on the objectives of the Party;
  - h. Utilizing all other legally permissible means and resources for the achievement of its objectives.

#### MEMBERSHIP

#### **Article 8**

1. The membership of the Party shall consist of:
  - a. Party Members
  - b. Honorary Members
  - c. Supporters

2. Party Members are:  
All registered citizens of Sint Maarten, who hold the Dutch nationality, must be at least eighteen (18) years of age and must not be disenfranchised pursuant to article 48 sub 2 of the Constitution of Sint Maarten, and have been accepted into the Party based on the provisions as stipulated in article 9 of the articles of incorporation of the Party and in accordance with the Bylaws and meet all requirements to be eligible to vote in any elections for all legislative bodies on Sint Maarten.
3. Honorary members are:
  - a. Natural persons, who have been appointed as such because of their extraordinary merit to the Party and/or the community of Sint Maarten;
  - b. Associations, Foundations or Corporations who have been appointed as such because of their extraordinary merit to the Party and/or the community of Sint Maarten and who have been approved by the Governing Board.
4. Supporters are:  
Natural persons, Associations, Foundations or Corporations who support the Party financially or through other legal means in compliance with the National Ordinance of Registration and Finances of Political Parties (in Dutch: "Landsverordening Registratie en Financiën Politieke Partijen) and are approved by the Governing Board.

#### RIGHTS, DUTIES AND MEMBERSHIP

##### **Article 9**

1. Only Party Members in good standing shall carry the right to vote within the Party.
2. Honorary Members and Supporters may be called upon by the Governing Board to serve in an advisory or consultative capacity.
3. The Governing Board, acting in accordance with the articles of incorporation and the Bylaws, shall decide on all matters with reference to the Party Members.
4. The decision on admission, rejection or termination of membership shall be handled in a meeting of the Governing Board especially convened for that purpose;
5. The membership is personal and not transferable.
6. Substantial and/or fundamental changes in the nature or business of Honorary Members or Supporters shall be grounds for review of membership by the Governing Board;
7. Party members have the obligation to:
  - a. Attend Party meetings on a regular basis;
  - b. Pay the annual membership dues;
  - c. Assist in fundraising efforts of the Party;
  - d. Conduct themselves in a decent exemplary manner at all times;
  - e. Render support to the governing institutions of Sint Maarten;
  - f. Express a readiness to be jointly committed to enhance the ideology of the Party;
  - g. Express the commitment to work in the best interest of Sint Maarten and its people;
  - h. To adhere to the obligations as stipulated in the articles of incorporation and the Bylaws of the Party, as failure to comply with the articles of incorporation and/or the Bylaws of the Party, can lead to suspension and/or termination of the membership in accordance with article 10 of the articles of incorporation of the Party.

#### SUSPENSION, TERMINATION OF MEMBERSHIP

##### **Article 10**

1. The Governing Board shall decide in all cases of membership acceptance, suspension, termination and re-acceptance.
2. The Governing Board may suspend or terminate, a membership when it has been deemed in the Governing Board's opinion, that such member has failed to comply with the articles of incorporation and/or Bylaws of the Party or actions by a member has been deemed by the Governing Board to not be in the best interest of the

- Party and/or the community of Sint Maarten, and where the image of the Party has been damaged. The decision to suspend or terminate membership shall be substantiated in writing.
3. During the period that a Party Member has been suspended, all rights and benefits of membership shall also be suspended and not made available.
  4. A suspended Party Member may apply for acceptance at the end of the suspension period.
  5. A terminated Party Member may re-apply for membership at the end of a one (1) year period, which period of one (1) year shall be effective and commence on the date of the termination in writing.
  6. Termination of membership shall further end by:
    - a. Death of a Party Member;
    - b. Written resignation of the membership by a Party Member, sent to the Governing Board;
    - c. Cancellation in writing by an Honorary Membership or a Supporter.

#### FINANCES

#### **Article 11**

1. The finances of the Party shall consist of:
    - a. The initial amount that has been set aside at the formation of the Party;
    - b. Gifts, grants, donations, testations and legacies subject to the rules and regulations of the Federal Ordinance of Registration and Finances of
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Political Parties (in Dutch: "Landsverordening registratie en financiën politieke partijen");
- c. Income from activities organized by the Party;
  - d. Annual membership contributions by the Party Members;
  - e. Acceptance of funding from all legal sources;
  - f. Other legally acquired income.
2. Annual Membership Dues by Party Members, which amount is determined annually, will be decided on by a majority of vote during the Party Congress. Honorary Members and Supporters are excluded from paying Annual Membership Dues.
  3. There shall be an annual general meeting of the Governing Board and the Executive Committee, to be held no later than two (2) months after each consecutive fiscal year in which meeting the following shall be carried out:
    - a. A report shall be given by the Executive Committee to the Governing Board concerning the foregoing fiscal year.
    - b. The President and the Treasurer of the Governing Board shall give account of the financial management of the funds and finances of the Association during the preceding fiscal year. The aforementioned President and the Treasurer of the Governing Board are responsible for the signing of checks and financial instruments.
    - c. The Treasurer of the Executive Committee shall submit a budget for the new fiscal year to the President of the Governing Board. The President of the Governing Board shall request the Governing Board for approval of the aforementioned budget for the new fiscal year. The annual general meeting of the Governing Board and the Executive Committee is called by the Executive Committee and shall convene in the third quarter of the year.
    - d. Each year before the first day of April, the Party shall submit to the Electoral Council an annual report containing at least the following data:
      1. The composition of the Board during the year;
      2. The number of contributing members at the beginning and end of that year;
      3. The amount of the contribution for that year;
      4. The activities undertaken by the Party in that year.

- e. The aforementioned annual report as mentioned under d. is accompanied by a financial report, which financial report, in conformity with the National Ordinance of Registration and Finances of Political Parties, should at least include:
1. The capital at the beginning and the ending of each fiscal year;
  2. An itemized statement of income and expenditure and a statement by an auditor on the accuracy and fairness of the financial report;
  3. Donations of more than ANG 5,000 - or more, other than derived from a natural person;
  4. The total amount of received gifts, donations and/or grants, other than the annual contributions from the members of the Party.
- f. The Treasurer of the Governing Board shall keep all financial records which shows the rights and obligations at all times , as well as the records of all payments and receipts .The administration and the supporting documents and information shall be kept for a period of at least five (5) years.

#### GOVERNING BOARD

##### **Article 12**

1. The management and direction of the Party is determined by the Governing Board. The Governing Board is elected to office by a majority of vote during the Party Congress and in accordance with the terms and conditions as stipulated in these articles of incorporation of the Party.
2. The Governing Board shall consist of an odd number of a minimum of three (3) and a maximum of eleven (11) members among which there shall be a President, Vice-President, Secretary General, Treasurer and a maximum of seven (7) Officers.
3. The members of the Governing Board shall designate those persons to serve in the capacity of Vice - President, Secretary General and Treasurer.
4. Specific titles denoting roles and/or duties may be assigned to the Officers.
5. In the absence of the President at meetings of the Governing Board, the Vice-President shall preside. In the absence of the President and the Vice-President at meetings of the Governing Board, either the Secretary General or the Treasurer shall preside.
6. All members of the Governing Board shall be of legal age and shall further be Party Members in good standing.
7. The Governing Board is charged with the responsibility of adopting and/or amending the Bylaws of the Party.
8. All resolutions of the Governing Board shall be adopted by simple majority in a meeting where a minimum of one half (1/2) of the Governing Board members are present unless otherwise stipulated in this deed. Included in this one half (1/2) shall be two (2) members of the Executive Committee. In those meetings where a minimum of one half (1/2) of the Governing Board, including two (2) members of the Executive Committee are not present, a second meeting shall be called to vote on the proposed resolutions. In this second meeting, the proposed resolutions shall be voted upon regardless of the number of Governing Board and/or Executive Committee members present.

#### EXECUTIVE COMMITTEE

##### **Article 13**

1. The Executive Committee consists of a President, a Secretary General and a Treasurer, which will be appointed by the Governing Board.
2. The Executive Committee represents the Governing Board.
3. The Executive Committee is responsible for the daily operations of the Party.
4. The President and one (1) other member of the Executive Committee shall legally represent the Party in all matters.
5. The Executive Committee is further entrusted with:
  - a. Responsibility for convening meetings of the Governing Board;
  - b. Responsibility for convening the Party Congress;
  - c. Implementing decisions taken by the Governing Board and the Party Congress;

- d. Making decisions on behalf of the Party.
6. The Executive Committee may request the Party Leader to call meetings of the Party Council. The President of the Executive Committee shall attend meetings of the Party Council.
7. The Executive Committee shall preside over the elections for the Party Leader in accordance with article 19.
8. The Executive Committee may be charged with specific functions and entrusted with additional powers from time to time as determined by the Governing Board.

#### ADVISORY COUNCILS AND NOMINATION COMMITTEE

##### **Article 14**

1. Advisory Councils may be established from time to time by the Executive Committee and shall report to the Executive Committee;
2. The purpose, function and term of an Advisory Council shall be determined by the Executive Committee.
3. Persons serving on an Advisory Council shall not necessarily be Party Members.

##### **Article 15**

1. The Nomination Committee shall be established by the Executive Committee and will be charged with compiling the list of candidates for any elections for the legislative bodies on Sint Maarten;
2. The Nomination Committee shall consist of active members in good standing who have made significant and/or extraordinary contribution towards the realization and development of the party;
3. The Nomination Committee shall be an odd number of a minimum of three (3) and a maximum of seven (7) members;
4. The Party Leader is member and Chairman of the Nominating committee and shall call meetings of the Nomination Committee and determine agenda points. The other members of the Nomination Committee are appointed by the Executive Committee;
5. The Nomination Committee shall compile the list of candidates for any elections for all legislative bodies on Sint Maarten;
6. All candidates that feature on the definite list of candidates must submit to the Nomination Committee a declaration signed by the candidate that he/she will not act in contravention of the provisions of the National Ordinance Registration and Finances Political Parties during the election campaign;
7. Candidates shall be evaluated on the following criteria, including any others specified within the call for candidates:
  - a. Eligibility to participate in the election for members of any legislative body;
  - b. Qualifications and experience, including unique desired skills;
  - c. Past contributions to the party and other organizations;
  - d. Referral or reference from members;

#### TERM

##### **Article 16**

Members of the Governing Board shall serve a two (2) year term.

1. Outgoing Governing Board members are immediately eligible for re-election.
2. Temporary openings on the Governing Board shall be filled by persons designated by the Governing Board. Persons so designated shall serve until the end of the term for the Governing Board.

#### VOTING

##### **Article 17**

1. The Governing Board is elected in the Party Congress from a slate specifically prepared for this purpose.
2. At the request of the Party Leader, the election of a President of the Governing Board can be referred to the Party Congress.
3. The Governing Board is elected by a simple majority of the Party Members in good standing voting at the Party Congress.
4. Specific functions on the Governing Board are not designated at the time that voting takes place and, as such, are assigned among the Governing Board.

5. Assignment to the functions on the Governing Board referred to in Article 12 sub 2 shall take place by internal vote within the Governing Board. Candidates within the Governing Board may postulate themselves for the functions with a vote being held. A simple majority is required.

#### PARTY COUNCIL

##### **Article 18**

1. The Party Council shall consist of active Party Members in good standing who:
- Have served as candidates for election to public office;
  - Have been appointed by the Party to the position of Minister in the Council of Ministers of Sint Maarten;
  - Have served as a member of the Governing Board of the Party;
  - Have made a significant and/or extraordinary contribution towards the realization and development of the Party.
2. ***The determination of the members of the Party Council shall be made by the Executive Committee in accordance with rules established for this purpose and laid down in the Bylaws.***
3. ***The primary functions of the Party Council are to:***
- Establish and maintain a close working relationship among candidates;***
  - Bring forward and resolve potential problem areas among candidates;***
  - Provide candidates with a system and structure to be followed during campaigns and otherwise;***
  - Keep candidates abreast of events affecting the Party.***
4. ***The Party Leader shall preside as the Chairman of the Party Council and shall call meetings of the Party Council and determine agenda points.***
5. ***The Secretary General shall serve as secretary for meetings of the Party Council and shall be charged with recording of decisions made.***

#### PARTY LEADER

##### **Article 19**

1. The Party Leader, with the exception of the first Party Leader, is elected by the Party Congress from among the Party Members in good standing
2. Candidates for Party Leader may postulate themselves sixty (60) days prior to the Party Congress supported by one hundred (100) signatures from Party Members in good standing.
3. The Party Leader shall head the list of candidates taking part in elections.
4. The manner of election and the powers of the Party Leader shall, if required, be further developed in the Bylaws.

#### PARTY CONGRESS

##### **Article 20**

1. The first Party Congress shall be called within a period no later than ninety (90) day prior to the date on which the Party will contest its first elections for public office.
2. Notice for the Party Congress shall be made a minimum of thirty (30) days prior to the date of the meeting. Notice shall be given using the local media and/or by using generally in practice, accepted means of communication but, however, not in breach of any laws on Sint Maarten.
3. An agenda for the Party Congress shall be prepared by the Executive Committee.
4. The agenda points shall reflect, among others:
- Presentation of the Annual Report covering the previous year's activities, by the President of the Governing Board;
  - A presentation by the Treasurer of the Governing Board on the Financial Report of the Party's finances;

- c. Voting for the Party Leader and for the members for the Governing Board, when required;
- d. Other points in the interest of the Party.

#### EXTRAORDINARY PARTY CONGRESS

##### Article 21

1. An Extraordinary Party Congress may be requested by signed petition representing the signatures of a minimum of one hundred (100) Party Members in good standing.
2. The signed petition, with the proposed agenda for the meeting and substantiation for the agenda, shall be submitted to the Executive Committee.
3. The Executive Committee, after consultation with the Governing Board shall call the Extraordinary Party Congress in accordance with Article 20.

#### VOTING IN THE PARTY CONGRESS

##### Article 22

1. Only registered Party Members in good standing shall have the right to vote in the Party Congress. A list of the party members in good standing shall be made available prior to the Party Congress.
2. Decisions taken and resolutions passed by vote in the Party Congress shall be binding on all Party Members.
3. Decisions taken and resolutions passed in the Party Congress shall be deemed valid when passed by a simple majority and where a minimum of one third (1/3) of the Party Members in good standing are present.
4. In the absence of a minimum of one third (1/3) of the registered Party Members in good standing, a second meeting shall be convened within thirty (30) minutes.
5. During such second meeting valid decisions shall be taken and valid resolutions passed irrespective of the number of Party Members in good standing present.

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#### AMENDMENTS OF THE STATUTES AND DISSOLUTION

##### Article 23

1. The statutes of the Party may be amended by vote during the Party Congress. For amendments of the statutes, a majority of two-thirds (2/3) shall be required in a meeting where a minimum of one third (1/3) of the Party Members in good standing are present.  
In case the quorum of a minimum of one third (1/3) of the Party Members and/or two thirds (2/3) of majority of votes are not met, a second meeting shall be convened within fourteen (14) days after the first meeting and a simple majority shall be required.
2. Approved modifications shall go into effect after the notarial deed of the amendment of the statutes has been signed and registered in the Chamber of Commerce.
3. Dissolution of the Party may take place in a Party Congress convened specifically for this purpose. A minimum of one half (1/2) of the registered Party Members in good standing shall be present in said meeting. A three-fourths (3/4) majority shall be required for a dissolution.
4. Liquidation shall occur taking into account the provisions of the Civil Code of Sint Maarten (formerly known as the Civil Code of the Netherlands Antilles) or any other applicable law in Sint Maarten.
5. The Executive Committee shall determine the final disbursement and/or distribution of the assets of the Party.

#### BYLAWS

##### Article 24

1. The Governing Board may propose and/or adopt bylaws for the Party which may include a further implementation of these statutes.
2. The Bylaws shall not contain any provisions in conflict with the statutes or law.
3. In all instances, where the subject matter at hand is not specifically dealt with by the statutes or the Bylaws, the Governing Board shall decide by written ruling.
4. The Governing Board shall further determine whether such ruling(s) shall be incorporated into the Bylaws.

#### FINAL PROVISIONS

##### Article 25

1. In deviation of the provisions in Article 12, with regard to the manner of election of the Governing Board, **the following are the members of the Governing Board:**
  - a. Theodore E. Heyliger, residing at Guana Bay, Sint Maarten as **President**;
  - b. Brenda Kay Wathey, residing at Pelican Key, Sint Maarten as **Secretary**;
  - c. Franklin Antonio Meyers, residing at Upper Princes Quarter, Sint Maarten, as **Treasurer**.**For the Executive Committee the following members were appointed:**
  - a. Theodore E. Heyliger, residing at Guana Bay, Sint Maarten as **President**;
  - b. Joseph E. Richardson, residing at Arch Road 89, Sucker Garden, Upper Princess Quarter, Sint Maarten as **Secretary**;
  - c. Kenneth Serrant, residing at 100 Delight Estate Road, Belvedere, Sint Maarten, as **Treasurer**.
2. The Governing Board for the first time shall serve until a Governing Board has been elected in accordance with Article 17.
3. In deviation of the provisions in Article 19, with regard to the manner of election of the Party Leader, the Governing Board has designated Theodore Emanuel Heyliger as the Party Leader.



These statutes shall become effective immediately after signing of the deed of amendments to the deed incorporation and the registration at the Chamber of Commerce.

The appearer is known to me, Civil Law Notary.

**WHEREOF THIS DEED** has been executed in one (1) original copy (in Dutch "in minuutakte") on Sint Maarten on the date mentioned in the heading hereof. After the contents of the deed were factually stated to the appearers, the appearers declared to be informed of the contents of the deed and not to desire a complete reading aloud thereof. Thereupon this deed was after abbreviated reading aloud signed by the appearers and by me, Civil Law Notary.

Was signed: B.K. Wathey, M.F. Mingo.