



RELATIONSHIP CHARTER

The undersigned:

- (i) The legal person governed by public law Land Aruba, duly represented in this matter by the Minister of Economic Affairs, Communications and Sustainable Development, hereinafter referred to as: the "Minister"; and
- (ii) The Aruba Fair Trade Authority, hereinafter referred to as: the "AFTA";

hereinafter jointly referred to as: the "Parties";

Whereas:

- the AFTA is an independent administrative body, established by law simultaneously with the introduction of the Competition Ordinance and responsible for the implementation thereof;
- the legislator intended to position the AFTA "at a distance" of the Minister to ensure that the decision-making of the AFTA remains unbiased and independent;
- at the same time, the Minister has overall responsibility for the performance of the AFTA;
- the National Ordinance falls under the responsibility of the Minister of Economic Affairs;
- in this Relationship Charter, the Minister and the AFTA give further substance to the manner in which they will shape their relationship, to the extent that such relationship is not provided for by or pursuant to the law;
- by means of this Charter, the relationship between the Minister and the AFTA is officially laid down;
- as a result, the frameworks of the relationship are less dependent on the staffing of the Board of the AFTA and the person of the Minister of Economic Affairs;
- the Charter guarantees the quality of the interaction between the Minister and the AFTA;
- this guarantee promotes the proper performance of their duties and responsibilities;

Have agreed as follows:

CHAPTER 1 GENERAL

Article 1 Definitions

AFTA: the Aruba Fair Trade Authority

The National Ordinance: the Competition Ordinance ("AB" [Official Bulletin] 2020 No. 103)

The Minister: the Minister of Economic Affairs

The Board: the Board of the AFTA

In writing: both by e-mail and through the Internal Services Bureau of Aruba



Article 2 The Parties

1. The Relationship Charter is concluded between Land Aruba and the independent legal person established by law, the AFTA, hereinafter jointly referred to as: the "Parties".
2. Land Aruba is represented by the Minister of Economic Affairs.
3. The AFTA is represented by the Chairman of the AFTA.

CHAPTER 2 RESPONSIBILITIES

Article 3 Shared responsibilities Minister and the AFTA

1. The Parties are responsible for compliance with this Charter.
2. The Parties are responsible for exercising the rights and performing the duties assigned to each of them by the National Ordinance.

Article 4 Responsibilities of the Minister

1. The Minister is responsible for the performance of the duties assigned to him in accordance with the National Ordinance.
2. In performing his duties, the Minister is responsible for observing the applicable (statutory) periods.
3. The Minister is ultimately responsible for the competition policy.
4. The Minister is responsible for paying a contribution from the public funds of Land Aruba to the AFTA to finance the costs and expenses as included in the budget of the AFTA approved by the Minister.
5. The Minister is responsible for the timely transfer of the contribution approved by him from the public funds of Land Aruba to the AFTA to finance the costs and expenses of the AFTA.
6. The Minister is responsible for monitoring compliance with the provisions laid down in this Relationship Charter.

Article 5 Responsibilities of the AFTA

1. The AFTA is responsible for the performance of the duties assigned to it in accordance with the National Ordinance.
2. The duties of the AFTA, as laid down in the National Ordinance, include but are not limited to the following duties:
 - a. to conduct market research and prepare reports of its own accord if, in its opinion, this is useful for the performance of its duties;
 - b. to give advice, at the request of the Minister or of its own accord, on the effects on competition of proposed or current legislation;
 - c. to process applications for exemptions from anticompetitive agreements;
 - d. to initiate investigations into possible violations of the National Ordinance. The AFTA may take measures as provided for by the National Ordinance;
 - e. to process notifications of concentrations and to register concentrations subject to notification;
 - f. to deal with notices of objection and appeal.
3. The annual deliverables are specified and laid down in more detail in the annual plan of the AFTA.



4. Apart from the duties assigned to it by law, it also has the following obligations:
 - a. to provide information (advocacy & guidance) to market participants, their consultants, the media,
 - b. and the public;
 - c. to establish internal guidelines and procedures to ensure the quality of the performance of its duties. These include rules for:
 - i. staff qualifications and continuous professional development;
 - ii. conducting investigations;
 - iii. accessibility of the AFTA.
5. The AFTA is responsible for preparing an annual draft budget as referred to in Article 4.15, paragraph 2, of the National Ordinance, and an annual plan.
6. The AFTA is responsible for the performance of its statutory duties within the limits of the annual budget and subsequent annual plan approved by the Minister.

CHAPTER 3 FINANCING

Article 6 Budget

1. The AFTA will receive a written response from the Minister after having submitted the draft budget.
 - a. Before March 1 of each year, the AFTA will send the draft budget for the following year to the Minister and the Minister of Finance.
 - b. For submitting the draft budget to the Minister, the AFTA will use the format made available by the Minister for this purpose, to the extent that the Minister wishes to prescribe a format.
 - c. A meeting on the draft budget will take place between the Parties no later than four weeks after the date of submission. The AFTA will take the initiative in scheduling the meeting.
 - d. Approval by the Minister will take place before January 1 of the year to which the draft budget relates, provided that Parliament has given its approval; otherwise, within two weeks after the parliamentary debate on the budget.
 - e. The decision of the Minister on the draft budget will be communicated in writing to AFTA.
 - f. If the Minister withholds approval of the draft budget, he will notify the AFTA thereof, stating the reasons, within four weeks after receipt of the draft budget.
 - g. If the provision of subparagraph f of this Article applies, the AFTA will adjust the draft budget after consulting the Minister and submit the adjusted budget to the Minister for approval within two weeks. If the Minister withholds approval of the adjusted budget, he will notify the AFTA thereof, stating the reasons, within four weeks after receipt of the budget.
 - h. If, during the year, significant differences occur or threaten to occur between the actual and the budgeted charges or expenses, the AFTA will promptly notify the Minister thereof, stating the reason for the differences.
 - i. If the AFTA has notified the Minister as described in subparagraph h of this Article, a meeting shall take place between the Parties within two weeks (on the initiative of the AFTA).
 - j. Based on the results of the meeting referred to in subparagraph i of this Article, the Minister may decide to submit a supplementary budget for the AFTA, through the appropriate channels.
2. The AFTA will receive a written response from the Minister after having submitted the annual report with the financial statements.



- a. Before March 1 of each year, the AFTA will send the annual report including the financial statements for the preceding year to the Minister and the Minister of Finance.
 - b. A meeting on the annual report with the financial statements will take place between the Parties no later than four weeks after the date of submission. The AFTA will take the initiative in scheduling the meeting.
3. The AFTA may create a financial reserve not exceeding 10% of the approved budget of the preceding year.

Article 7 Transfer of funds to the AFTA

1. The Minister will ensure that the funds to finance the costs and expenses of the AFTA are transferred to the bank account of the AFTA in a timely manner.
 - a. The funds are transferred in two equal installments.
 - b. Each installment consists of the funds for a period of six months.
2. The Minister will ensure that the first installment is transferred before January 30 of each year.
 - a. Before March 1 of each year, the AFTA will send the draft budget for the following year to the Minister and the Minister of Finance in accordance with Article 6.1, subparagraph a.
 - b. Each year after approval of the budget by Parliament, the AFTA will send a written request to the Minister and the Minister of Finance for the transfer of the first installment.
 - c. If, after the first week of January, Parliament has not yet debated on the budget, the AFTA will send a request to the Minister and the Minister of Finance in the second week of January for the transfer of the first installment.
3. The Minister will ensure that the second installment is transferred in a timely manner each year.
 - a. The AFTA will ensure that, before March 1 of each year, the annual report including the financial statements for the preceding year are submitted to the Minister.
 - b. The AFTA will ensure that, before April 1 of each year, a written request is submitted to the Minister and the Minister of Finance for the transfer of the second installment to be transferred before May 1 of the current year.

Article 8 Management of third-party funds

1. The AFTA has a separate bank account for managing financial income from fines and incremental penalty payments.
2. Each year, the financial income will be settled and paid to Land Aruba.

CHAPTER 4 ACCOUNTABILITY

Article 9 Interim accountability

1. The AFTA will receive a written response from the Minister after having submitted the semi-annual report.
 - a. Each year before August 1, the AFTA will send a semi-annual report with a financial and general section to the Minister.
 - b. A meeting on the semi-annual report will take place between the Parties no later than four weeks after the date of submission. The AFTA will take the initiative in scheduling the meeting.



- c. During the meeting on the semi-annual report referred to in subparagraph b of this Article, the AFTA will consult the Minister on the policies for the following year.
- d. The AFTA may use the results of the meeting referred to in subparagraph c of this Article as input for the annual plan.

Article 10 Ultimate accountability

1. Each year before March 1, the AFTA will send an annual plan to the Minister.
2. A meeting on the annual plan referred to in the first paragraph will take place between the Parties no later than four weeks after the date of submission. The AFTA will take the initiative in scheduling the meeting.
3. Each year before March 1, the AFTA will send an annual report, as referred to in Article 6, paragraph 2, subparagraph a, on the preceding calendar year, as referred to in Article 6, paragraph 2, subparagraph a.
4. The annual report referred to in Article 6, paragraph 2, subparagraph a, will include financial statements and a chapter containing general information.
5. The financial statements will contain a balance sheet and the financial results of the preceding calendar year, i.e., the statement of income and expenditure.
6. The AFTA may attach an audit opinion to the financial statements.

CHAPTER 5 PERFORMANCE OF THE AFTA

Article 11 Staff

1. Within a period of four weeks after having submitted a request for approval of a staffing plan and/or staff regulations and/or management regulations, the AFTA will receive a written response from the Minister.
 - a. In accordance with Article 4.7 of the National Ordinance, the staffing plan, staff regulations and management regulations to be adopted by the AFTA require the prior approval of the Minister.
 - b. If the Minister withholds approval, he will notify AFTA thereof, stating the reasons, within four weeks after receipt.
 - c. If the provision of subparagraph b of this Article applies, a substantive meeting will take place between the Parties no later than eight weeks after the date of submission. The AFTA will take the initiative in scheduling the meeting.
 - d. After the meeting referred to in subparagraph c of this Article, the AFTA will make the necessary adjustments and submit the adjusted version to the Minister for approval within four weeks after the meeting. If the Minister withholds approval of the adjusted version, he will notify the AFTA thereof, stating the reasons, within four weeks after receipt of the adjusted version.
 - e. If the Minister does not decide and/or respond within a period of six months after submission of a request for approval, the Minister will be deemed to have granted approval.

Article 12 Selection of the members of the Board

1. The recruitment, selection and appointment of members of the AFTA will take place in accordance with the relevant provisions laid down in Ministerial Order No. 1991/23-A EZCDO/1364 of April 11, 2023, including annexes with recruitment procedure and Board member profile.



2. In the absence of an implementation manager as referred to in Article 3, paragraph 1, subparagraph c, of the Ministerial Order, the Director of the AFTA will serve on the nominating committee.

Article 13 Promotion of professional development

1. The AFTA is committed to building up a sufficient and high-quality workforce to ensure the continuity and level of the activities to be carried out. Where knowledge and expertise are lacking, education and/or training of the staff will be organized.
2. To promote the development and exchange of subject matter knowledge in the area of competition, cooperation is sought with authorities of other countries.

Article 14 Five-year efficiency and effectiveness report

1. In accordance with Article 7.1, subparagraph 1, of the National Ordinance, the Minister will send a report to Parliament every five years on the performance of the Authority and the effectiveness and effects of the National Ordinance.
2. The Minister will send a copy of the five-year report referred to in paragraph 1 of this Article to the AFTA no later than four weeks before it is sent to Parliament.
3. The AFTA will have the opportunity to attach a reaction to the report, which will be sent with it to Parliament.
4. With regard to the five-year report referred to in paragraph 1 of this Article, the AFTA will provide input in the form of a report no later than eight weeks before the expiration of the period.
5. The AFTA will assign a third party to provide the input referred to in paragraph 4 of this Article.
6. The third party referred to in paragraph 5 of this Article will receive the necessary documents from the AFTA to be able to report on the performance of the Authority and the effectiveness and effects of the National Ordinance.

Article 15 Complaints about the performance of the AFTA

1. Complaints addressed to the Minister concerning the manner in which a member of the Board or an employee of the AFTA has behaved towards a third party in a particular matter will be forwarded to the AFTA in writing as soon as possible.
2. The Minister does not handle complaints regarding the AFTA or its staff.
3. The AFTA will adopt a procedure for handling complaints about members of the Board or employees of the AFTA. This procedure will require the approval of the Minister.
4. Each year, the Minister will receive an annual report on the handling of complaints.

Article 16 Notice of default

1. In accordance with Article 4.12, paragraph 1, of the National Ordinance, the Minister may take the necessary measures if, in the opinion of the Minister, the AFTA is in serious default in the performance of its duties.
2. The Minister will arrive at an opinion on the performance of the duties by the AFTA based on the five-year evaluation of the performance of the AFTA as referred to in Article 7.1 of the National Ordinance.



3. If, as a result of the outcome of the evaluation referred to in paragraph 2 of this Article, the Minister is of the opinion that the AFTA is in default, the AFTA will receive a written notice of default from the Minister within four weeks after the Minister has sent a report to Parliament on the performance of the AFTA and the effectiveness and effects of the National Ordinance in actual practice, as provided for in Article 7.1 of the National Ordinance.
4. A meeting will take place between the Parties no later than four weeks after the date of the notice of default. The AFTA will take the initiative in scheduling the meeting.
5. During the meeting referred to in paragraph 4 of this Article, corrective measures and remedial action, including the necessary financing, will be discussed.
6. The outcome of the meeting will be recorded in writing.
7. The AFTA will be given a period of at least two years to make improvements.
8. If paragraph 3 of this Article applies, the Minister may initiate an investigation into the performance of the AFTA before the next five-year evaluation and after the two-year period referred to in paragraph 4 of this Article.
9. The Minister will assign a third party to conduct the investigation referred to in paragraph 8 of this Article.
10. If the first subsequent evaluation following a notice of default shows that no corrective measures have been taken and/or no remedial action has been taken, the Minister may determine that the AFTA is in serious default.

CHAPTER 6 ADVOCACY

Article 17 Report on the effects on competition

1. In accordance with Article 4.8, paragraph 1, of the National Ordinance, the Minister, whether or not at the request of any of the other Ministers, may instruct the Board to issue a report on the effects on competition of proposed or current legislation or of a proposed or current decision.
2. In case of an instruction as referred to in paragraph 1 of this Article, the Parties will determine in joint consultation the period within which the report can be expected.
3. The AFTA will publish the instruction (anonymized where appropriate) on its website after at least two working days.
4. The Minister will make available to AFTA such information and sources of information known to him that may be relevant to the investigation to be conducted.
5. If the AFTA is unable to carry out the instruction, the Minister will receive a written explanation thereof within a period of four weeks.
6. If the AFTA intends to issue a report of its own accord (in accordance with Article 4.8, paragraph 2, of the National Ordinance) on the effects on competition of proposed or current legislation, it will notify the Minister thereof at the beginning of the investigation.
7. The report issued will be published by the AFTA on its website at least two days after the Minister has received the report.

CHAPTER 7 INFORMATION

Article 18 Provision of information by the Minister

1. Of his own accord or at the written request of the AFTA, the Minister will provide such information as is necessary for the performance of the duties by the AFTA or as the Minister may reasonably believe is necessary for the performance of the duties by the AFTA.



2. Any request by the AFTA for information will be submitted in writing.
3. The Minister will respond in writing to requests submitted by the AFTA within a period of four weeks.
4. The Minister will keep the AFTA informed of the policy developments of the Minister regarding entry by new companies, changes to or new price regulations and other proposed legislation that may have effects on competition.

Article 19 Provision of information by the AFTA

1. The Minister will submit a request for information to the AFTA in writing.
2. In accordance with Article 4.10, paragraph 1, of the National Ordinance, the AFTA will provide the Minister, on request, with all information necessary for the performance of its duties.
3. In principle, "all information necessary for the performance of its duties" includes the previously specified documents, namely: the draft budget, annual plan, semi-annual report, annual report with financial statements and five-year report.
4. In accordance with article 4.10, paragraph 1, of the National Ordinance, the Minister may demand inspection of all business documents and records insofar as reasonably necessary for the performance of his duties.
5. In principle, "insofar as reasonably necessary for the performance of his duties" includes anonymized information on cases received and handled by the AFTA.
6. Given the autonomous and independent nature of the AFTA as described in Chapter 7 of the Explanatory Memorandum (ZJ 2013-2014-778), the Minister will not use Article 4.10 to demand subject matter information.
7. Following from paragraph 6 of this Article, AFTA will not provide confidential information to the Minister.
8. To the extent that the AFTA can reasonably assume that certain information is necessary for the performance of the duties by the Minister, the AFTA will provide it to the Minister of its own accord.
9. The AFTA will notify the Minister of the draft agreements with other government agencies concerning the demarcation of fields of activity and cooperation.
10. To this end, the AFTA will send the Minister the text of the draft agreements at least four weeks before being adopted.
11. The Minister will notify the AFTA of his intention to comment on the draft agreements within two weeks. He will notify the AFTA of his comments within two weeks after that notification. The Minister may unilaterally extend this once by two weeks. If the Minister does not respond within this (extended) period, the Minister will be deemed to have agreed with the intention.
12. The AFTA will notify the Minister at least 48 hours before exercising its powers pursuant to Article 6.1 of the National Ordinance.

CHAPTER 8 COMMUNICATION

Article 20 External communication

1. In the performance of their duties and providing external communication relating to same, the Parties bear responsibility for the competition policy from their own roles and positions.
2. The Parties will adopt a common position on the independence and integrity of the AFTA with respect to each and everyone.



3. The Parties will not publicly express their discontent with each other or each other's activities to the extent that this does not interfere with the performance of the public duties by the Minister.
4. If a decision of the AFTA may be relevant to the office of and/or the performance of the duties by the Minister, the AFTA will notify the Minister thereof by sending a copy of the decision to the Minister.

CHAPTER 9 REGULAR CONSULTATIONS

Article 21 Contact

1. The point of contact for the Minister at the AFTA is the Chairman of the Board.
2. The Chairman of the Board is in direct contact with the Minister.
3. The Director of the AFTA maintains informal contact with the bureau of the Minister.
4. The Parties have regular consultations with each other three times a year.
5. The AFTA will take the initiative in scheduling the regular consultations.
6. If any of the Parties wishes to schedule a meeting, a date and time will be agreed on in joint consultation, taking into account each other's schedules.

Period	Topic	Article
March 1 - 30	Budget, annual report with financial statements, annual plan submitted	6.1c, 6.2b, 10.2
Aug. 1 - 30	Semi-annual report	9.1b
Nov. 15 - Dec. 15	Input annual plan, input budget, evaluation of Relationship Charter	25.1

CHAPTER 10 EXTERNAL CONTACTS

Article 22 National contacts

1. The AFTA will inform the Minister about agreements with other government agencies in Aruba concerning the demarcation of fields of activity or cooperation, insofar as relevant to the performance of the duties by the Minister.

Article 23 International contacts

1. The AFTA will inform the Minister about formal consultations with relevant international organizations other than competition regulators and organizations and forums under competition law, insofar as relevant to the performance of the duties by the Minister.
2. The AFTA will share any information arising from these consultations that may be of importance to the Minister with the Minister.
3. The Parties will notify each other of invitations to attend meetings of relevant international organizations to the extent relevant to the performance of the duties by the Parties. They will send each other the agendas of such meetings, to the extent available.
4. In any case, (a meeting with) relevant international organizations as referred to in the fourth paragraph will be considered:
 - i. the OECD;
 - ii. the Kingdom Conferences.



5. The provisions in the second and third paragraphs of this Article will not apply, insofar as the AFTA is concerned, to meetings or parts of meetings at which competition matters are discussed.
6. The Minister will be assisted or represented by the AFTA at international consultations on competition policy or the fields of activity of the AFTA.

CHAPTER 12 ENTRY INTO FORCE AND AMENDMENT OF RELATIONSHIP CHARTER

Article 24 Entry into force and validity of the Relationship Charter

1. This Charter will enter into force on the date of signing and is concluded for a period of four years.
2. On termination of the Charter, it will be tacitly extended by one year each time. The Parties may give notice in writing up to two months before the termination of the Charter if they do not wish to extend the Charter.

Article 25 Evaluation and revision of the Relationship Charter

1. Each year, the Parties will jointly evaluate the implementation of the Relationship Charter. It can also be assessed to what extent the Charter needs to be amended. The AFTA will take the initiative in scheduling the meeting.
2. If, during the term of the Charter, significant changes occur in the (competition) policy pursued by the Minister, relevant laws and regulations, the investment climate or social environment in which the AFTA operates, the financial or operational management of the AFTA or other circumstances that make unchanged continuation of the Charter undesirable according to criteria of reasonableness and fairness, the Charter may be revised in joint consultation at the written request of either Party.
3. The provision of paragraph 2 of this Article also applies if the results of the five-yearly evaluation of the efficiency and effectiveness of the performance of the AFTA and of the National Ordinance give reasons to do so.
4. If, in the opinion of either Party, circumstances occur that affect the implementation of the provisions laid down in the Relationship Charter, the Charter may be amended by means of an addendum to the Charter approved by both Parties.
5. A request for revision of the Charter and/or the addition of an addendum to the Charter will be made in writing. The receiving party undertakes to respond substantively to the requested amendments within a period of four weeks and to consult the other Party in connection therewith.
6. The Relationship Charter may only be amended in the interim by written agreement of both Parties.

CHAPTER 13 OTHER PROVISIONS

Article 26 Nonbinding provisions

1. If one or more provisions of this Charter are found to be nonbinding, the remaining provisions thereof will remain in effect between the Parties.
2. This Charter has been drawn up to give further substance to the agreements between the Parties in the context of the National Ordinance. The Parties do not intend to deviate from the National Ordinance, and this Charter should be interpreted in line with the rationale of the National Ordinance. In case of differences between the National Ordinance and this Charter, the National Ordinance will always prevail.



3. The Parties undertake to replace any nonbinding provisions in this Charter by provisions that are binding and deviate as little as possible - given the aim and purpose of this Charter - from the nonbinding provisions.
4. If the Charter is found to be void or is annulled in its entirety, the Parties undertake to amend the Charter with due observance of the rationale of the provisions laid down in the Charter, in such a way that the voidness or voidability is canceled, and a new Charter is thereby created, unless it cannot reasonably be assumed that a Party would not have concluded the Charter in its amended form.

CHAPTER 14 Dispute resolution

Article 27 Disputes

1. Disputes arising between the Parties in the implementation of the Relationship Charter will initially be settled in joint consultation.
2. If the Parties cannot reach an agreement on the dispute after joint consultation, an independent mediator to be designated by the Parties jointly will be engaged.

Article 28 Application statutory regulations and principles

This Relationship Charter is governed by the laws of Aruba.

Agreed and signed in duplicate in Aruba on December 3, 2024.
