

## Amended Articles of Association of UNITED ST. MAARTEN PARTY

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

1. Mr. CECIL RODOLFO DIMITRO NICHOLAS, a businessman, residing at Ebenezer Road 3-D, Ebenezer, Sint Maarten, born on Aruba, formerly the Netherlands Antilles, on January 20, 1971, according to his declaration married, who identified himself with his passport issued by the Kingdom of the Netherlands with number NXCD9P526; -----
2. Ms. MELLISSA MARITZSA ASENATH ARRINDELL, born DONCHER, a businesswoman, residing at Back Street 158-A, Philipsburg, Sint Maarten, born in Sint Maarten, formerly Netherlands Antilles, on January 25, 1971, according to her declaration married, who identified herself with her passport issued by the Kingdom of the Netherlands with number NW55C38H3, -----

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

**UNITED ST. MAARTEN PARTY**, an association, established on Sint Maarten, having its registered address at Bishop Hill Road 30-B, Lower Prince's Quarter, Sint Maarten, registered in the Trade Register of the Chamber of Commerce and Industry on Sint Maarten under number 22324.0. -----

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

- that by deed executed on December nineteenth, two thousand thirteen before me, civil law notary, the Articles of Incorporation of United St. Maarten Party were established. -----
- In a meeting of members, held today on Sint Maarten, it was unanimously adopted to amend the existing Articles of Incorporation of the Association; a copy of the minutes of which meeting shall be **attached** to the original of this deed. -----

AMENDMENT OF THE ARTICLES OF INCORPORATION -----

The appearers, acting as mentioned above, therefore, in execution of the adopted resolution, declared to amend the Articles of Incorporation of the Association, which now reads as follows: -----

**Article 1** -----

### DEFINITIONS

The following definitions apply: -----

- a. **Advisory Committee:** this committee has the task to advise the bodies and committees of United St. Maarten Party. -----
- b. **Candidate Committee:** the independent body of the Association charged with comprising the candidate list for parliamentary elections and advising upon this matter. -----
- c. **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. -----
- d. **Honorary Members:** are those persons who have been of exceptional service to United St. Maarten Party or Sint Maarten. -----
- e. **Ordinary Members:** natural persons who are eligible to vote in the parliamentary elections of Country Sint Maarten. -----
- f. **Party Congress:** is the highest body of the Association, and consists of all the members. -----
- g. **Party Council:** this is the body of the Association which has as task to advise and supervise the Board on behalf of the Party Congress. -----
- h. **Political Leader:** the natural person who is entrusted with the political leadership of United St. Maarten Party. ---
- i. **Representative Body:** the parliament of Country Sint Maarten, or any other type of governmental legislative body representing citizens. -----
- j. **Supporting Members:** natural persons eighteen (18) years of age or older, and who do not have the Dutch nationality, but who have legal residence status on Sint Maarten and are a supporter of United St. Maarten Party

**Article 2** -----

### NAME AND SEAT

The Association, further also to be referred to as "the Association" bears the name: "**UNITED ST. MAARTEN PARTY**". -----

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 educate and elevate the citizens of Sint Maarten in order for them to operate at their maximum potential. -----
  - b. To participate in parliamentary elections by presenting a slate of candidates, and to win such parliamentary elections in a democratic manner. -----
  - c. To create a sense of co-operation, integration, and unity amongst the citizens of Sint Maarten. -----
  - d. To highlight various issues facing the community that hinder the development and progress of the citizens of Sint Maarten and Country Sint Maarten in general. -----
  - e. To abolish the spirit of individualism and encourage the pursuit of common interest, and sacrifice for Country Sint Maarten. -----
2. The principles of the Association are: -----

"United St. Maarten Party believes strongly in the principles of: Democracy, Integrity, Diversity, Security, Creativity, Justice, Peace, Ecology, Economy and Independence". -----

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

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

United St. Maarten Party strives to achieve its objectives by: -----

- a. Presenting a slate of candidates; -----
- b. All other legally permissible means. -----

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

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

1. The funds of United St. Maarten Party shall consist of: -----
  - a. Enrollment fees, contributions and other dues of Ordinary and Supporting 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 Ordinary Member or Supporting Member. At the discretion of the Board the enrollment fees and other membership dues can be paid in installments. -----
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, establishes budgets and financial policies. -----

#### **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 Constitution. -----

Supporting Members will also be designated to a District as mentioned in article 13 of this Constitution. Supporting members may serve on a committee, but may not be appointed to the Board. This member is also required to pay dues as herein outlined. -----

  - c. Honorary Members do not have voting rights. -----
3. Members must be accepted as such by the Board of United St. Maarten Party. 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 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 by a United St. Maarten Party 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 this Constitution 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 this Constitution 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 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. -----
  - c. by written notice of termination by the Board in accordance with paragraph 4 of Article 7 of this constitution. - -----
  - 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; and 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 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; -----
  - f. by cancellation of the Honorary Membership by the General Meeting of Members. -----
2. A member of United St. Maarten Party 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 c 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 (1) year, can only be reinstated if and when the outstanding contributions have been paid in full. -----

## **Article 9** -----

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

Each year at least one General Membership Meeting (which can also be called the "PARTY CONGRESS") is held, the latest in the month of November. -----

1. 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. --
2. Special General Meetings shall be held as frequently as the Board deems fit.
3. 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 (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 timely. -----  
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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. -----

4. 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. -----  
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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 Meeting themselves. -----  
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6. General Meetings shall be valid if at least one-third (1/3) of the voting mem-bers is present. If at this meeting one-third (1/3) of the voting members is not present, a second meeting must 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. -----
7. All resolutions are taken by simple majority of the votes cast unless otherwise provided for in this Constitution. ---  
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8. Only Ordinary Members have the right to vote. -----
9. 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. -----
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. -----  
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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. -----

12. The President and the Secretary of the Board or their respective substitutes shall also act as such at the General Meeting. -----
13. 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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#### **Article 10** -----

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

1. The Board consists of a number of at least seven (7) persons, who will fulfill at least the functions of: -----  
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President, Vice-President, Secretary, Assistant-Secretary, Treasurer, Assistant-Treasurer, and Public Relations Officer. The Board may introduce more functions. -----  
-----  
With the exception of the President, the Secretary and the Treasurer, the board members may hold two functions on the board. -----
2. The Board will remain legally constituted even when the number of Board members drops below seven (7), 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 (2) 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 (18) 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. -----
6. Outgoing Board members are immediately eligible for re-election. -----
7. 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 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. -----

**Article 11** -----**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. -----

**Article 12** -----**REPRESENTATION** -----

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

**Article 13** -----**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 14** -----**PARTY COUNCIL** -----

1. There is a Party Council, which has as task to advise and supervise 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 the persons elected and/or 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 years. -----
5. The Party Council shall meet at least once a month. -----

**Artikel 15** -----**POLITICAL LEADER** -----

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

**Article 16** -----**POLITICAL PROGRAM** -----

United St. Maarten Party will publish its political program in a timely manner, more specifically at least sixty (60) 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 17** -----**ADVISORY COMMITTEE AND OTHER COMMITTEES** -----

1. The General Meeting shall appoint an Advisory Committee with the task to advise the bodies and committees of United St. Maarten Party. -----
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 18** -----**CAMPAIGN COMMITTEE** -----

1. The Party Council shall appoint a Campaign Committee in such a manner that the 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 United St. Maarten Party. -----
3. The campaign committee must submit a budget to the Board for approval. ---

**Article 19** -----**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 20** -----**BY-LAWS** -----

Other stipulations regarding the organization and management of United St. Maarten Party 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 21** -----

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

1. 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. -----
2. 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. The amended constitution shall not enter into effect until approved by the Governor of Sint Maarten. -----

**Article 22** -----**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 General Meeting decides about the allocation of a positive balance; -----  
the paragraphs of article 21 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.

4. The liquidation will furthermore be effected with due observance of the provisions of the applicable articles of the Civil Code. -----

**Article 23** -----

**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 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." -----

The appearers, acting as aforementioned, furthermore declared that the amendment is effective from the date of its registration at the Chamber of Commerce and Industry on Sint Maarten. -----

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. Nicholas, M. Arrindell-Doncher, M. Boekhoudt. -----