



St. Maarten Hospitality & Trade Association Constitution

Name, Seat, Duration & Financial year

Article 1

1. The name of the Association is "St. Maarten Hospitality & Trade Association," which can be abbreviated to SHTA, and will hereinafter be referred to as the "Association."
2. The Association is established on St. Maarten, Netherlands Antilles
3. The Association has been founded as a non-political not for profit organization on July 16, 1991, for an unlimited period of time.
4. The financial year of the Association runs from April 1st until March 31st.

Objectives

Article 2

The objectives of the Association are:

1. The promotion - in the broadest sense of the word - of business on the island of St. Maarten and specifically of the business interests of the members of the Association.
2. To promote the goodwill of the tourism industry, both locally as well as internationally.
3. To promote cooperation between the Dutch and French side of the island on trade and tourism related matters.
4. To create awareness for, promote, participate in, organize, render, advice on, conduct and/or fund education and training, for St. Maarten businesses directly or in-directly involved in tourism
5. To assist with strategic planning, sustainable development and quality enhancement of St. Maarten's tourism product.
6. To represent the collective SHTA membership towards local, national, regional and international bodies, authorities and institutions.

Means

Article 3

The Association shall pursue its objectives through:

1. The promotion of services and commercial, social and cultural relations between its members.
2. The promotion of services and commercial, social and cultural relations between its members and the population of St. Maarten, the Island Government, the Government of the Netherlands Antilles and organizations, which are locally or internationally and directly or indirectly involved in the welfare of the tourism industry on St. Maarten.
3. The collection of relevant data for and the rendering of advice and assistance in general to its members and the Island Government of St. Maarten.
4. The publishing of a newsletter to furnish information, facts and/or circumstances to the members which might lead to the promotion of their businesses and the welfare of the tourism industry on St. Maarten. The regular publishing of newspaper articles furnishing the general public with tourism related matters and information.
5. The elaboration of proposals and projects to create and/or improve an environment, in the broadest sense of the word, in which the tourism industry can develop and sustain in a planned and orderly fashion.
6. The advertising and conducting of promotional and PR programs for and in general the marketing and selling of its hotel and allied members services locally and internationally.
7. All other legally and constitutionally permissible activities.

Members

Article 4

The Association has Hotel Members, Allied Members, and Honorary Members.

1. A Hotel member can be, at the discretion of a simple majority vote of the board, those businesses that are registered at the Chamber of Commerce on St. Maarten as timeshare hotel and/or transient hotel (resort) and/or guesthouse with seven (7) rooms or more, and are as such, properly licensed in accordance with the existing laws of St. Maarten and the Netherlands Antilles.
2. Allied members are those at the discretion of a simple majority vote of the board, who do not meet the requirements laid down in paragraph (1.) of this article, but whose business is tourism related or any licensed business that wishes to participate in same.
3. Honorary members are natural persons who have rendered meritorious service towards the Association and/or the welfare of the tourism industry in particular. They shall be appointed upon recommendation of the board. Honorary members have no voting rights.

Termination of Membership

Article 5

Membership shall terminate through:

1. Cancellation of the membership by the board upon non-compliance by a member with the requirements as stated in articles four (4) and six (6).
2. Death or termination of the respective business.
3. In case of moratorium or bankruptcy, expulsion by the board can be activated after this has been approved by at least a two-thirds (2/3) majority of the votes cast at a general membership meeting.
4. Expulsion on recommendation by the board, upon approval by at least a two-thirds (2/3) majority of the votes cast at a general membership meeting.
5. Written resignation submitted to the board.
6. In case of termination of membership, current membership dues are non-refundable.

Financial resources

Article 6

The financial resources of the Association consist of:

1. Membership application fees and Hotel and Allied membership dues, all of which are established by the general membership meeting, after recommendation by the board.
2. Other income, such as donations, fund raising activities, subsidies, legacies, business ventures, endorsements, sponsorships and interest on bank accounts etc.

The Board

Article 7

The board must always consist of an uneven number of at minimum nine (9) members and shall be elected by the general membership meeting, at the Annual General Meeting. The Board consists of:

- A President
 - A First Vice President
 - A Second Vice President
 - A Secretary
 - A Treasurer
 - At least four (4) other members
1. The members of the board shall be elected from among the owners and/or general managers of the hotel- and/or allied members or their appointed representatives. Discontinuation of this position will automatically include discontinuation of the position on the board of the Association. Board members should be of major age in the sense of the law and residing on St. Maarten.
 2. Nominations for Board positions shall be requested from members of the association prior to the Annual General Meeting.
 3. To be valid, nominations must be submitted in writing and received no later than two (2) days before the Annual General Meeting; nominations must be accompanied by endorsements from association members, with a minimum of endorsements equaling one half plus one the number of incumbent board members.
 4. Upon receipt of valid nominations, the Board shall compile a slate for elections.
 5. The board elects its president and executive board from among its board members.
 6. The board shall be elected into function for a minimum of one (1) year.
 7. The resigning board members are immediately re-eligible.
 8. If an interim vacancy occurs on the board, that vacancy shall be provided for by the board and be appointed only for the remainder of the original term of the vacated position.
 9. The board can ask one of its board members to step down from the board voluntarily, in case a vote of non-confidence is brought before the board by any of its members and is supported by a two-thirds (2/3) majority of the board. If the board member in question is not willing to step down voluntarily, the vote of non-confidence shall be brought before the next general membership meeting, which can discharge the board member in question by a two-thirds (2/3) majority vote.

Executive board and representation

Article 8

1. The executive board consists of the President and four other Board members.
2. The executive board shall monitor, review and supervise Association affairs and the daily management, liaise with the executive staff of the Association, and in between the meeting of the Board of Directors, act on behalf of the Board in those matters that may fall within the scope of the objectives of the Association.
3. The board of directors will be informed about the decisions of the Executive Board, which are taken unanimously in an executive board meeting, with a minimum present of three Executive Board members.
4. In a case of conflict of interest between the Association and any board member, such a board member shall refrain from casting a vote on the respective matter and shall not be considered to represent the Association.
5. Executive Board meetings may be held, and decisions made, by way of telephone and electronic conference meetings or ballots.
6. In case of absence of one or more of the Executive Board members, the board administration shall rest with the remaining Executive Board members.
7. If there is no unanimity in the Executive Board about matters that are discussed, these matters will be placed on the agenda of the Board of Directors.
8. Decisions of the meetings of the Executive Board will be forwarded to the next meeting of the Board of Directors. Each board member has the right to have the matter discussed and voted upon by the Board of Directors. After approval of the minutes of the Executive Board, the decisions of the Executive Board are ratified.
9. The President and/or either one of the Vice Presidents represent the Association in and out of court, after prior consultation with, and having received authorization from the board for that purpose.
10. In case of absence of the President, one of the Vice Presidents shall act in that function.
11. In case of absence of the Secretary and/or Treasurer, a board member designated for that purpose by the President is to act in that function.

Board meetings and board resolutions

Article 9

1. The board shall meet at minimum once a month or as often as the President or a majority of the board considers necessary.
2. The convocation for the board meetings shall take place by or on behalf of the President, with due observance of a term of one (1) day including the day of convocation, and must contain a statement of the topics to be discussed at the meeting, unless otherwise required in urgent cases.
3. Board members can have themselves represented at a meeting by a co-member of the board through written Power of Attorney.
4. Board meetings shall be presided over by the President or by a member of the executive board.
5. A person to be designated by the board shall keep the minutes of the meetings.
6. At the board meetings any resolution can be passed with a simple majority, which is considered half (1/2) plus one of the votes cast, with at least half (1/2) of the board members present including members duly represented in accordance with paragraph 3 of this article.
7. In case of a tie of votes, the proposal on which voting was held shall be considered as having been rejected.
8. Each board member is entitled to one vote.

Committees

Article 10

1. The board can appoint and relieve committees to render assistance to the board in case of special issues.
2. The general meeting may appoint a financial committee from among its members, which is charged with the control on the administration of the finances by the board. The financial committee shall resign annually at the general membership meeting, but the members are immediately re-eligible. Board members may not form part of this committee.

Annual Membership Meetings

Article 11

1. Each year, the annual general membership meeting is held, at the latest six (6) months after the ending of the fiscal year. The meeting agenda shall include the following:
 - The presentation of a report by the board, on the performance during the previous fiscal year of the association.
 - An account by the board of the financial management of the funds of the Association during the previous fiscal year, and a presentation of budget suggestions for the new fiscal year, and if any, suggestions for changes in dues, fees etc.

General Membership Meetings

Article 12

1. On or before March 31 of each Association year a General Membership Meeting shall be convened, in which the election of the board for the subsequent Association year shall take place. Also, a new Financial Committee may be elected.
2. General Membership Meetings shall be convened with at least five (5) days written notice, via mail, fax, e-mail and/or through an advertisement in daily newspapers. Topics for the agenda shall be submitted to the board in good time in order to be included in the notice of the meeting.
3. General Membership Meetings shall be held as often as the board deems this necessary and also when at least ten (10) members request the board in writing to hold such meetings while stating the topics to be discussed.
4. In the event the board neglects to honor such request within four (4) weeks, the members shall be entitled to convene said General Membership Meeting themselves after a further week.

Quorum

Article 13

1. At the General Membership Meetings any resolution can be passed with a simple majority, which is considered half (1/2) plus one of the votes cast, with a number of at least two third (2/3) of the members present.
2. If the required number is not present, then the meeting shall be postponed and shall be considered to have again been convened within fourteen (14) days thereafter. This meeting can then pass legally valid resolutions by majority, regardless of the number of members present.

Voting

Article 14

1. All members, with the exception of honorary members, have the right to one vote.
2. The manner of exercising the voting right at the meeting shall be established in the By-Laws.
3. Voting shall be effected by written ballots when persons are involved, and orally or by acclamation when voting on matters.
4. Abstentions, invalid and blank ballots shall not be considered as votes cast.
5. Except in cases in which the articles of Association or the By-Laws stipulate otherwise, resolutions shall be passed with a simple majority of votes.
6. When voting on persons and no majority is obtained, a new ballot shall take place on the two persons who have gathered the highest number of votes. If in a second ballot those persons should obtain the same number of votes, lots shall be drawn.

By-laws

Article 15

1. The General Membership Meeting may adopt by-laws and other resolutions for the Association by simple majority of votes, with a number of at least two-thirds (2/3) of the members present
2. The provisions of the by-laws may not be in conflict with the articles of Association.

Amendments

Article 16

1. Amendments in the Constitution can only take place during a General Membership Meeting.
2. In deviation from the provisions of Article 13, amendments can be passed only with a majority of two-thirds (2/3) of the votes cast.

Dissolution

Article 17

1. Dissolution of the Association can only take place in a General Membership Meeting, with a majority of two-thirds (2/3) of the votes cast, in the presence of at least three fourth ($\frac{3}{4}$) of the members.
2. The General Membership Meeting, which has decided for dissolving the Association, shall stipulate the manner in which the financial resources and other assets of the Association shall be spent, with due observance of the provisions of Article 1680 of the Civil Code of the Netherlands Antilles.

Final Provisions

Article 18

1. In all cases for which this constitution, by-laws or other resolutions do not provide, the board shall decide, while being subject to further approval by the next General Membership Meeting.
2. This Constitution shall enter into effect upon approval of the Governor of the Netherlands Antilles.