

# SKÅL INTERNATIONAL

## BY-LAWS



EFFECTIVE JANUARY 2009

# SKÅL INTERNATIONAL BY-LAWS

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**N.B.**

1. Words in the present By-Laws, which imply the male sex, may be taken equally to imply the female sex. Likewise, references to the rights of Active members apply equally to Life, Retired and Young Skål members except where specified.
2. The following abbreviations have been adopted in the text of the present By-Laws, except where necessary in order to clarify the phrasing:

Skål Club	: Club
International Skål Council	: Council
International Skål Councillor	: Councillor
General Assembly of Delegates	: Assembly
General Secretariat	: Secretariat
By-Laws of Skål International	: By-Laws
Clubs directly affiliated to Skål International	: Affiliated Clubs

**EFFECTIVE JANUARY 2009**

## BY-LAWS

### PREAMBLE

As provided for by Article IX, Section 1 (a) of the Skål International Statutes, the By-Laws incorporated herein cover additional details of the Skål International and procedures not specified in the Statutes.

### **NOTE: VOTING PROCEDURES**

Unless otherwise noted, all Skål matters which are submitted to a vote shall require, for approval, an absolute majority, viz., 50% + 1 of the valid votes cast.

**ASSOCIATION TITLE** - The 1993 Istanbul Assembly authorised the A.I.S.C. to use the title "Skål International" in its day-to-day operations and in other ways it considers suitable.

### **OFFICIAL PUBLICATIONS OF SKÅL INTERNATIONAL**

The Official publications of Skål International are:

The Statutes and By-Laws of Skål International  
The Model Statutes for Clubs, National and Area Committees  
The Congress Manual  
The Protocol Manual  
The Corporate Identity Manual  
The International Skål Council Operations Manual  
The Operational Plan for Skål International

In the event that any of these publications should contradict each other, the Statutes shall decide. In the event that the subject is not covered in the Statutes but is in the By-Laws, the By-Laws shall then decide.

Procedures for modifications to the Statutes are shown in the Statutes Article X and for the By-Laws in Statutes Article IX and in Article XV of the By-Laws.

Should a Club, National or Area Committee dispute modifications to the other official publications the same procedure as for the By-Laws dispute shall apply.

Modification proposals for the International Council Operations Manual shall be submitted to the Statutes Director, who will submit same to the Executive Committee of Skål International for its approval.

## **ARTICLE I SKÅL CLUBS**

### **Section 1 - Membership in Clubs -**

#### **(a) Active membership**

Active membership in Skål is limited to those persons holding managerial positions, or positions considered equivalent by Skål International, in the travel and tourism industry. The equivalent positions are specified in the Membership Classifications in this Article. Active Members must work full-time in their position, be directly involved in sales, marketing or promotion work, or be engaged in the work defined in the Membership Classifications for the equivalent managerial positions and have a minimum of three years experience in the travel and tourism industry. This experience need not be in a managerial position. The Executive Committee of Skål International may, at its discretion, accept senior management of companies or entities with less than the three years experience. However, such dispensation will not be given if the translation of the person's title on the Proposal Form is in question.

#### **(b) Young Skål membership**

Young Skål membership is limited to persons who are tourism students or young professionals in the travel and tourism industry. They must have been a student or young professional in one of the classifications described in Article I section 1 (b) for at least two (2) years

## MEMBERSHIP PROPOSAL FORM PROCEDURE

Membership of Skål is open to all qualified professional persons in the travel and tourism industry but is first effective after Skål International has approved the member and informed the Club concerned of its decision. A currently valid Membership Proposal Form must be submitted to the Secretariat for all proposed Active, Associate or Young Skål members, together with any additional information specified for the appropriate Classification in these By-Laws. Where the Club is a member of a National Committee the Membership Proposal Form shall be submitted via that National Committee, which will check that the form is correctly completed, all required information is included and endorse the form as having been seen. A National Committee can however by vote at a General Assembly waive the need to sight Membership Proposal Forms in advance and under these circumstances all Clubs within that country can forward the Membership Proposal Form directly to the Secretary General who will copy the National Committee with the approval or otherwise. All proposed members require sponsoring by two Active, Life or Retired members, who have been members for at least two years, who do not work for the same organisation as the proposed member and are not the President or Secretary of the proposing Club. This last point is because the President and Secretary are required to sign the "Affirmation" section of the Proposal Form, which confirms the details of the proposed member are correct. Should a Club be uncertain as to whether a potential member qualifies for Active, Associate or Young Skål membership it is recommended that the Secretariat be contacted for advice, before the person is invited to join. The Secretariat's advice cannot be considered binding, as the final decision can only be taken after the Proposal Form has been received. The advice from the Secretariat will, however, give a clearer indication as to whether the person is qualified or not.

N.B. The full and correct title for all proposed new members must be specified on the Proposal Form. Incorrectly completed forms will be returned to the Club for re-submission. The membership classification will comprise the two digits for the activity of the company and the two digits of the post held, i.e. 1103 – Airline Sales Director and numbers for proposed Young Skål members should be prefaced with the letter Y and 99 if they do not hold a recognised position.

(a) **Active members** - All persons proposed for Active membership must comply with the requirements above and must qualify under one of the following classifications:

- 01: President/Chairman/Owner/Chief Executive Officer
- 02: Vice President/Managing Director/General Manager
- 03: Sales Director
- 04: Marketing Director
- 05: Publicity Director
- 06: Public Relations Director
- 07: Commercial Director
- 08: Director
- 09: Sales Manager
- 10: Marketing Manager
- 11: Publicity Manager
- 12: Public Relations Manager
- 13: Commercial Manager
- 14: Manager
- 15: General Sales Agent or representative of these companies

(b) **Young Skål Members** The requirements to become a member are:

- a) to be a student at an authorised tourism educational establishment which grants a degree or recognised diploma upon completion of studies or
- b) To be a Young Professional training for or working in the industry
- c) to be at least 20 years of age and not older than 29.

(i) **AVIATION** (Airlines, Airports and I.A.T.A.)

Active in the company:

- 11 Airlines
- 12 Airports
- 13 I.A.T.A.

N.B.: Under I.A.T.A. there is a limitation of one manager per country, the country Manager only.

(ii) **MARITIME COMPANIES** (Passenger shipping, sea ferries and seaports)

#### **14 Maritime Companies**

**N.B.:** **Ports:** Only the Managing Director of a port is eligible. Applications for membership from lake or river steamers, yachts and sightseeing operations shall be submitted under "Inland Waterway Operations". Not eligible for membership: persons working for cross-harbour or river ferry operators.

(iii) **RAILWAYS**

#### **15 Railways**

**N.B.:** Not eligible as members: persons working for ski lifts or historical or model railways

(iv) **AUTOCAR AND COACH COMPANIES**

On the condition that they have an international status, either by the extent of their operations or the nature of their clientele.

#### **16 Autocars and Coach Companies**

**N.B.:** Not eligible as members: taxi owners or operators, drivers, guides or couriers.

(v) **CAR HIRE COMPANIES** (with or without driver)

Requirements that these companies should meet:

- (a) that the nature of their operations, their clients and the activity of the establishment is tourism based.
- (b) independent establishments which do not form part of a network of an international car hire company must have a minimum of 25 vehicles for hire.

#### **17 Car Hire Companies**

**N.B.** Not eligible as members: taxi owners or operators, drivers, couriers or guides

(vi) **INLAND WATERWAY OPERATIONS** (Cruising, excursions and hire)

On condition that they have an international status, either by the extent of their operations or the nature of their clientele.

#### **18 Inland Waterway Operations**

**N.B.:** Not eligible members: persons working for cross-harbour, river ferry or waterway taxi operators

(vii) **HOTELS, MOTELS AND OTHER TOURIST ACCOMMODATION**

Requirements that these companies should meet:

In order that persons working for these establishments qualify for membership, these companies must:

- (a) fulfil the administrative requirements of the country, in the hotel category if this exists, for recognition as a tourist hotel including the additional services of a restaurant.
- (b) be open a minimum of eight months per year
- (c) have a minimum of 25 rooms, comfortably furnished to satisfy the demands of international tourism but no less than 10 double rooms when a proposal is presented for a high quality establishment or one with particular characteristics.
- (d) have entrances, stairs and lifts for the sole use of the establishment.
- (e) have a proven international clientele.

#### **19 Hotels, Motels and Other Tourist Accommodation**

**N.B.:** Not eligible as members: real estate agents, persons letting unfurnished accommodation or "timeshare" agencies.

(viii) **HOTEL CHAINS**

In order that persons working for these establishments qualify, it is required that:

- (a) the hotel chain for which the candidate works has a management or administrative department, maintains a relationship as owner, franchiser or franchisee with the hotels, which make up the group, so that these are managed under trade names owned by the group.
- (b) a list of the hotels making up the chain, which meet the requirements established in the hotel classification, must be attached to the application.

**20 Hotel Chains**

**N.B.** The candidate who is employed by a chain or group of hotels and works for one of the chain's hotels will qualify under the hotel category.

Those companies offering management services to hotel owners or chains must meet the requirements set out under tourism consultants.

(ix) **TOURIST APARTMENTS**

In order that persons working for these establishments qualify they must meet the following requirements:

- (a) fulfil the administrative requirements of the country in the tourist apartment category, if this exists, for recognition as tourist apartments
- (b) the candidate's company must exclusively manage a building or complex exclusively dedicated to this activity, which also includes timeshare and complementary services.
- (c) the establishment will have at least 10 tourist apartments, comfortably furnished to satisfy the requirements of international tourism.
- (d) be open at least eight months per year.
- (e) have a proven international clientele.

**N.B.** The administrator of the building does not qualify unless he has managerial or commercial responsibilities.

**21 Tourist Apartments**

(x) **HOLIDAY CAMPS, HOLIDAY CLUBS AND HOLIDAY VILLAGES**

To qualify for membership the establishment must have fully furnished accommodation for a minimum of 40 persons, be open for guests for at least 8 months of the year, have a proven collaboration with travel agents or tour operators and have a proven international clientele.

**22 Holiday Camps, Holiday Clubs and Holiday Villages**

**N.B.** Not eligible as members: persons working for caravan or tent camping sites or places letting unfurnished accommodation.

(xi) **TRAVEL AGENTS**

In order that persons working for these establishments qualify, the establishments must:

- (a) fulfil the administrative requirements of the country in the travel agent category, if this exists, permitting them to organise tourist services which facilitate and promote travel.
- (b) hold an I.A.T.A. licence and/or form part of a national or international association of travel agents.
- (c) have a commercial office open to the public, independent of any other activity, unless it is an establishment which has its own offices in a commercial centre and that this is dedicated exclusively to the activity of a travel agent and other complementary services for the promotion of tourism, tourism information or the representation of tourism companies.
- (d) have at least two, full-time employees who are directly involved in the sales, marketing or promotion of the services of the travel agents.

**23 Travel Agents**

(xii) **TOUR OPERATORS**

In order that persons working for these establishments qualify, these establishments must fulfil the administrative requirements of the country in the tour operator category, if this exists, permitting them to prepare, elaborate and organise all tourist products.

## **24 Tours Operators**

**N.B.** The tour operators which distribute their products directly to the public and thus act as travel agents at the same time must meet the requirements set out under travel agents.

- (a) have their own commercial office which is completely independent from any other activity and that this office is solely dedicated to the activity of tour operator.
- (b) have at least two full-time employees who are directly involved in the sales, marketing or promotion of the services of the tour operator.

### **(xiii) TOUR OPERATORS INBOUND**

In order that persons working for these establishments qualify, these establishments must fulfil the administrative requirements of the country in the tour operator category, if this exists, permitting them to prepare, elaborate and organise all tourist products.

## **25 Tours Operators Inbound**

**N.B.** The Inbound tour operators which distribute their products directly to the public and thus act as travel agents at the same time must meet the requirements set out under travel agents.

- (a) have their own commercial office which is completely independent from any other activity and that this office is solely dedicated to the activity of tour operator.
- (b) have at least two full-time employees who are directly involved in the sales, marketing or promotion of the services of the tour operator.

### **(xiv) TOUR OPERATORS OUTBOUND**

In order that persons working for these establishments qualify, these establishments must fulfil the administrative requirements of the country in the tour operator category, if this exists, permitting them to prepare, elaborate and organise all tourist products.

## **26 Tours Operators Outbound**

**N.B.** The Outbound tour operators which distribute their products directly to the public and thus act as travel agents at the same time must meet the requirements set out under travel agents.

- (a) have their own commercial office which is completely independent from any other activity and that this office is solely dedicated to the activity of tour operator.
- (b) have at least two full-time employees who are directly involved in the sales, marketing or promotion of the services of the tour operator.

## **27 General Sales Agents**

### **(xv) GENERAL SALES AGENTS**

In order that persons working for these establishments qualify, these establishments must fulfil the following requirements:

- (a) the general sales agents who do not also act as travel agents must indicate the international, tourism companies, which they represent. Those establishments who are also travel agents must qualify under the travel agents category.
- (b) have a commercial office, which is solely dedicated to the representation of tourist enterprises.
- (c) have at least two, full-time employees who are directly involved in the sales, marketing or promotion of the tourism products of the companies represented.
- (d) maintain commercial relationships with travel agents and/or tour operators in its area of representation.

### **(xvi) CORPORATE TRAVEL AGENT**

In order that the persons working for these companies qualify for membership they must fulfil the following requirements:

- (a) that the company, independently of its activity, has a full-time travel department, with its own personnel and offices.
- (b) that the function occupied by the candidate in the company is exclusively that of the management of the travel department and that the services offered are directed solely to the company's employees.
- (c) that the company's travel department has recognition by an official body of their operation.

## **28 Head or other title of Corporate Travel office**

### (xvii) OFFICIAL TOURIST ORGANISATIONS

29 Ministers for Tourism, senior officials of government organisations responsible for tourism (whether stationed in their own country or abroad) and the full-time head of any official tourist organisation responsible for the promotion of tourism on behalf of a country, province, region or city/town.

N.B. The exact position must be specified on the Membership Proposal Form and the name of the place for which the person is responsible must be indicated on the form under "additional information".

### (xviii) TRAVEL MEDIA (Press, Television and Radio)

Persons proposed for membership must:

- be employed full-time by a recognised travel/tourism magazine or newspaper, or by a magazine or newspaper which has a permanent travel/tourism section on a daily, weekly or monthly basis or
- be employed full-time by a regional, national or international television or radio company which has a permanent travel/tourism programme on a weekly or monthly basis.

17	Publisher
18	Editor
19	Journalist
20	Television producer
21	Radio/Television Reporter/Broadcaster

N.B. The exact position must be specified on the Membership Proposal Form together with the themes, frequency, space (in pages or time) and the distribution area of the magazine, newspaper or radio/television programme. Two copies of the last editions should be attached to the Membership Proposal Form when referring to a written publication or a certificate from the emitting authority with details of the tourism programme. Not eligible as members: freelance or contracted journalists, writers, reporters, producers or broadcasters.

To qualify for membership the candidate is specialised in the tourism industry, to which he must dedicate the majority of his professional work.

### 30 Travel Media

#### (xix) VARIOUS TOURIST ORGANISATIONS

The \* (asterisk) against the following categories means that approval is by the Executive Committee of Skål International and the additional information listed must be sent with the Membership Proposal Forms.

Persons proposed must be employed full-time in the company, organisation or entity.

Travel and tourism education \*

31 The Dean, Principal or Head of Travel/Tourism Studies at an accredited university, college or school granting a degree or diploma in travel and tourism and Senior Lecturers working full time in these training establishments

N.B.: Not eligible as members: visiting professors or general teaching staff.

### 32 Congress and convention centres \*

Only Congress or convention centres supplying proof of both national or international arrangements and clientele qualify.

### 33 Congress and convention organisers\*

Only Congress and convention promoters, PCO's and Destination Management Companies promoting events with a national or international clientele qualify

### 34 Reservations systems \*

Reservations systems for transportation, package tours and hotel accommodation, whether computerised or manual, which give a national or international coverage.

**N.B.:** Not eligible as members: persons working for systems giving only local coverage. The area of coverage must be included in "additional information" on the Membership Proposal Form.

### **35 Hotel Associations \***

Eligible as members: The Managing Director or other such title used by the senior executive, working solely for the association, Sales Manager and Marketing Manager

**N.B.:** Not eligible as members: persons working for associations, which have restaurateurs as members. Information as to whether the association is international, national, regional or local must be included in "additional information" on the Proposal Form.

### **36 Travel Agent and Tour Operator Associations \***

Membership is limited to the Managing Director, or such other title used by the senior executive and the Sales or Marketing Manager, all of whom must work full-time and solely for the association:

Eligible as members: Managing Director or senior association executive, Sales Manager and Marketing Manager

**N.B.:** Information as to whether the association is international, national, regional or local must be included under "additional information" on the Membership Proposal Form.

### **37 Major Tourist Attractions \***

Membership is limited to the owner, senior executive under whatever title this person is known, director, sales manager and marketing manager only, employed full-time by the concern on an all year contract.

Eligible as members: Owner or Senior Executive, Director, Sales Manager and Marketing Manager

The following must accompany the Membership Proposal Form:

- (a) confirmation that the attraction collaborates with travel agents or tour operators to promote and sell their product
- (b) confirmation that the attraction has a fixed location
- (c) copies of brochures and other promotional material in all of the languages in which these are produced
- (d) confirmation of the actual number of annual visitors and that included in this figure is a proven international clientele

**N.B.:** Not eligible as members: persons working in arcades, art or other forms of galleries, casinos or gambling establishments, circuses, fairgrounds, golf courses, monuments, observation towers, religious establishments, ski-lifts, sporting and social clubs, zoos or similar unless these operations can clearly establish that they are Tourist Attractions in their own right with other activities related to the travel and tourism industry. All applications must be accompanied by comprehensive support material.

### **38 Secretary General of Skål International**

In the event that this person was an Active or Life member immediately prior to taking up the position, a normal membership transfer from the previous Club will apply, in accordance with Transfer Membership in Article I, Section 1 (b) of these By-Laws. The Secretary General cannot be an officer of a Club, National or Area Committee, or of Skål International, whilst employed in this position.

### **(xx) TRAVEL AND TOURISM CONSULTANCIES**

#### **39 Travel and Tourism Consultants**

Membership is limited to the following positions: Owner, Senior Executive, Managing Director or equivalent, Managing Partner, Sales Manager, Marketing Manager, Commercial Manager and Senior Consultant

Special requirements, which must be confirmed and shall accompany the Membership Proposal Form

1. The Consultant must work for a properly constituted and registered business entity – sole trader, partnership or limited company
2. The Consultant must work a minimum of 30 hours a week or more in the travel & tourism industry
3. The Consultant must perform one of the following roles:
  - representative or agent for established travel & tourism principals
  - business analysis and business planning for established travel & tourism principals, or corporations wishing to enter the travel industry
4. A Consultant must have a minimum of 5 years work history at a senior management level within the travel & tourism industry.

(xxi) **Travel Insurance\***

**40 Travel Insurance offices\***

Membership is limited to the owner, senior executive under whatever title this person is known, director, sales manager and marketing manager only, employed full-time on a year round basis and solely for the Travel Insurance Company. The company must :-

- Be a fully independent operation, marketing only travel insurance to the public through travel agents, principals and tour wholesalers.
- pay commission to their travel partners.
- produce literature that promotes the benefits of travel and travel insurance and does not contain other insurance options.
- participate in Travel and Tourism trade shows promoting travel to the industry and/or the general public.
- have at least two full-time employees who are directly involved in the sales, marketing or promotion of the services of the Travel Insurance Company

**N.B.:** Not eligible as members: persons working for Banks and Credit Card companies which offer travel insurance as an incentive to purchase or use other services.

(xxii) **Restaurants\***

**41 Restaurant Locations**

Applicants must:

- (i) Hold managerial\* positions or positions considered equivalent by Skål International in the travel and tourism industry
- (ii) Must work full time in their positions
- (iii) Must be involved in sales, marketing or promotion work or be engaged in work defined in the membership classification
- (iv) Must have three years experience in the industry not necessarily in a management position

\*NB. Not eligible persons whose principal duties are Chef or Maitre d'.

To qualify for membership the establishment must:

- Have seating for a minimum of 40 persons, be open for patrons for at least 8 months of the year, and have waiter service.
- Have a proven collaboration with travel agents or tour operators either by the payment of commission or mentioned in literature produced by them.
- Have a proven international clientele of at least 60%.
- Produce promotional literature and distribute it either through travel agents or tour operators to international clients.
- Have full time employees who are directly involved in the sales, marketing or promotion of the services of the restaurant to the travel and tourism industry.

(xxiii) **Golf Clubs\***

**42 Golf Club Locations**

Applicants must: -

- (i.) Hold managerial\* positions or positions considered equivalent by Skål International in the travel and tourism industry.
- (ii.) Must work full time in their positions.
- (iii.) Must be involved in sales, marketing or promotion work or be engaged in work defined in the membership classification.
- (iv.) Must have three years experience in the industry not necessarily in a management position.

\*NB. Not eligible persons whose principal duties are Golf Professional and Golf Course Superintendents

To qualify for membership the Golf Course must:-

- Have a proven collaboration with Hotels and Accommodation Houses within their immediate area, making bookings directly with them on behalf of visiting Golf Club patrons.
- Have a proven collaboration with travel agents or tour operators either by the payment of commission or mentioned in literature produced by them.
- Have a proven **tourist** clientele of at least 60% of all golfing participation
- Produce promotional literature and distribute it either through travel agents or tour operators to international clients.
- Golf Courses with on site accommodation will qualify under the hotel category.

- Have full time employees who are directly involved in the sales, marketing or promotion of the services of the Golf Course to the travel and tourism industry.

#### 43 SPAS

Applicants must:

- (1) Hold managerial position or positions considered equivalent by Skál International in the travel and tourism industry.
- (2) Must work full time in their positions.
- (3) Must be involved in sales, marketing or promotion work or be engaged in work defined in the membership classification.
- (4) Must have three years experience in the industry, not necessarily in a management position.

To qualify for membership the establishment must:

- (1) Offer a minimum of four treatment rooms
- (2) Offer full day spa package
- (3) Offer spa amenities including lounge, robes, showers, food & beverage, fulltime dedicated receptionist
- (4) Offer at least four Hydrotherapy services
- (5) Have a proven tourist clientele
- (6) Have a marketing/advertising plan directed to tourism clientele.
- (7) Have full time employees who are directly involved in the sales, marketing or promotion of the services of the establishment.

Eligible as members: The Managing Director or other such title used by the senior executive, working solely for the Spa, Sales Manager and Marketing Manager.

#### (c) Transfer Membership

- (i) Active, Young Skál, Life and Retired members who change their place of business or residence shall apply through the Secretary of the Club of which he is a member for transfer to the Club at his new place of business or residence. The Secretary of the Club will forward the application for transfer to the new Club, which must accept the member as Active, Young Skál, Life or Retired provided that:
  - the individual has been an Active, Young Skál, Life or Retired member of a Club, for at least one year
  - his/her current subscription has been paid in full
  - he/she holds a current membership card
 When a transfer has been accepted, the member shall not be required to pay a second subscription for the year in which the transfer takes place.
- (ii) In the case where there is no Club within a reasonable distance of the new place of business or residence the facility of "Transfer-Active" membership may be granted by the original Club. They continue to pay their subscription to their original Club and retains their voting rights therein and are permitted to attend the meetings of their own Club. "Transfer-Active" members can hold office at all Skál levels except at Club level.
- (iii) The Active and Young Skál member who does not fulfil the qualifications under (i), above and who wishes to apply for membership of the Club in his new place of business or residence must do so in accordance with the normal procedure of that Club. He is not entitled to Transfer-Active membership.

#### (d) Life Members

An Active member who has reached the age of 55, who has fully retired from all business and who has been an Active member for at least ten years before retirement shall be granted Life membership. The General Secretariat shall be informed of all transfers from Active to Life membership, on the official modification form, together with a verification of the member's age. Only the Executive Committee of Skál International may make exceptions to this rule under special extenuating circumstances where a long-standing member is forced to retire. Life members enjoy the same privileges as Active Members.

#### (e) Retired Members

A Retired member who has reached the age of 55, who has fully retired from the travel and tourism business and who has been an Active member for at least three years before retirement shall be granted Retired membership. The General Secretariat shall be informed of all transfers from Active to Retired membership, on the official modification form, together with a verification of the member's age. Only the Executive Committee of Skál International may make exceptions to this rule under special extenuating circumstances where a long-standing member is forced to retire. Retired members enjoy the same privileges as Active Members excepting that they may not hold representative office at any level and may perform limited work in other industries to supplement their income.

#### (f) Skál Officers

The official positions of the Skål Movement are all those offices at any of the levels of Skål International, as listed under Article II, Section 5 of the Statutes, whose existence is required by the official Skål International regulations. These positions can be representative or non-representative offices:

- (i) Representative Skål Offices:
  - Members of the Executive Committee
  - Presidents and Vice-Presidents at any Skål level
  - International Skål Councillors
- (ii) Non-Representative Skål Offices
  - Internal Auditors and Deputy Auditor of Skål International
  - Secretaries and Treasurers at any Skål level (except the Secretary General of Skål International)
  - Delegate of Skål Club
  - Florimond Volckaert Trustees
  - Other positions required in the Skål International official regulations.

The use of the title Skål International, except when followed by the name of a Club, National or Area Committee, is limited to the Executive Committee, Honorary and Past Presidents, Membre d'Honneur, General Secretariat and Internal Auditors

**(g) Honorary Presidents and Membres d'Honneur of Skål International**

These distinctions, which are specified in Article XI of these By-Laws, are awarded or approved by the General Assembly to either Active, Life or Retired Members of Skål.

**(h) Honorary Members of a Club, National or Area Committee**

A Club, National or Area Committee can only bestow the above distinction followed by the name of the Club, National or Area Committee, on an Active, Life or Retired member who has been a member of Skål for at least ten years, for distinguished and meritorious service at local, national or international level. Such members will only enjoy any special privileges within their own Club, National or Area Committee. They will continue to be registered by the General Secretariat as either Active, Life or Retired members and will pay full Skål International membership dues. Such members shall not receive any special Skål badge but should be given a diploma from their Club, National or Area Committee to record the distinction.

**N.B.** Prior to 1994 other interpretations of this form of distinction were applied from previous editions of the By- Laws. For members who received this distinction before 1994 the above will not apply retroactively and they will retain their distinction under the terms it was given and, where appropriate, the right to vote and hold office in their own Clubs only. The title Membre d'Honneur shall not be used by Club, National or Area Committee, as its usage is reserved solely for Skål International Likewise the category Life Member shall not be used as a distinction, by virtue of the description of Life membership above.

**(i) Associate Members**

Associate Membership of Skål International is open to the following:

- (i) Persons involved in a managerial capacity in the Travel and Tourism industry who live in a country where a Skål Club does not exist or where, because of the laws of the Country, Skål cannot be present.
- (ii) Former Active members, who have been Active members for at least five years and who, through a change in their occupation, are no longer qualified for active membership, but still remain in a responsible position closely connected with travel and tourism.
- (iii) Active members from a club that has been suspended due to inadequate membership.
- (iv) Persons working in a responsible position closely connected with travel and tourism may apply for membership. Applications with full justification for membership in Skål must be submitted by the applying Club to the Secretary General for consideration by the Skål International Executive Committee. Applications will be considered by this committee **monthly**.
- (v) Associate Members cannot transfer to Life or Retired Membership and may only transfer to Active Membership on returning to a managerial capacity in the travel and tourism industry
- (vi) Associate members can attend as observers at their Club's General Assembly but shall not vote or intervene at the Assembly. They shall not hold office at Club or any other level of Skål International.
- (vii) Associate members are permitted to attend International Congresses. Attending Club activities other than their own is only possible by invitation
- (viii) Associate membership is limited to 10% (ten percent) of the Active, Life and Retired Members in a Club.
- (ix) Associate membership in a city or area where Skål is not present is limited to 19 persons, thereafter; a new Skål Club must be formed where permissible.

(j) **Rights of Members**

- (i) A member must belong to the Club nearest to their place of business, or their permanent residence. A member cannot, under any circumstance, hold membership in two Clubs at the same time.
- (ii) Active and Life members have full voting rights and can hold representative office at all levels of Skål International.
- (iii) No member shall hold more than one office at international level.
- (iv) Individual members wishing to take up points for discussion, or to give opinions on Skål matters should do so via their own Club with copy to the International Skål Councillor.

(k) **Lapsed Membership**

When a person whose membership has lapsed re-applies to join Skål, a new Membership Proposal Form must be completed and forwarded to the General Secretariat.

(l) **Expelled Members**

A member can be expelled from Skål by the member's Club or by the Executive Committee of Skål International, should the member's conduct or behaviour have been prejudicial to the interests or reputation of Skål. Expelled members are not entitled to a refund of dues paid or membership in any Skål Club. When expulsion has been confirmed, the General Secretariat must register the name and address of the member.

(m) **Suspended Members**

A member who fails to pay the annual subscription on time shall be suspended and readmitted on payment of the amount due during the current subscription year.

**Section 2 - Membership, Suspension and Termination of a Club in Skål International**

- (a) All Clubs are affiliated to Skål International. The title "Affiliated Club" shall also be used to show the Clubs which are not a member of a National Committee being the only Club in its country. Such an Affiliated Club has exactly the same standing as all other Skål Clubs and can be, as shown in Article II below, a member of an Area Committee.
- (b) In those countries or areas where no Committee exists, the application for membership must be forwarded directly to the General Secretariat.
- (c) The Executive Committee decides on the admission and notifies its decision through the General Secretariat.
- (d) All applications for new Clubs must be made in writing to the General Secretariat with copy to the appropriate National or Area Committee. It must conform to the standing instructions laid down by the General Secretariat and must describe, with precision, the activity and functions occupied by each founding member of the candidate Club. In the event of the rejection of an application for membership, the reasons for such a rejection need not be given.
- (e) A Club can only be formed with a minimum of 20 (twenty) Active members and must maintain a minimum of fifteen (15) Active or Life members to avoid suspension or termination.
- (f) Clubs located in the same country can merge, with the prior approval of the National Committee concerned and Skål International. The Club which remains after a merger shall have, as its Skål Club number, the lowest number of the merging Clubs. The registration of the other Club(s) involved in the merger shall be suspended by Skål International. Should this (these) same Club(s) wish, at a later date, to become independent again, the Club(s) which had its/their registration suspended must apply to Skål International for reinstatement. If approval for reinstatement is granted the Club(s) will receive their original Club number(s) again.
- (g) Resignation of a Skål Club must be addressed in writing to the Executive Committee of Skål International (with a copy to the National Committee) and enclosing the Club's International membership certificate. The resignation is effective when the Executive Committee confirms receipt of the membership certificate and provided that it has met all its obligations to Skål International, including financial ones.
- (h) The Executive Committee of Skål International may suspend or terminate the membership of any Club which:
  - (i) has not paid its annual subscription to Skål International within three months of the date on which payment is due
  - (ii) no longer has 15 Active or Life members or fails to function or ceases to exist.
  - (iii) does not comply with Skål International Regulations
- (i) Any Club, which has been suspended for 10 years, will automatically be terminated. Should there be a wish to reactivate such a Club after 10 years it must fulfil the requirements and procedures for the formation of a new Club. Any Club which ceases to be a member of Skål International for the foregoing or any other reason shall remove the title "Skål" from the name of its Club and may not thereafter use the name badges, insignia or emblems of Skål International and shall also return its membership certificate to the General Secretariat of Skål International for cancellation.

**Section 3 - Administrative Obligations of Member Clubs**

- (a) The Statutes of all Clubs shall contain all the items of the "Model Statutes for a Skål Club", unless such contravene the laws of the Club's country. In such a case the Club must contact the Skål International Statutes Director to permit the situation to be resolved. The modifications to the Skål International Statutes and By-Laws must be applied by the Clubs when they become effective.
- (b) A Club must modify its Statutes, in line with amendments to the Skål International Statutes and By-Laws, to bring the same into line with all Skål International regulations, within one year of the approval date of the said amendments.
- (c) Clubs may include specific points covering their particular administration with the prior approval of the Skål International Statutes Director and after having informed the National Committee.
- (d) Must hold its Annual General Meeting in the first quarter of the Gregorian calendar year and to hold a minimum of five other official functions during the year
- (e) Must remit by the date fixed all subscriptions and payments to Skål International.
- (f) To promote and support participation in national and international Skål events, and to consider giving financial assistance to Club delegates to the Annual Assembly
- (g) To appoint a Committee of at least 5 (five) members. The President shall be given the necessary authority to officially represent the Club. The officers of a Club must be Active, Life or Retired members.
- (h) The office of President and Secretary may not be combined as the President and Secretary of the Club are required to sign official forms on behalf of the Club.

#### Section 4 - Skål Club of the Year

The award of the "Skål Club of the Year" is judged by the Skål International President and the Vice Presidents. The winner is announced at the President's Gala Dinner at the Annual Congress. The rules of the competition are available on the Skål International web site [www.Skål.org](http://www.Skål.org)

### ARTICLE II NATIONAL AND AREA COMMITTEES

#### Section 1 - National Committees

- (a) A National Committee must be formed in each country where four or more Clubs exists, unless geographical or other reasons (at the discretion of the Skål International Executive Committee) should warrant an exception to this rule. The formation of such a Committee is the responsibility of the Clubs in the country concerned. In countries with two or three clubs a National Committee may be formed
- (b) Member Clubs must belong to the National Committee under whose jurisdiction their geographical or political situation places them.

#### Definition

A National Committee has the primary and sole obligation to administer the Clubs, which form the National Committee in the name and as the representative of Skål International. It must forward its annual report to the General Secretariat, giving detailed information on its activities, those of its Clubs and the composition of its Committee. It must forward copies of the minutes of its General or Extraordinary Assemblies to the General Secretariat.

#### Statutes

The National Committee will adopt the Model Statutes for a National Committee approved by the General Assembly. The Executive Committee of Skål International will permit certain modifications in countries where these are found to be necessary.

#### Composition

The composition of the National Committee Board will have as a minimum:

- One President
- One or two Vice Presidents
- One Secretary
- One Treasurer
- One Public Relations/Press Officer
- One International Councillor

#### Section 2 - Obligations

A National Committee, situated in an area where an Area Committee exists should belong to the latter, but retains the right to correspond directly with Skål International. A National Committee, which submits one or several proposals to the Assembly, must ensure that the Area Committee (if one exists) is fully informed of these proposals. In addition, the National and Area Committees are bound to:

- (a) organise a General Assembly to elect the members of its Committee and Councillor before 31 March of each year.
- (b) be responsible for the expenses incurred by the Councillor when attending the two meetings of the Council each year.
- (c) deal with matters of national or area interest, which may be referred to them by Skål International.
- (d) assist in the creation of new Clubs and to present all applications for membership to Skål International.
- (e) National, Area Committees and Affiliated Clubs (not belonging to an Area Committee) are required to send a copy, of their annual meeting report to the Secretary General, in writing, in one of the three official Skål languages. The report shall be sent within four weeks of the Annual Meeting being held.
- (f) Develop Skål in its area, which will be its primary and essential obligation
- (g) Assist, instruct, encourage and develop its Clubs and help them with their problems.
- (h) Administer the Clubs under its jurisdiction.
- (i) Elect, from amongst its members, the International Councillor to represent the country or area concerned
- (j) The formation of all National or Area Committees, their composition and their Statutes must be approved by the Skål International Executive Committee.

### Section 3 - Area Committees

#### Definition

An Area Committee will be formed by the union, voluntary or as suggested by Skål International of various National Committees and/or Affiliated Clubs with the object of giving internationalism to Skål, to address and reply to common problems, to find joint solutions, to promote working relationships and to work together in the development of joint projects in matters of tourism or any other matters which affect the profession or the inter-professionalism of its members. To promote the Association, make it more dynamic and prestigious.

#### Statutes

The Statutes, which regulate its activity and functioning, are those proposed by the Executive Committee and approved by the General Assembly. These appear as the "Model Statutes for an Area Committee". The Executive Committee of Skål International will permit certain modifications in areas where these are found to be necessary.

#### Composition

The composition of the Area Committee will have as a minimum:

- One President
- One or two Vice Presidents
- One Secretary
- One Treasurer
- One Public Relations/Press Director
- One International Councillor

### Section 4 – Affiliated Clubs

An Affiliated Club is a Club which does not belong to a National Committee.

### Section 5 - Duties

The National and Area Committees have as duties:

- (a) to study any matter relating to the Clubs of which they are composed.
- (b) to act as a link between their Clubs and to seek, by all means, to strengthen the relations between them.
- (c) to coordinate and advise in connection with all Skål activities in the country or area concerned, including the organisation of international, national, area or inter-Club Skål meetings and functions.
- (d) to present suggestions and motions for discussion at the Assembly.
- (e) to take part, through their International Councillor, in the discussions of the Council to ensure the exchange of experiences and knowledge.
- (f) to ensure that their Clubs comply with the Skål International regulations and adopt the "Model Statutes" except where these may conflict with the national laws which must be reported to the Statutes Director immediately.
- (g) to assist, advise and follow at all times the rules of Skål International.

## ARTICLE III INTERNATIONAL SKÅL COUNCIL

## Section 1 – Composition

The International Skål Council is an advisory body to the Executive Committee of Skål International and shall comprise the President and Councillors elected to represent National and Area Committees.

The organisation, management, powers and proceedings of the International Skål Council are covered in the Council Operations Manual, which has the status of By-laws of Skål International

The Councillors are elected for a period of two years by their National or Area Committee and may be re-elected for a further two periods of office making a maximum of six years in office.

## ARTICLE IV EXECUTIVE COMMITTEE

### Section 1 - Executive Committee Meetings

- (a) The Executive Committee will be convened upon call of the President, as follows:
  - (i) immediately after the General Assembly
  - (ii) immediately preceding the meeting of the International Council prior to the General Assembly
  - (iii) at least once between the above meetings or on such other occasions as decided by the President
- (b) The Executive Committee shall also be summoned at any time that appeal is made for its arbitration or whenever a majority of its members makes a written request to the President.
- (c) The quorum at all Executive Committee meetings is a minimum of five members

### Section 2 - Attendance

The President may summon to the meetings of the Executive Committee, the Chairman of any committee of Skål International, the Secretary General or any member whose presence is deemed necessary for the execution of the duties of the Executive Committee.

### Section 3 - Discussion and votes

- (a) The decisions taken at Executive Committee meetings shall require an absolute majority (50%+1) of the valid votes cast.
- (b) The members of the Executive Committee can, without meeting together, transact business in writing, or electronic communication and vote on urgent matters sent to them by or with the approval of the President. The voting shall be considered closed at the end of fifteen days from the date of despatch provided a majority of the members of the Committee have returned their votes by that time, or it shall be considered closed at any time prior thereto, if and when a majority of the members of the Committee has voted affirmatively, or negatively
- (c) The debates and proceedings of the Executive Committee are confidential. The members of the Executive Committee are not responsible to their own Clubs, National or Area Committees for the proceedings of the Executive Committee.
- (d) After each meeting of the Executive Committee, a general report on the decisions must be brought to the notice of the Clubs by the General Secretariat as soon as possible.

### Section 4 - Minutes

The Secretary General must prepare the minutes of each meeting and submit them for approval to the President and one of the Vice Presidents present at the meeting. In the event that one, or both of them were not present at the meeting, the Directors in the order of seniority will be chosen as substitutes. After approval, a copy of the minutes must be sent, by the General Secretariat, to each member of the Executive Committee within one month from the date of the meeting. After confirmation at the following meeting by the members of the Executive Committee, the minutes must be signed by the President and a Vice President and recorded by the Secretary General in a book kept for this purpose.

### Section 5 - Responsibilities of the Members of the Executive Committee

After the General Assembly, the Executive Committee shall meet and the President shall allocate the duties of the directors.

- (a) The President will preside at all Assemblies and meetings of the Executive Committee. The President will supervise the duties of the Executive Committee and the General Secretariat.
- (b) The President may delegate all or part of his duties to either the Vice Presidents and/or the Directors. However, all documents legally binding on the A.I.S.C. must bear the signature of the President jointly with that of one of the Vice Presidents or the Secretary General.
- (c) The Vice Presidents shall assist the President in the execution of his duties and deputise for him as required.

- (d) Each Director may be assisted in their duties by a Committee of which they appoint the members, with the approval of the Executive Committee.
- (e) Two of the four Directors, or the Vice Presidents in addition to responsibilities as executive officers of Skål International, shall have one of the following specific duties:
  - (i) Finance and Administration Director  
To be accountable:
    - to the Executive Committee and General Assembly for the funds and accounts of Skål International.
    - for the control of all monies and accounts of Skål International.
    - for the supervision of the receipts and expenditure of Skål International in accordance with the decisions of the Executive Committee and to report to it as specified or requested.
    - for presenting an annual financial report and balance sheet for all Skål International accounts and funds and a budget to the General Assembly for its approval.
    - for working in close cooperation and contact with the Trustees of the Florimond Volckaert Fund, the Internal and External Auditors, the Council Finance Committee and the Skål International appointed lawyer and bank.
    - for controlling, the administration of the General Secretariat.
  - (ii) Statutes Director  
To be accountable:
    - for ensuring that the Statutes, By-Laws and Model Statutes are updated to meet Skål requirements.
    - for ensuring that the Skål International Statutes and By-Laws are applied and that Clubs, National and Area Committees function in accordance with these documents.
    - for advising the Executive Committee on the Statutes of Clubs, National and Area Committees and amending existing Statutes submitted by the same for ratification.
    - for advising the Executive Committee in respect of membership applications requiring Executive Committee approval or which are under query.
    - for working in close cooperation with the Council Statutes Committee.
  - (iii) The portfolio of the two remaining Directors will be decided by the President with the agreement of the Executive Committee. Directors allocated portfolios will work closely with the appropriate International Council committee

## Section 6 - Skål International Arbitration and Authority

Where internal Skål conflicts or situations requiring conciliation, or corrective action are brought to the attention of Skål International such will be handled by the Executive Committee. It may, if it considers it necessary, appoint a "Panel of Arbiters" to judge on the matter in question.

Where the actions or behaviour of a member of the Skål International Executive Committee are deemed to be such as to warrant disciplinary action, it shall have the power to take such action. The Skål International Executive Committee shall not have the authority to remove one of its members from office, this being the sole right of the General Assembly of Club Delegates.

## Section 7 - Executive Committee attendance at meetings

The members of the Executive Committee of Skål International may attend Committee meetings at any Skål level as "ex-officio" members with no voting right.

## ARTICLE V ELECTIONS TO THE EXECUTIVE COMMITTEE

### Section 1 - Nomination and Elections to the Executive Committee

- (a) All votes must be by secret ballot, each duly accredited delegate being an elector.
- (b) The procedures for the elections are as follows:
  - (i) The nomination of candidates shall be in accordance with Section 4 of this Article and be received by the General Secretariat by the dates specified therein.
  - (ii) The Secretary General shall produce the ballot papers for the Assembly voting and ensure that the same are distributed to all delegates registering at the Assembly Credentials Desk. Whether a quorum exists will be established after the distribution of ballot papers.
  - (iii) The President shall appoint a Committee, headed by the President of Skål International to supervise the work of the previously appointed scrutineers. Should there be an objection to this Committee or the scrutineers, from the Assembly, acceptable replacements will be made.
- (c) The election to fill the vacancies for Director(s) on the Executive Committee shall be by two ballots, if necessary. The candidate(s) obtaining an absolute majority after the first ballot is (are) considered elected. The number of votes cast for each candidate must

be made known to the Assembly. If, after the first ballot, one or more offices remain vacant, a second ballot must be held from which the candidates not yet elected may withdraw. The candidate(s) obtaining a simple majority (most votes) is (are) declared elected.

- (d) The election of Vice President will be by absolute majority on the first vote among the four eligible Directors of Skål International. In the event of an absolute majority not being achieved, the two Directors with the lowest number of votes will retire from the election and a second ballot by simple majority (most votes) will then take place.
- (e) For the election of President, the candidate securing an absolute majority is declared elected. If both candidates secure the same number of votes, a further ballot or ballots must be held until one has an absolute majority.

## Section 2 - Qualifications of Candidates

- (a) Candidates for election as officers of Skål International must be Active, Life members in good standing in their Clubs.
- (b) The Executive Committee may not have more than one office occupied by members of Clubs in the same country.
- (c) All candidates for offices, duly nominated under the provisions of the Statutes will be presented to the delegates at the first session of the Assembly. In addition a full professional and Skål curriculum vitae for the candidates will be sent to the Clubs with the Assembly Agenda.

## Section 3 - Term of Office

The term of office of each of the members of the Executive Committee shall be as follows:

- (a) The President shall hold office from one regular Assembly to the following one. At the termination of this period he shall cease to be a member of the Executive Committee.
- (b) The Vice President shall hold office for a maximum of two years.
- (c) A Director will hold office for three consecutive years.
- (d) Any former officer as in (a) or (b) above may be a candidate for the office of Director after four years have elapsed, except in the case of Honorary Presidents of Skål International who may not stand for election to the Executive Committee after receiving this distinction.

## Section 4 - Nomination of Candidates for Director

- (a) **By the Clubs** - Any Club having fulfilled its financial and other responsibilities to Skål International may nominate from amongst its Active or Life members, one candidate for office as Director. Such nominations shall be made by the Clubs by forwarding to the Secretary General, before 15 April of the year the election is to take place, a copy of the resolution adopted at a regular meeting of the Club concerned nominating such candidate. Such candidates must have been a member of their Club for a minimum of four years immediately preceding the elections and have been President, Secretary or Treasurer of Club, National and/or Area Committee or International Councillor for at least two years. A full professional and Skål "curriculum vitae" must accompany the nomination.
- (b) **By the International Council** - The International Council will nominate, from amongst its members, as many candidates, plus two, as there are vacancies for director. The nominations will be sent by the Councillor's National or Area Committee, in writing, to the International Council President and the General Secretariat by 15 April in the year of election. The nomination letter will be signed by the President and Secretary of the National or Area Committee. From these nominations the International Council will select their candidates, by secret ballot. Such candidates must have been a Councillor for a minimum of two years immediately preceding the election. A full professional and Skål "Curriculum vitae" must accompany the nomination.

## Section 5 - Vacancy of the Executive Committee

Should the complete Executive Committee be unable, for any reason, to continue in office, an Extraordinary General Assembly to elect a new complete Executive Committee shall be called as specified under Article VI, Section 2 (f) of the Statutes. In the interim a committee of the five most recent Past Presidents will form the Governing Body.

# ARTICLE VI SKÅL INTERNATIONAL GENERAL ASSEMBLY OF DELEGATES

## Section 1 - Organisation - Time and Place

The General Assembly will be held annually, upon call by the President at the time and at the Congress site determined by the General Assembly. For reasons of force majeure the venue and dates may be changed. The President shall issue and the General Secretariat shall address the formal notice of the meeting of the Assembly at least three months before the date fixed to the:

- (i) President and Secretary of each Club
- (ii) President and Secretary of each National and Area Committee
- (iii) Members of the International Council
- (iv) Members of the Executive Committee
- (v) Honorary Presidents, Past-Presidents and "Membres d'Honneur" of Skål International.
- (vi) Internal Skål Auditors

## Section 2 - Officers of the Assembly

- (a) The officers of the Assembly shall be the members of the Executive Committee and the President of the International Council assisted by the staff of the General Secretariat.
- (b) The President may nominate one or more members of a Club of his choice as alternative officer(s) of the Assembly, with a view to fulfilling special functions related to the Assembly.

## Section 3 - Delegates

- (a) The number of delegates each Club is entitled to send to a National General Assembly shall be based on the number of Active, Life and Retired members for which it has paid its annual capitation fee to Skål International and will be calculated by the Secretary General on 30<sup>th</sup> June of each year. Clubs with more than 65 Active, Life and Retired members shall have the right to a second delegate, whatever the total number of its members
- (b) The credentials for each voting delegate are the voting card, sent by the General Secretariat to the Club, duly signed by the Club President and Secretary, the delegate's current Skål International membership card and any proof of identity which may be requested when registering as a delegate. If this necessary documentation cannot be produced, the delegate may forfeit the right to vote at the General Assembly.
- (c) Voting papers for the Assembly are only valid for the delegate they are issued to and are not transferable.

## Section 4 - Attendance at the Assembly

All members of Clubs, holding a membership card issued by Skål International for the year in question, may attend the sessions of the Assembly. Only Active, Life and Retired members, Honorary and Past Presidents and "Membres d'Honneur" of Skål International in addition to delegates, may take part in the discussions. Only the delegates of the Clubs have the right to vote.

## ARTICLE VII PROCEDURES FOR ASSEMBLIES

### Section 1 - Agenda

- (a) Skål working sessions will take place at the General Assembly of Delegates, which will be arranged in accordance with the Skål International current instructions. The Assembly will be chaired by the Executive Committee of Skål International.
- (b) The Secretary General must prepare a detailed Agenda for the Assembly which shall be despatched to the members mentioned in Article VI, Section 1 of the By-Laws not less than one month before the date of the Assembly.
- (c) Copies of the balance sheet and budget must be sent to the same members one month before the date of the Assembly unless unforeseen circumstances render this impossible in which case they must be forwarded as soon as possible before the date of the Assembly.
- (d) Copies of the various annual reports must be sent to the same members before the date of the Assembly.

### Section 2 - Matters for discussion

- (a) Matters for a General Assembly Agenda, except Statutes amendments proposals (which are covered in Statutes, Article X), but including any protest against a By-Laws amendment (which is only permissible at the first Assembly after the publication of the amendment) may be submitted by:
  - (i) all member Clubs
  - (ii) all National and Area Committees
  - (iii) the International Skål Council
  - (iv) the Executive Committee of Skål International
- (b) The General Secretariat must receive the text of these items at least two months before the date fixed for the Assembly.

### Section 3 - Decisions and votes

- (a) Each member Club represented shall be entitled to vote on each question submitted to the vote at the Assembly. A Club having the right to more than one vote may exercise these rights so long as at least one of its delegates is present. A Club which is not represented by at least one delegate cannot vote, nor can the vote of one Club be transferred to the delegate of another Club.

Voting may not be done by correspondence. Other than the delegates of the Clubs, no other member present at the Assembly has the right to vote.

- (b) All matters on the agenda can be discussed at the Assembly, unless by a majority show of voting papers, the Assembly decides to accept/reject any item on the agenda without debate.
- (c) The Assembly can only vote on matters which appear on the agenda. The decisions shall be by a majority of valid votes expressed, except where otherwise provided by the Statutes or the present By-Laws. The vote shall be expressed verbally or by a show of voting papers unless a secret ballot is demanded by one or more delegates. Abstentions shall be considered as void and shall not be considered in calculating a majority.
- (d) In the event that the Assembly rejects the budget presented by Skål International, or a modification thereof, the current budget will be, ipso facto, used for the following financial year until such time as a new budget will have been approved by mail vote. The vote shall be by the Clubs and will be in accordance with the instructions, which will accompany the new proposal.
- (e) The Assembly can decide by an absolute majority to discuss other matters not on the agenda, but no decision or vote shall be taken on such matters.

#### Section 4 - Minutes

- (a) The minutes of each Assembly must be recorded by the Secretary General in a book kept for this purpose. The minutes must be signed by the President and the Vice President.
- (b) A copy of the minutes must be sent to each member Club, National and Area Committee, the International Councillors, the Internal Skål Auditors, the Executive Committee of Skål International and the Skål International Honorary Presidents, Past-Presidents and Membres d'Honneur, within three months of the close of the Assembly.
- (c) Any objection by any member Club that was represented at the Assembly to all or any part of the minutes shall be sent, in writing, to the General Secretariat on receipt of the copy of the minutes. If no objections are received by the General Secretariat within two months from the date of despatch of the copies of the minutes to the member Clubs, the minutes will be considered confirmed.
- (d) If any objections are received as in (c) above, the General Secretariat must transmit them to all those Clubs which were represented at the Assembly. In accordance with the replies received, within a further two months of the date of despatch of the minutes from the General Secretariat and if the objection received a majority of the votes expressed and if they correspond to at least one third of the Clubs present at the General Assembly, the minutes will be amended, and the Clubs informed of the ultimate decision.

#### Section 5 - Congress - Bids - Time and Place

- (a) Any Club, which has met all current Skål International obligations, may bid for a national or international Congress.
- (b) The bids for the Skål International Annual Congress and Assembly must be received by the Secretary General, in writing, not less than two years (24 months) prior to the proposed date for the Congress. The bid must meet the stipulations shown in the Congress Manual.
- (c) The General Secretariat will study the proposals to ensure that all requirements are met.
- (d) All proposals, which are accepted by the Executive Committee, will be presented to the International Skål Council for their study and consideration. The Council will select two candidates and present them to the General Assembly who will determine the site of the Congress.
- (e) The General Secretariat through its Congress Department will manage all the details of the Congress.

### ARTICLE VIII PROCEDURES FOR SANCTIONS AND APPEALS

#### Section 1 - By the Skål Club Committee

All sanctions at Club level are personal and require the previous hearing of the affected member, an absolute majority vote of the Committee members and an official communication detailing, to the affected member, the arguments or reasons which support the sanction. **To implement a sanction, the Club Committee must advise the member in writing that a sanction is being considered. The Committee must then arrange a hearing with the member. A decision on the sanction must be conveyed to the member in writing within fifteen days after the hearing.**

There are three categories to be considered when sanctioning a member: reprimand, membership suspension and expulsion.

- (a) Letter of Reprimand: This is a letter written by the Committee to a member reprimanding him on an attitude or conduct considered by the Club Committee inappropriate in the interest of the Club or the reputation of Skål
- (b) Suspension of Membership Rights:
  - (i) When a member has received a warning letter and despite it continues with the censored attitude or conduct, the Club Committee may take the decision to suspend him for a period, according to the seriousness of the action. The maximum period of suspension is six months. The suspended member can appeal against this decision of the Club Committee to the next General Assembly of the Club, which can revoke the decision of the Club Committee. If the next

General Assembly of the Club does not take place within two months from the date of the suspension, an appeal to Skål International which may decide to delay the suspension until the Club General Assembly hears the appeal. The suspension will not come into effect until a final decision is taken.

- (ii) When the conduct or attitude of the member is considered by the Committee as prejudicial to the interest of the Club or the Skål reputation, the member can be suspended for a minimum of six months and a maximum of one year without the requirement of the letter of reprimand. The appeal procedure shall be the same as in (i) above

(c) Expulsion

- (i) When the attitude or conduct of a member is considered highly prejudicial to the interest or reputation of Skål or when despite a previous suspension of more than six months the member continues with the same attitude or conduct, the Club Committee may take the decision to expel the member.
- (ii) The member can appeal against this decision to the Executive Committee of Skål International within a period of one month from the communication of the expulsion. If an appeal is presented to the Executive Committee of Skål International the expulsion will not come into effect until a final decision is taken.
- (iii) The decision of the Executive Committee is final and shall be taken after considering any documentation or other kind of information received from the Club and the expelled member.
- (iv) Expelled members are not entitled to a refund of fees paid or membership in any Skål Club. When expulsion has been confirmed, the name and address of the member must be registered by the General Secretariat.

## Section 2 - By the National Committee

Letter of Reprimand: The National Committees can issue a letter of Reprimand to a Skål Club with the prior knowledge of the Executive Committee of Skål International. The suspension of Clubs is the sole prerogative of the Executive Committee of Skål International, although National Committees may propose this action to the Executive Committee.

## Section 3 - By the Executive Committee of Skål International

Sanctions can be either collective or personal.

(a) Collective Sanctions

The Executive Committee of Skål International has the power to sanction all the different levels of Skål International. There is a requirement (a) to conduct a hearing of the affected body, (b) to have an absolute majority of the Executive Committee members in favour of the sanction and (c) an official communication must be sent to the sanctioned body and the Skål levels immediately above and below it.

Collective sanctions do not prevent further personal sanctions. There are two categories to be considered in the case of collective sanctions:

(i) Letter of Reprimand

- (a) This is a letter sent by the Executive Committee of Skål International to a Skål body, reprimanding it on an attitude or conduct that has endangered the reputation of Skål or has been considered inappropriate or not in accordance with any of the Skål regulations, its principles, instructions, objectives or guidelines.
- (b) An appeal against a letter of reprimand sent by the Executive Committee can be made within fifteen days from the receipt of the sanction, in writing through the General Secretariat, to the Appeal Board, formed by three Past Presidents. The Appeal Board shall, within one month of the receipt of the appeal, rule on the decision of the Executive Committee and decide on the expenses incurred due to the appeal.

(ii) Dismissal of a Skål Body

- (a) When a Skål body has received a letter or reprimand and despite it continues with the censored attitude, decision or conduct, or when such have been considered by the Executive Committee of Skål International to be highly prejudicial to the interest and/or reputation of Skål, or deliberately against any of the Skål International regulations, its principles, instructions, objectives or guidelines, the Executive Committee may take the decision to dismiss from their positions the members of the mentioned body.
- (b) When a dismissal takes place the Executive Committee may decide to put the supervision of the duties of the sanctioned body under the control of the General Secretariat or may directly select an extraordinary committee to substitute for that body. The Executive Committee will also decide when circumstances allow the ordinary running of a previously dismissed Skål body, after new elections.
- (c) The appeal procedure for a collective letter of reprimand shall apply.

(iii) Personal Sanctions

Personal sanctions require the previous hearing of the concerned member, an absolute majority vote of the Executive Committee and an official communication detailing to the concerned member the arguments or reasons supporting the sanction.

(a) Letter of Reprimand

This is a letter sent by the Executive Committee of Skål International to a member, reprimanding him/her on an attitude or conduct that has endangered the reputation of Skål or has been considered inappropriate or not in accordance with any of the Skål regulations, its principles, instructions, objectives or guidelines.

The appeal procedure for a collective letter of reprimand shall apply.

(b) Membership suspension

When a member has received a letter or reprimand, either personal or as part of a collective body and despite it continues with the censored attitude, decision or conduct, or when such is considered by the Executive Committee of Skål International to be prejudicial to the interest and/or reputation of Skål, or against any of the Skål International regulations, its principles, instructions, objectives or guidelines, the Executive Committee may take the decision to suspend the membership rights of the concerned member for a period, according to the seriousness of the offence. The maximum period of suspension is one year.

The appeal procedure for a collective letter of reprimand shall apply.

(c) Expulsion

- (i) When a member has received a letter of reprimand warning of expulsion, either personal or as part of a collective body, and despite it continues with the censored attitude, decision or conduct, or when such conduct has been considered by the Executive Committee of Skål International to be highly prejudicial to the interest and/or reputation of Skål, or deliberately against any of the Skål International regulations, its principles, instructions, objectives or guidelines, the Executive Committee may take the decision to expel that member from the Skål Movement.
- (ii) An appeal against this decision of the Executive Committee can be made within fifteen days from the receipt of the sanction, in writing through the General Secretariat, to an Appeal Board, formed by three Past Presidents. The Appeal Board shall, within one month of the receipt of the appeal, rule on the decision of the Executive Committee. If an appeal is presented to the Appeal Board, the member remains suspended until a final decision is taken.
- (iii) The decision of the Appeal Board is final and shall be taken after considering the documentation or other information received from Skål International and/or the sanctioned member.

## ARTICLE IX FINANCES

### Section 1 - Dues from Clubs

(a) Entrance fees and subscriptions

- (i.) The Finance Director shall be responsible for the collection of the entrance fees of each new Club admitted to Skål International in accordance with the conditions established by the Executive Committee for the current year.
- (ii.) As provided in Article VIII, Section I (b) of the Statutes, every member Club must contribute toward the operational expenses of Skål International. This is accomplished by means of an annual, uniform, per capita subscription based on the number of its Active, Transfer-Active, Life, Retired, Honorary (Skål) and Associate members and is payable in each fiscal year. The annual subscription rate is established by the Assembly based on estimated income and expenditure and will become effective for the calendar year from 1 January of the year following the next General Assembly, thus allowing the Clubs to amend their dues with sufficient warning to their members to meet any increases approved by the General Assembly. New Clubs admitted to Skål International will be required to pay the membership fee irrespective of when in the year they join. However, a reduction in the annual membership fee can be agreed, at the discretion of the Executive Committee, for new members joining after 1 October
- (iii.) Annual Membership dues shall be paid in the currency of the country in which the Secretariat is situated, or the equivalent in another convertible currency. The Secretariat shall reserve the right to invoice the National Committee or Club for any shortfall at the time the cheque or bank transfer is negotiated. Similarly any excess received at the time of encashment will be credited to the National Committee or Club.
- (iv.) The level of fees levied on Young Skål members will be determined by the Executive Committee and any increase in level will be advised at the General Assembly and implemented from the 1<sup>st</sup> of January following the next General Assembly

(b) Membership cards and payments of subscriptions

- (i). All Skål members receive a membership card designed and issued by Skål International.
- (ii). A new card is issued annually to each member. Payment for the required number of membership cards will fall due on 1 January each year and must be paid at the latest by 28 February each year. Unpaid annual membership subscriptions after 1 March will incur a rate of interest to be decided by the Executive Committee of Skål International.
- (iii). Upon receipt of the Clubs corrected membership lists and payment of the annual dues, the General Secretariat will commence issuing the annual membership cards. For all new members, including those of new Clubs, who have paid their annual membership subscription in full, or the reduced rate, a membership card will be issued by the Secretariat, irrespective of when in the year the member is accepted.

## Section 2 - Expenditures

- (a) The funds of Skål International are used as authorised for:
  - (i) administrative expenses
  - (ii) expenses of the meetings of the Executive Committee and International Skål Council
  - (iii) expenses in connection with the Assemblies, Congresses and/or other special events approved by the Executive Committee
  - (iv) cost of publications issued by Skål International.
  - (v) travelling expenses of the Executive Committee and, where necessary, of other persons designated by the Executive Committee for specific duties.
  - (vi) Any other authorised expense
- (b) All expenditures above must be approved by the Executive Committee.
- (c) The members of the Executive Committee and other members officially authorised or delegated to attend meetings of the Executive Committee, are entitled to the refund of their travelling expenses within the scale established by the Executive Committee.
- (d) The members of the International Skål Council are not entitled to a refund of their travelling expenses from Skål International. Only the Council President or the authorised deputy has the right to claim reimbursement of travelling expenses when attending an Executive Committee meeting.

## Section 3 - Fiscal Year and Balance Sheet

The fiscal year is from 1 April to 31 March. The Finance Director must close the accounts by 15 May at the latest and present the accounts to the External Auditors without delay. The internal Audit shall be performed and the report, as required by Article X, Section 2 (d) of these By-Laws, completed by 30 August. At the request of the Internal and External Auditors all accounts ledgers and documents shall be produced to allow the audits to be conducted.

## Section 4 - Irregularities

- (a) The President must be informed immediately in writing, with a copy to the Vice Presidents, of any serious discrepancy or irregularity discovered by either the External or Internal Auditors. The Auditors may act independently of each other but any report made by the External Auditors must be copied to the Internal Auditors.
- (b) In the event of an irregularity involving financial loss to Skål International, the Internal Auditors, jointly or independently, may, if it is considered necessary, propose the convocation of an Extraordinary General Assembly.

## Section 5 - Liabilities of Skål International

- (a) The liabilities of Skål International are guaranteed only by its current assets, to the exclusion of all personal responsibility of the members of the Executive Committee.
- (b) However, the members of the Executive Committee are responsible to Skål International for any liabilities, which they incur in excess of the budget unless the Assembly approves such expenses.

## Section 6 - Secretary General Authority

The Secretary General shall have the authority to sign contracts and commit funds of Skål International to the level stipulated in his Job Description and as amended or updated by the Executive Committee of Skål International. In addition the Secretary General shall be directly involved in the employment of staff in the Secretariat.

The Executive Committee may grant the Secretary General a proxy to sign documents and contracts up to the commitment decided by the Executive Committee when it is not possible for the President and Vice President to sign within the required time limit.

## ARTICLE X AUDITORS

### Section 1 - Responsibility

The Internal Skål Auditors and the Deputy are responsible to the General Assembly and do not form part of the Executive Committee. The accounts of Skål International must be audited annually by the Internal Skål Auditors and by a qualified, professional auditor contracted by the Executive Committee. The professional auditors shall submit annually, or when so required, a report to the Executive Committee. The annual report will be available at Assemblies.

## Section 2 - Duties of the Internal Skål Auditors

- (a) Examination and verification of the accounts for which they may request the presentation of any and all documents relative to the accounts to be verified.
- (b) Verification of the state of the funds of Skål International.
- (c) Examination, if necessary by virtue of their duties, of the minutes of the Executive Committee. For this purpose, they shall be provided continually with copies of such items in the minutes of the Executive Committee meetings, as may have a bearing on the accounts and funds of Skål International.
- (d) Presentation of a written report to the Assembly on the conduct of the finances of Skål International. This report must be read to the Assembly by the Auditor(s) present, otherwise by a person specially designated for the task by the Auditors. A copy of the written report must be addressed to the Executive Committee, the President of the Council, the Presidents of the National/Area Committees and all the Clubs. The report may not be amended in any respect by the Executive Committee or by any of its members. The duty of the deputy is to replace the elected Auditor, if at the date when the examination is to take place; one or both of the elected Auditors may be prevented, for any reason, from performing his or their functions.
- (e) The Internal Auditor or Deputy Auditor is not permitted to hold another international office in Skål.
- (f) The position of Auditor and/or Deputy Auditor may not be occupied by more than one member of Clubs in the same country. If more than one person is nominated from the same country, the candidate receiving the most votes shall be the only candidate from that country elected.
- (g) The Auditor or Deputy Auditor shall not be directly employed, or contracted in any way with Skål International or any of its Clubs, National or Area Committees.

## Section 3 - Nomination and election of Internal Skål Auditors

- (a) Nominations for election as Auditor must be made by the member Clubs, in writing, to the General Secretariat not later than the 15th April of the year of the General Assembly at which election for these officers will occur. The nomination shall be accompanied by a full professional and Skål Curriculum vitae, which should include details of **previous accounting experience**.
- (b) The names of the candidates nominated will be advised to the member Clubs by the General Secretariat.
- (c) The Assembly vote is by secret ballot. The candidates will be listed according to the number of votes received. The candidate securing the highest number of votes will be declared elected as Auditor. The candidate obtaining the next highest number of votes will be declared elected as Deputy, except when two vacancies for Auditor have to be filled, in which case he will also be declared elected as Auditor. In such case, the candidate with the third highest number of votes will then be declared elected as Deputy. If two Auditors and one Deputy must be elected, they will be declared elected in accordance with the number of valid votes received i.e.: 1. first Auditor; 2. second Auditor; and 3. Deputy Auditor.
- (d) An Auditor or Deputy Auditor who is candidate for the office of Director of Skål International will be considered to have resigned from the office of Auditor or Deputy Auditor.
- (e) A Deputy Auditor who is candidate for the office of Auditor of Skål International will be considered to have resigned from the office of Deputy Auditor.

## Section 4 - Term of Office of Internal Skål Auditors

The term of office shall extend from one regular Assembly until the second regular Assembly thereafter. At each Assembly, one Auditor shall vacate his office. He shall be eligible for re-election for one further term of office, to make a total of four consecutive years as Internal Auditor.

The Deputy Auditor will be elected for a term of two years up to a maximum term of four consecutive years in office.

## ARTICLE XI HONORARY TITLES AND AWARDS

### Section 1 - Honorary President of Skål International

- (a) (a) The title of Honorary President of Skål International is a distinction which is awarded to mark exceptional and distinguished service to the Skål Movement at international level. **This title was discontinued as of April 2009 as a result of a Statute amendment approved at the General Assembly in Taipei, Taiwan on October 14, 2008. Those members who already hold this title will be permitted to retain the title.**
- (b) To be eligible to be a candidate for this distinction the member must have held office as President of Skål International.

- (c) The candidate must have been Past President of Skål International for at least one year before being awarded the distinction.
- (f) The candidate must be proposed by at least three Clubs, none of which shall be from the same country and, in addition, have the nomination endorsed by the candidates own Club. The nominating Club must include in its proposal a complete Skål Curriculum vitae and specify the reasons why the candidate should be considered for the distinction. Failure to give reasons will nullify the nomination.
- (g) The nomination by three Clubs and the candidates own Club support, signed by the President and Secretary of the Clubs concerned, must be received by the Secretary General by 31 January in the year the nomination is to be considered.
- (h) Nominations shall first be considered by the Council and shall only be proposed to the General Assembly if a two-thirds majority approval is obtained on a single Council vote.
- (i) Confirmation of the award shall be by the General Assembly. The award of the distinction is for life, unless the recipient should, at any time, personally relinquish the title or if the member should be expelled from Skål. The distinction does not entitle the holder to attend Skål International Executive Committee meetings, unless invited by the Executive Committee.
- (j) This confirmation of the award requires an absolute majority of the Assembly and is for life unless the individual should, at any time, indicate his desire to relinquish the award or is expelled from Skål.
- (k) These members enjoy the privileges of their distinction, with the exception that Honorary Presidents are not eligible to be candidates for the Skål International Executive Committee.

## Section 2 - Past-Presidents of Skål International

- (a) Those members who have served as President of Skål International shall bear the title of Past-President of Skål International, whether they belong to a Club or not. This also qualifies them to attend the General Assembly and/or Congress, after paying the relevant charges.
- (b) Past-Presidents have the right to speak at General Assemblies but not to vote, unless they are a designated delegate of their Club. Past-Presidents may only attend Skål International Executive Committee meetings by invitation.

## Section 3 - Membres d'Honneur of Skål International

- (a) The title of Membre d'Honneur of Skål International can only be awarded to an Active, Life or Retired member of a Club to mark distinguished service to the Skål Movement. Such service must be considered to have furthered the aims, objectives and activities of the Skål Movement. The award may also be made posthumously.
- (b) The title is awarded as a right to former members of the Executive Committee who have served not less than **three** years and have ceased to be members of the Executive Committee.
- (c) The candidatures for awards under (a) above must be presented with the full agreement of at least three Clubs, one of these three Clubs being the Club to which the member proposed belongs. They must state fully the services rendered by the member proposed, include a complete curriculum vitae and justify the candidature.
- (d) The candidature, signed by at least three Clubs and approved by the National or Area Committee, must be submitted to the Executive Committee before 31 January of the year in which it will be presented to the General Assembly.
- (e) All proposals shall be considered by the Council and will only go forward to the Assembly if an absolute majority (50% + 1) approval is obtained on a single Council vote.
- (f) This confirmation of the award requires an absolute majority of the Assembly and is for life unless the individual should, at any time, indicate his desire to relinquish the award or is expelled from Skål.
- (g) A Membre d'Honneur of Skål International may attend the Assembly and/or Congress even after he has ceased to be a member of any Club.
- (h) The award of such a title to a member of the Executive Committee does not prevent his election, at a future date, to the office of Director of Skål International

## Section 4 - Order of Skål Merit

As a special reward to persons who have shown a prolonged and exceptional devotion to Skål and who have, by their actions, contributed to the propagation of the Skål ideal, the President of Skål International, in consultation with the Executive Committee, can award the diploma of the Order of Skål Merit. The General Secretariat will keep a register of the persons who have received this honour.

## ARTICLE XII BADGES, LOGOTYPE AND INSIGNIA

### Section 1 - Insignia

The official badge/logotype/insignia, which is the exclusive property of Skål International, is illustrated above. The only variations permitted to this official version are those authorised and shown in the Skål International Corporate Identity Manual.

### Section 2 – Use of the logotype, badge or insignia

- (a) Membership in Skäl International is a personal membership. The official Skäl logotype or a version authorized by the Corporate Identity Manual may only be used by members of Skäl International. The logotype may be used on business cards, commercial letterheads or any electronic media provided that the Skäl member's name is prominently displayed. If the Skäl member's name is not prominently displayed, the Skäl logo with the words SKÄL MEMBER HERE may be used. If the logotype is used, it must be in the official Skäl blue colour (printer's pantone number blue 072 CV) or in black and white. No other colour combinations are permissible. It is the Club's responsibility to ensure the members follow these instructions. Misuse of the logotype in connection with this By-Law can result in a member losing his membership status.
- (b) In particular, nothing should prevent a Club or National/Area Committee from accepting paid publicity to finance any publication, brochure, social event, etc. for the benefit of the Skäl Movement.
- (c) Every member is entitled to wear the emblem, badge or other insignia of Skäl International during the period of membership.
- (d) Only the badge approved by Skäl International may be worn or used by any member of a Skäl Club. The chains of offices of Clubs, National and Area Committees Presidents may be worn at all official Skäl functions, provided that the presiding officer of the host Club, National or Area Committee or the Executive Committee members present are also wearing the official chains of office. The Skäl International Protocol Manual shall give details of who is entitled to wear chains bearing the Skäl badge.
- (e) Winners of awards presented by Skäl International may use a special award logotype approved by the Executive Committee of Skäl International on corporate materials.

### Section 3 - Special Badges

- (a) The members of the Executive Committee are entitled, during their term of office, to wear a special gold pin provided by and which remains the property of Skäl International.
- (b) The Presidents of Skäl International are entitled to wear a special gold pin provided by Skäl International.
- (c) The Past-Presidents of Skäl International are entitled to wear a special gold pin provided by Skäl International.
- (d) The Membres d'Honneur of Skäl International are entitled to wear a special silver pin provided by Skäl International.
- (e) The International Skäl Councillors have the right to wear a special red pin provided by Skäl International.
- (f) Young Skäl members have the right to wear a special green pin.
- (g) The only membership pins/badges, which may be worn at international meetings, are those provided by Skäl International. Any other membership pin/badge should be worn exclusively during local Club functions.

### Section 4 – Use of the denomination Skäl International

- (a) The General Assembly of Club Delegates, the Executive Committee and the General Secretariat shall be referred to as "Skäl International" as their full official denomination.
- (b) The use of the denomination "Skäl International" followed by any denomination other than the name of a country is restricted to Skäl Clubs.
- (c) The official denomination of each National and Area Committee and Skäl Club must be approved by the Executive Committee of Skäl International, which may also decide to withdraw the use of the Skäl denomination by any of the above mentioned bodies.
- (d) Skäl Clubs shall officially use the denomination "Skäl International" on their letterhead as defined above and in the Corporate Identity Manual, together with the subtitle "Professionals in Tourism"
- (e) On the authority of the General Secretariat, the title Skäl International together with the proposed name of the Club (under formation) may be used until such a time as the Executive Committee rules on the application for membership of Skäl International.

## ARTICLE XIII FLORIMOND VOLCKAERT FUND

### Section 1 - Definition

In accordance with Article II, Section 4 (b) of the Statutes, a principal activity of the Skäl Movement is the Fund, named the "Florimond Volckaert Fund" in honour of the first President of the Skäl Movement.

## Section 2 - Objectives

To provide financial assistance in the form of a gift or loan for distressed Active, Life, Retired or Associate members worldwide holding a current Skål International membership card and their immediate family (spouse and blood or adopted children), who are in need due to circumstances listed below which cannot be mitigated by other means. Assistance as listed below, unrestricted by a time limit, may also be given to the immediate family of an Active, Life, Retired or Associate member who held a current Skål International membership card at the time of death:

- (a) old age (reduced income)
- (b) death
- (c) illness (serious or prolonged)
- (d) medical expenses only available at personal expense beyond the means of the individual
- (e) accidents (not covered by insurance)
- (f) criminal damage (not covered by insurance or other means)

or such similar or justifiable circumstances as may be approved by the Trustees as defined in Section 3 below. Payments may be made as absolute gifts or loans, with or without interest, as the Trustees may decide. Loans for business purposes cannot be authorised.

## Section 3 - Administration

- (a) The management is entrusted to three Trustees appointed by the Executive Committee. The term of office shall be for four years with the possible re-appointment for up to a further four years, making a maximum time in office of eight years. The Trustees may, if they so wish, recommend candidates for the office of Trustee. Under normal circumstances no more than one Trustee will be appointed in any one year.
- (b) The primary responsibility of the Trustees is the maintenance of the assets of the Fund and approval of all payments from it. Decisions by the Trustees shall be majority decisions. One of the Trustees, as decided between them, is responsible for coordinating their activities and for preparing accounts and reports as in Sections 6 and 7.
- (c) It is not a primary duty of the Trustees to promote the contributions to the Fund (see Section 4).
- (d) The accounts of the Fund are subject to the decisions of the Finance Director of Skål International who must consult with the Trustees to ensure that such decisions are in the best interests of the Fund and are not harmful to it or to Skål International.
- (e) All monies received must be placed in special bank accounts in the name of the Fund. Duplicate records of all transactions must be maintained by the General Secretariat and the coordinating Trustee, due regard being paid to the desire to preserve the anonymity of those persons who receive aid. Neither the Secretary General nor the Finance Director of Skål International shall have authority to make payments from the Fund's account(s), such action being solely the prerogative of the Trustees.
  - (a) The administrative expenses of the Fund shall be taken from the interest earned by the fund's bank accounts. If a situation should arise whereby the annual interest is insufficient to cover the agreed costs, the Executive Committee shall underwrite these costs

## Section 4 - Contributions

- (a) The amount to be contributed to the Fund by any Club, National or Area Committee is on a voluntary basis. However, since any Skål member may make a call on the Fund, contributions are hoped for on a worldwide basis as a major activity of Club, National and Area Committee responsibilities.
- (b) Since the maintenance and vitality of the Fund are official objectives of the Skål Movement, sustaining and promoting are the responsibilities of each International Councillor in his own territory, and the President of the Clubs, which are included as Affiliated Clubs.
- (c) The International Council must appoint a Committee to coordinate the activities of the Councillors as in (b) above. The President of the Committee must be in close communication with the Trustees throughout his term of office by correspondence or otherwise.
- (d) The International Councillors may decide, in consultation with their National/Area Committee or their Clubs, the best methods of obtaining and maintaining contributions in the light of local circumstances and customs.
- (e) All contributions received must be sent to the Fund's account(s) as directed by the Trustees in agreement with the Executive Committee. In any case where difficulties arising from exchange control or similar restrictions affect the remittance of contributions, the International Councillor or the Club concerned must consult with the Trustees, submitting proposals for alternative arrangements, which the Trustees, if they approve, shall recommend for acceptance to the Executive Committee.
- (f) In any case where difficulties arising from exchange control may affect the remittance of contributions, the Councillor or the Club concerned must consult the Trustees, submitting proposals for alternative arrangements, which the Trustees, if they approve, shall recommend for acceptance to the Executive Committee.
- (g) Each International Councillor must submit a report to the Committee, at least once per annum, concerning the support given by the Clubs for which he is responsible. The decision whether such reports are to be published will be subject to approval of the International Council hearing the report.

## Section 5 - Requests for Aid

- (a) The first principle in dealing with requests is always to maintain, as far as possible, the anonymity of the applicant amongst his/her fellow members, to avoid possible embarrassment. However, this does not prevent cases where the circumstances are already common knowledge within the Club concerned, from being put forward for consideration. All correspondence must be treated as confidential and handled by the minimum number of persons, unless the permission of the individual has been obtained for a wider participation.
- (b) Requests for assistance should be addressed to the Coordinating Trustee, or one of the other Trustees if more convenient, by the President of the Club concerned or the International Councillor. The request should be made on the pre-printed "Request Form" and sent by fax or mail. It will assist in the assessment of the request, especially if the Coordinating Trustee is unobtainable, if a copy of the Request Form can be sent to each of the Trustees. Full details of the circumstances must be included (see Section 2). Applications must not be sent to the General Secretariat.
- (c) Only in cases of extreme urgency, which must be fully authenticated, the application may be referred by the Club President to the International Councillor, who may act in accordance with Section 6 (b). If the International Councillor decides that the case does not justify urgent treatment, he shall forward the application, with comments, to the Trustees for normal consideration.
- (d) Should one of the Trustees become directly aware of a possible case for consideration, he may request the President of the Club to investigate and report.

## Section 6 - Payments - Control of Fund

- (a) The amount to be granted to any beneficiary must be decided by the Trustees and shall be paid by them from the Fund's bank accounts. No single payment shall exceed 5% of the total of the Fund currently available. This percentage shall be evaluated annually against the total amount of the Fund to ensure that it is commensurate with both the Fund holding and the expected size of requests for assistance. This evaluation shall be done by the Finance Director, in consultation with the Trustees, with final decision by the Executive Committee.
- (b) In any case of extreme urgency, a Councillor who receives an application in accordance with Section 3(c) may authorise the Club or National/Area Committee concerned to make a payment before consulting the Trustees. This authority is limited to the equivalent, in local currency, of US \$1000. The facts must be reported immediately to the Trustees. It is essential that the case be within the qualifications of Section 2 and that full details, together with the reasons why the urgent procedure was necessary, be submitted. If this report contains the necessary information, the Trustees will authorise repayment of the sum concerned and will be prepared, if necessary, to consider an application for an extra payment. The Trustees reserve the right to refuse a refund if the conditions of Section 2 are not observed. No Councillor may authorise more than one urgent payment in respect of any case, but may submit a normal application for further consideration.

## Section 7 - Reports

- (a) **Auditors** - In order to maintain the anonymity of the claimants, the accounts will not be examined in detail by the Auditors of Skål International who are Skål members. The accounts may be submitted to an independent auditor at any time as may be required. A balance sheet showing the income, expenditure and capital balance of the Fund must be published in the Agenda for the General Assembly of Skål International. The Auditors of Skål International may reconcile the totals of this balance sheet with the bank balances of the Fund's account(s).
- (b) **International Skål Council** - The Committee (see Section 4(b)) must receive reports from the Councillors and present a summary and any recommendations which it has discussed to the meeting of the International Council immediately prior to the General Assembly. The Council must discuss the report and the results of such discussions must be included in the report by the International Council to the General Assembly.
- (c) **Trustees** - The Trustees must submit to the General Assembly, a report based on the figures as in (a) above with comments and such detailed information about the activities of the Fund as permissible within the bounds of confidence which have to be observed. This report must be published in the Agenda for the General Assembly and the Trustees, or their nominee in case of their absence, may enlarge upon it or answer any questions other than those which might reveal the identity of the beneficiaries. Since the report, which is published, will only cover the last completed financial year of Skål International, the Trustees may, if desired, submit a verbal interim report covering the current period, which may be published in "Skål News".

## ARTICLE XIV OFFICIAL LANGUAGES

### Section 1 - Use of the official languages

- (a) Official documentation originating from the Assembly, the Council, the Executive Committee or the General Secretariat shall be drawn up in one, two or jointly in all three of the official languages. The Statutes, By-Laws and all amendments to both will be promulgated in all three official languages.

- (b) Except in the case where there exists a system of simultaneous translation into the other languages, the Executive Committee may decide that use will be made of only one or two official languages at any meeting of the Assembly. This decision shall be binding and without appeal

## **Section 2 - Interpretation**

In the event of a difference in the interpretation of the Statutes or By-Laws between any of the three official language versions such will be resolved by the Executive Committee, after consultation with the Council Statutes Committee. If the decision is not agreed the matter will be referred to the next Assembly as an Agenda item.

## **Section 3 - Translations**

Official translations between the three Skål languages of Skål International documentation must be made by persons authorised by the Executive Committee. National and Area Committees and Clubs may arrange translations into their local languages. Such translations will be unofficial, have no legal standing and be made at the expense of the Committee or Club.

## **ARTICLE XV AMENDMENTS TO THE BY-LAWS**

- (a) The By-Laws may be reviewed by the Statutes Director in consultation with the International Council Statutes Committee. If the Executive Committee, after consultation with the Council Statutes Committee, approves the proposed amendments they will become effective immediately. No proposal for amending the By-Laws may be submitted during the three months immediately preceding a General Assembly.
- (b) Once the changes have been approved by the Executive Committee the Secretary General will immediately advise all Presidents and Secretaries of Clubs, National and Area Committees and will post the revised By-laws on the Skål International Web Site.
- (c) Any Club is entitled to oppose a By-Law amendment at the Assembly immediately following its promulgation and in that event the By-Law in question shall be held in abeyance until a final decision is made. The Assembly will decide the validity of the amendment by an absolute majority vote (50% + 1 of the valid votes cast). The opposition must be made, in writing, to the Statutes Director, with a copy to the General Secretariat, to be received no later than 45 days prior to the opening of the Assembly. For Clubs, which are members of National or Area Committees, such Committees and their International Councillor must also be informed of the opposition.
- (d) If no objections are received the General Assembly following the change will be notified of the change as a matter of courtesy.