

SKÅL INTERNATIONAL

**MODEL STATUTES
FOR A SKÅL CLUB**



EFFECTIVE MARCH 2012

MODEL STATUTES FOR A SKÅL CLUB

		Page
PREAMBLE		2
ARTICLE 1	Nature, Name, Affiliation, Address and Official Register	2
ARTICLE 2	Objectives	3
ARTICLE 3	Restrictions	3
ARTICLE 4	Rights of Member Clubs of Skål International	3
ARTICLE 5	Obligations of the Skål Club	4
ARTICLE 6	Composition - Individual Membership	4
ARTICLE 7	Active Members	4
ARTICLE 8	Life Members	4
ARTICLE 9	Associate Members	5
ARTICLE 10	Retired Members	5
ARTICLE 11	Young Skål Members	5
ARTICLE 12	Duties of Members	5
ARTICLE 13	Rights of Members	5
ARTICLE 14	Membership Proposal	6
ARTICLE 15	Admission Fee	6
ARTICLE 16	Transfer of Members	6
ARTICLE 17	Membership Resignation	6
ARTICLE 18	Procedures for Sanctions and Appeals by the Club	6
ARTICLE 19	Board of the Club	7
ARTICLE 20	Elections	7
ARTICLE 21	Committees	8
ARTICLE 22	Powers of the Board of Officers of the Club	8
ARTICLE 23	Vacancies on the Club Board	8
ARTICLE 24	Club President and Vice President	8
ARTICLE 25	Club Secretary	8
ARTICLE 26	Club Treasurer	9
ARTICLE 27	Income	9
ARTICLE 28	Utilisation of Club Funds	9
ARTICLE 29	Budget and Financial Year	9
ARTICLE 30	Club Auditors and Duties	9
ARTICLE 31	Club Meetings and Quorum	10
ARTICLE 32	Voting	10
ARTICLE 33	Extraordinary General Meeting	10
ARTICLE 34	Honorary Distinctions	10
ARTICLE 35	Skål International	11
ARTICLE 36	Internal Club Regulations	11
ARTICLE 37	Modifications to Club Statutes	11
ARTICLE 38	Suspension and Termination of the Club	11
ARTICLE 39	Final Authority	12

Preamble: The A.I.S.C., also known as Skål International, is an International Association of Travel and Tourism Professionals. Membership is voluntary and open to those travel and tourism professionals holding managerial positions and who are recognised for their honesty and integrity. They must qualify in accordance with the regulations of Skål International.

By accepting membership in Skål International, travel and tourism professionals undertake to work towards the achievement of the Mission, Principles, Objectives and Purpose of Skål International, as defined in the Statutes. They will be expected to abide by the requirements set out in all the official publications of Skål International to regulate the organisation of the Skål Movement as listed in the By-Laws.

To carry out the Mission, Principles, Objectives and Purpose of this Association of Travel and Tourism Professionals, Skål International operates with the following structures, each having a different function:

- (a) **Clubs** - the basic unit of Skål is the Club, which shall act on behalf of Skål International in regard to Skål activities within the Club's geographical boundaries.
- (b) **National and/or Area Committees** - The National Committees incorporate the Clubs in those countries where there are four or more Clubs, to assist Skål International in its relations with those Skål Clubs. If a country has more than one club and less than four a National Committee may be formed. The Area Committees incorporate the National Committees and/or Affiliated Clubs by geographical regions. National and/or Area Committees are approved, suspended and terminated by the Executive Committee of Skål International.
- (c) **International Skål Council** - The Council is an advisory body to Skål International.
- (d) **General Secretariat** - The General Secretariat is the management body of Skål International, headed by an appointed Secretary General who is accountable to the Executive Committee and employs salaried personnel.
- (e) **The Skål International Executive Committee** - The Executive Committee is the governing body of Skål International. It is composed of elected members who are accountable to and represent the General Assembly. The President of Skål International represents the Association.
- (f) **General Assembly** - The General Assembly of Club Delegates is the supreme body of Skål International and as such ensures the involvement of the Clubs and membership in the decisions, which affect the Association.

All the above structures are part of Skål International and cannot operate or exist independently of it. All regulations pertaining to the above organisation emanate from the Statutes and By-Laws of Skål International. These document take precedence over any other set of regulations within the Skål Movement. All other regulations must comply with the current valid Statutes and By-Laws of Skål International. The Model Statutes for a Skål Club has been drawn up by Skål International to regulate each Skål Club in accordance with existing guidelines. Skål International must officially approve the Statutes of every Skål Club.

ARTICLE 1: NATURE, NAME, AFFILIATION, ADDRESS AND OFFICIAL REGISTER

- (a) Skål Club is the official designation of the member Clubs of the Association Internationale des Skål Clubs, abbreviated "A.I.S.C." (Association Internationale des Professionnels du Tourisme). The A.I.S.C. is also known as Skål International and is duly registered as a non-profit making association in the Kingdom of Spain, with No. 161829. The official address of the Skål Movement is the address of the General Secretariat of Skål International, which at the present time is: Edificio España, Avenida. Palma de Mallorca 15 – 1º, 29620 Torremolinos, Spain.
- (b) Skål Clubs are the basic unit of Skål International. A Skål Club includes all individual members of Skål International located within its area of influence. Only the Executive Committee of Skål International can approve, give dispensation to or terminate a Skål Club. The Skål Club ofshall be known as Skål International¹, referred to herein as "Skål Club", is formed and exists only under the decision and authority of Skål International.
- (c) The official address of the Skål Club is²
- (d) The Skål Club must join the National Skål Committee where such exists in their country.
- (e) The Skål Club has been formed for an indefinite period of time. However, should a suspension become necessary only Skål International or the General Assembly of Skål Clubs are empowered to take such action.
- (f) Upon approval by Skål International, the Club should be legally registered as a non-profit making association, member of Skål International – International Association of Tourism Professionals. When possible and in accordance with local laws and procedures, the Club should file its Statutes, which are complementary to the Statutes and By-Laws of Skål International and, also, of the Statutes and By-Laws of the National Committee when in existence.

¹ Insert the official denomination of the Skål Club

² Add "the address of the elected Club Secretary" or a permanent address

If the Statutes are rejected, by any authority, the Club must obtain, in writing, an explanation of the decision and details of the specific objection(s). This information must be forwarded to the Secretary General for decision by the Executive Committee.

- (g) As a non-profit organisation, members have no personal rights to the revenue or assets of the Club. These must be administered by the Club and dedicated to the aims and objectives, established by Skål International, to fulfil the Skål Mission.
- (h) The Secretary General of Skål International certifies that the Executive Committee approved the formation of the Skål Club of, as a member of Skål International, on and that the last updated and valid version of its Statutes was approved on³.

Name and Signature of the
Secretary General of Skål International

Official Stamp of Skål International Date

ARTICLE 2: OBJECTIVES

The objectives of the Club are:

- (a) To fulfil the Mission and Principles of Skål by means of individual and collective Skål activities.
- (b) To develop friendship and common purpose among personnel in the travel and tourist industry.
- (c) To foster goodwill and mutual understanding worldwide through international travel and tourism.
- (d) To encourage and assist in the professional development of all, especially young people working in or training for the travel and tourism industry.
- (e) To make its members aware of the Florimond Volckaert Fund and the way it operates.
- (f) To promote recognition of the Skål Club by the community, the media and the tourism industry.
- (g) To hold social and professional Skål activities to ensure the interest of all but, especially tourism professionals.
- (h) To attract all genuine tourism professionals qualified for active membership, who have the required high ethical business and personal values, to the Skål Club.
- (i) To attract Young Skål members who are qualified under the Statutes of Skål International to the Skål club.
- (j) To inter-relate with other Skål Clubs.

³ Section h) to be completed by the Secretary General of Skål International

- (k) To develop inter-professional relations.
- (l) To obtain the voluntary participation, assistance and contribution of Active Associate, Young Skål, Life and Retired members in elected offices and scheduled functions or activities of the Club.

ARTICLE 3: RESTRICTIONS

In pursuance of these objectives, the Skål Movement shall in no case:

- (a) Be used directly in promoting private commercial or business matters. However, business relationships between members and the supporters of Skål are encouraged.
- (b) Impose any limitations or restrictions on members in violation of the human rights declaration of the United Nations.

The use of the Skål name, badge, insignia, logotype, emblems and other identities of the Skål Movement shall always be in accordance with the authorisation, guidelines and instructions of Skål International.

ARTICLE 4: RIGHTS OF MEMBER CLUBS OF SKÅL INTERNATIONAL

Each member Club of Skål International has the following rights:

- (a) To bear the title "Skål Club - Member of Skål International - Association de Professionnels du Tourisme.
- (b) To be represented by at least one appointed delegate and to vote at the General Assembly of Skål International, the supreme body of the Skål Movement.
- (c) To nominate as a candidate for Skål International Executive Committee elections, one of its Active or Life members who fulfils the requirements for such a candidacy.
- (d) To appoint one or more delegates to its National Committee and to nominate candidates for the elections of its Board. When there is no National Committee and the Affiliated Club is a member of an Area Committee, the Club has the right to appoint one or more delegates to that Area Committee and to nominate candidates for election to the Board. If two or more clubs exist in one country and there is no National Committee the clubs must select one or more delegates to represent all the clubs in that country to represent them in the Area Committee.
- (e) To communicate directly with the Executive Committee or General Secretariat of Skål International, with a copy to their National Committee.
- (f) To suspend or expel, in accordance with the established regulations and procedures, a Club member whose private or professional conduct has been prejudicial to the reputation, principles or

- interests of Skål or who has failed to comply with any of the official regulations of Skål International.
- (g) Clubs which have not met their annual commitments to Skål International, will automatically forfeit their rights under (b), (c) and (d) above until the commitments have been met.
 - (h) To grant the distinction of Honorary President or Honorary Member, followed by the name of the Club, to any Active, Life or Retired Skål member considered to merit such a title.
 - (i) To take part in the general activities and events promoted by Skål International for the benefit of the Skål Clubs.

ARTICLE 5 - OBLIGATIONS OF THE SKÅL CLUB

Each Skål Club has the following obligations:

- (a) To promote the Skål name and reputation in its area.
- (b) To receive, welcome and assist, both personally and professionally, in the true spirit of Skål, any visiting Skålleague.
- (c) To hold its Annual General Meeting in the first quarter of the year and to hold a minimum of five other official functions during the year.
- (d) To actively promote the objectives of the Skål Club and Skål International.
- (e) To implement an attractive annual programme of professional and social activities and events.
- (f) To follow the guidelines prepared by Skål International and to comply with its duties.
- (g) To remit all subscriptions and payments to Skål International by the specified date.
- (h) To remit to the General Secretariat all documentation requested, forms and the updated list of members by the date fixed.
- (i) To ensure that all members for whom renewal of membership is requested continue to fulfil all the requirements of their category and have paid their fees.
- (j) To regularly update the personal data of its members and to communicate any modification to the General Secretariat.
- (k) To promote and support participation of members in National and International Skål events and, in particular, the attendance of at least one delegate at the National Committee Meetings and the General Assembly of Skål International. The Club shall consider giving financial assistance to the Club delegates attending these meetings.
- (l) To modify Club Statutes in line with amendments to the Statutes and By-Laws of Skål International and to bring the same into line with all the official regulations, within one year of the approval date of the amendments.
- (m) To send a copy of the amended Statutes to the General Secretariat within 30 days of any modification approved by the General Assembly.
- (n) To communicate regularly with the National Committee or the General Secretariat regarding the fulfilment of the above obligations. When the Skål Club due to size, economic situation or other internal difficulties is unable to adopt any one of the above obligations, this must be communicated to the National Committee and General Secretariat for a further decision.

ARTICLE 6: COMPOSITION - INDIVIDUAL MEMBERSHIP

Members, known as Skålleagues, are grouped as members of one of the Skål Clubs of Skål International. They receive their Skål International membership card annually, following payment of dues, updated personal information from the Club and fulfilment of all other commitments by their Skål Club.

All Skålleagues must qualify in one of the ~~three~~ five following categories of Skål International: Active, Life, Retired, Associate and Young Skål

Members must belong to the Club nearest to their place of business, or their permanent residence. No member is permitted, under any circumstances, to hold membership in two Clubs at the same time.

ARTICLE 7: ACTIVE MEMBERS

- (a) Active membership is limited to persons holding managerial or other responsible positions in the travel and tourism industry in an entity listed in the By-Laws of Skål International, Article I - Classifications. These persons must be employed full-time in their position, be actively involved in sales and/or promotional work and have a minimum of three years travel or tourism experience. The experience need not be in a managerial position. Membership is effective upon receipt of approval from Skål International, either in writing or by issuance of a membership card.
- (b) Active membership ceases if a member is no longer qualified under the By-Laws of Skål International, Article I, Section 1. The member will then be transferred to Retired or Associate membership or, failing that will resign from Skål.
- (c) A minimum of twenty persons is required to form a Skål Club. For the Club to remain operative, the number of active, life and Retired members must not be less than fifteen. Membership cards will not be issued to Clubs with less than fifteen Active, Life or Retired members.

ARTICLE 8: LIFE MEMBERS

- (a) An Active member, who has reached the age of 55, has fully retired from all business and has been an Active member for at least ten years before retirement may apply for Life membership. The Executive Committee of Skål International may make

exceptions to this rule under special extenuating circumstances where a long-standing member is forced to retire early.

- (b) A request to the General Secretariat is needed for all transfers from Active to Life membership on the official modification form, together with a verification of the member's age.
- (c) Life membership must be revoked if the member is expelled from Skål, resigns or returns to any form of employment.
- (d) Life Membership shall not be used as a Club distinction.

ARTICLE 9: 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 giving qualifications for Associate membership in Skål, must be submitted by the applying Club to the Secretary General, for consideration by the Skål International Executive Committee.
- (v) Associate Members cannot transfer to Life Membership. They may transfer to Active Membership upon returning to a managerial capacity in the travel and tourism industry.
- (vi) Associate members may attend the Club's General Assembly as observers 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 possible only 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, where permissible, be formed.

ARTICLE 10 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 Skål 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.

ARTICLE 11 YOUNG SKÅL MEMBERS

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

ARTICLE 12: DUTIES OF MEMBERS

All members are obliged to fulfil, amongst others, the following duties:

- (a) To accept and promote the Mission and Principles that guide the Skål Movement.
- (b) To comply with the current Statutes and By-Laws of Skål International and the Statutes of the Club.
- (c) To follow the guidelines of the Skål Club, to present proposals to the Club and to Skål International for the improvement of Skål generally. To promote fellowship amongst all Skålleagues, to support and maintain the travel and tourism profession. To propose, as members, those professionals who are qualified to join Skål International.
- (d) Attend meetings as regularly as possible and not less than three times per calendar year. Failure to meet this requirement can result in the cancellation of their membership.
- (e) To ensure the good management of the Club.
- (f) To promote and publicise the Skål Movement within the travel and tourism trade in their own professional environment.

ARTICLE 13: RIGHTS OF MEMBERS

- (a) Active and Life members, including members holding Skål International honorary titles have the right to:
 - (i) Speak and vote at all Club meetings.
 - (ii) Attend Skål Congresses and events organised within the Skål Movement, as defined by the organisers.
 - (iii) Be candidates for offices within Skål, at all levels, with the exception that Honorary Presidents of Skål International may not be

candidates for election to the Executive Committee of Skål International.

- (iv) To hold a Skål membership card certifying their membership, rights and status as Skålleagues once personal annual dues are paid and the Club and the National Committee, where applicable, have met their obligations to Skål International.
 - (v) To receive all benefits of Skål membership as defined for each category.
 - (vi) In the event of a sanction, suspension or dismissal of a member, the member must be granted the right of a hearing before such action is taken and an appeal thereafter.
- (b) Associate members do not have the rights indicated in (i) (ii) and (iii) above. They may, however, attend Skål World Congresses.
 - (c) Retired Members do not have the right to hold representative office in Skål International.
 - (d) Young Skål members do not have the rights indicated in (i) and (iii) above.
 - (e) Transfer members have the above rights with the exception that they may not hold office at Club level.

ARTICLE 14: MEMBERSHIP PROPOSAL

Membership of Skål is open to all qualified travel and tourism professionals. To be considered for membership, persons must comply with the requirements set out in the Statutes and By-Laws of Skål International. Only Skål International has the right to approve members and their membership category.

The Club President and Secretary must not sponsor applications because they are required to sign the affirmation on behalf of the Club. For all Clubs belonging to a National Committee, the membership proposal form must be sent via that National Committee, for recording and endorsement. 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.

A list of professional classifications for active membership is given in the By-Laws of Skål International, Article 1. This article must be referenced when completing the Membership Proposal Form.

ARTICLE 15: ADMISSION FEE

Each newly approved Active, Associate or Young Skål Member of the Skål Club may be required to pay an admission fee. The fee is fixed periodically by the Board of the Club and must be approved by the Annual General Assembly.

ARTICLE 16: TRANSFER OF MEMBERS

- (a) Any Active, Life Young Skål and Retired member who moves from his Club's area for business or personal reasons may apply through the Secretary of his Club for transfer to the Club in his new place of business or residence. These transfer requests, transmitted by the Secretary of the Club, are normally accepted if:
 - (i) The applicant requesting the transfer fulfils the requirements for admission specified in Article 7, Article 8, Article 10 or Article 11 of these Statutes.
 - (ii) His current membership fee has been paid in full.
- (b) A member so transferred will not be required to pay a second subscription for the current year, nor to seek sponsorship by two Club members.
- (c) Until the transferred member is officially registered by Skål International as a member of the new Club, upon receipt by the General Secretariat of the completed transfer form, the member will be granted transfer status by the original Club. The member will continue to pay the membership fee to the original Club and retain voting rights, except in the case of a Young Skål member, in that Club. A transfer member may not be a candidate for election. The member may, however, attend and participate at all meetings and events of the new Club (as far as circumstances permit) and enjoy the privileges of membership except the right to vote.
- (d) If there is no Club within reasonable distance of the new place of business or residence, the transfer status may also be granted by his original Club.
- (e) Skål International makes no provision for transfer of Associate membership.

ARTICLE 17: MEMBERSHIP RESIGNATION

Any member may resign from the Club, at any time, by submitting his resignation, in writing, to the Club Secretary who must acknowledge receipt of it. Notwithstanding such resignation, the former member will be required to pay any outstanding amounts owed.

ARTICLE 18: PROCEDURES FOR SANCTIONS AND APPEALS BY THE CLUB

All sanctions are personal and require that a hearing be accorded to the member concerned. Sanction action requires an absolute majority vote of the Board members and an official communication detailing the reasons for the sanction must be sent to the member.

Only Skål International has the authority, whether requested or not by the Club, to sanction or expel a member. National and Area Committees do not have this authority and shall refer any question of expulsion to Skål International.

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 Board of the Club to a member reprimanding him for an attitude or for conduct considered inappropriate and not in the interest of the Club or the reputation of Skål.
- b) Suspension of Membership Rights:
 - (i) When a member having received a warning letter, continues with the attitude or conduct for which he has been censured, the Club Board may take the decision to suspend him for a period, which will be determined by the seriousness of the action. The maximum period of suspension is six months. A member who has been suspended can appeal the decision by the Board to the next General Assembly of the Club, which may revoke the Board's decision. If the next General Assembly of the Club is not scheduled within two months from the date of the suspension, an appeal may be made to Skål International, which may decide to delay the suspension until the Club's General Assembly hears the appeal. The suspension will not be effective until a final decision has been taken.
 - (ii) When the conduct or attitude of the member is considered by the Committee to be prejudicial to the interest of the Club or the reputation of Skål, the member can be suspended for a minimum of six months and a maximum of one year without the requirement for a 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 and/or reputation of Skål or when despite a previous suspension, the member continues with the same attitude or conduct, the Board of the Club may take the decision to expel the member.
 - (ii) The member can appeal the 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 become effective until a final decision has been taken.
 - (iii) The decision of the Executive Committee shall be taken only after considering any documentation or information received from the Club, the National Committee and the expelled member. The decision of the Executive Committee is final.
 - (iv) Expelled members are not entitled to a refund of fees paid or subsequent membership in any Skål Club. Upon confirmation of the expulsion, the name and address of the member must be

registered by the General Secretariat of Skål International.

ARTICLE 19: BOARD OF THE CLUB

- (a) Active Life and Retired members will elect the Board of Officers, to administer and manage the Club. The Board may comprise:
 - (i) President (or Chairperson where the title President cannot be used due to local regulations)
 - (ii) One or two Vice Presidents (or Vice-Chairpersons)
 - (iii) Secretary
 - (iv) Treasurer
 - (v) A Development/Communications Officer
- (b) In addition the following positions should also be considered:
 - (i) Public Relations
 - (ii) Publicity and Sponsorship
 - (iii) Programmes and Events
 - (iv) Florimond Volckaert Fund
- (c) The office of President may not be combined with any other position.
- (d) The offices of Secretary and Treasurer may be combined if so desired.
- (e) The positions outlined in the Operational Plan for Skål International must follow the guidelines as set out by the General Secretariat.
- (f) If a Club due to size, economic or other internal situations cannot adopt the Board of Officers proposed above the National Committee and General Secretariat must be so advised.

ARTICLE 20: ELECTIONS

The election of the Board members and Club Auditors shall take place at an Annual General Meeting or Extraordinary General Meeting.

The term of office of the Club President and Vice President shall be⁴years, with possible re-election for one further term.

The term of office for the Secretary of a Club shall be.....⁵, with possible annual re-election up to a maximum of six years in total.

The term of the remaining non-representative officers of the Board, except Secretary, shall be⁶years, with possible annual re-election up to a maximum period of four years.

The Officers may be assisted by members or, if so decided by the Club Board, by a paid executive who may

⁴ one or two years

⁵ one or two years

⁶ one or two years

attend the Board meetings as observers, with the right to express opinions but not to vote.

Two Auditors, who are not members of the Board, shall be elected for a term of office of two years. To ensure continuity, the election of one auditor will be held each year.

Any active, life or retired member who has been a member of Skål for at least one year is eligible to stand for election to the Board or as Auditor.

Only individual candidatures will be accepted. Candidatures presented "en bloc" will not be accepted. Elections must be held for the administrative offices of President, Vice President, Secretary, Treasurer and Auditor. The Board may co-opt operational officers if the General Assembly of the Club so decides.

Elections shall be by secret ballot. Candidates who obtain an absolute majority (50% plus one of the valid votes cast) are elected. If a second ballot is required the winner will be the candidate obtaining a simple majority (most votes).

Nominations of candidates for the Board of the Club and Auditors must be received by the Secretary thirty days before the meeting where voting is to take place. If no nominations are received for a position at the time of the election, candidates may be nominated from the floor. Should no candidates be presented, the existing Officers will provisionally remain and the National Committee or the General Secretariat of Skål International must be informed for further action.

ARTICLE 21: COMMITTEES

The Annual General Meeting or the Board of the Club may appoint committees to perform special studies or duties. The members of such committees will report to the Board. Committees may also be formed under the guidelines given by Skål International.

All Skålleagues have the right to participate and contribute to the success of any of the Operational functions by cooperating with the Officer concerned.

ARTICLE 22: POWERS OF THE BOARD OF OFFICERS OF THE CLUB

The Board of the Club is entrusted with the task of administering and managing the Club. It settles differences that may arise between Club members, or refers the same to its National Committee or Skål International.

Decisions are taken by a majority of the members present having the right to speak and vote. In the case of an equal vote, the casting vote of the President decides.

The Board of the Club must meet regularly, not less than six times per annum at the request of the President. It may also be convened at the request of one quarter of the Board's officers. At each meeting, the quorum shall be 50% of the full Board of Officers. Any officer has the right to ask for a secret ballot.

ARTICLE 23: VACANCIES ON THE CLUB BOARD

- (a) Any member of the Board, who, without valid reason, fails to attend three consecutive Board meetings, is considered to have resigned from the Board.
- (b) The Board may appoint an Active, Life or Retired member of the Club to fill a vacancy until the next General Assembly. Excepting that Retired members may not hold representative office. The member thus appointed, has the right to stand for election to the vacant post. The duration of this appointment will not be considered for time limit purposes.

ARTICLE 24: CLUB PRESIDENT AND VICE PRESIDENT

- (a) The Club President is entrusted with the duties of executing the decisions of the Annual General Meeting and the Board of the Club, conducting the proceedings and ensuring that it functions effectively and efficiently.
- (b) The President is the Club's official and legal representative. However, all documents legally binding on the Skål Club must bear the signature of the President jointly with that of one of the Vice Presidents.
- (c) The President may, if necessary, delegate part of his presidential duties to a Vice President or any other Officer of the Board.
- (d) The President will make a report to the Annual General Meeting on the activities of the Club and its Board.
- (e) The President is entrusted with ensuring that the Skål Club extends a warm welcome to every visiting Skålleague and that they are offered every assistance during their visit.
- (f) The main task of a Vice President shall be to assist the President in the execution of his duties and deputise for him whenever the necessity arises.

ARTICLE 25: CLUB SECRETARY

The Secretary is entrusted with the tasks of:

- (a) drafting the minutes of Board meetings and the Annual General Assembly.
- (b) drafting and circulating the notices of meetings.
- (c) receiving, drafting and mailing all correspondence.
- (d) submitting the requests for admission of new members.
- (e) preparing the agenda for all meetings in agreement with the President.

- (f) fulfilling the Club's responsibilities towards Skål International and the National Committee.
- (g) preparing an annual activity report which, after approval by the Board, is submitted to the Annual General Assembly.
- (h) ensuring that the Statutes of the Club are updated in line with the amendments to the Statutes and By-Laws of Skål International and that the terms therein are respected.
- (i) Together with the Treasurer, checking the membership list sent annually by Skål International, amending and updating the data as necessary to ensure that all requirements are observed. The Secretary then returns the list to the General Secretariat which will issue new membership cards.
- (j) Certifying all matters and information concerning the Club.

ARTICLE 26: CLUB TREASURER

- (a) The Treasurer has the power to cash, on behalf of the Club, all amounts originating from all legal sources of income.
- (b) The Treasurer will produce a membership list annually, by name and category, to be distributed to all Club members.
- (c) The Treasurer receives all fees due to Skål International and settles them with the National Treasurer (where applicable) or directly with Skål International.
- (d) The Treasurer ensures that each member has paid the dues prior to a new membership being issued.
- (e) The Treasurer maintains the Club's accounts, receives, deposits and manages the Club's funds in accordance with the present Statutes. The Treasurer makes all payments of expenses incurred on behalf of the Club and approved by the Board. He presents an annual report and balance sheet to the Board of the Club. Following approval by the Board of the Club both are submitted to the Annual General Assembly for approval.

ARTICLE 27: INCOME

The Club receives income from admission and membership fees, fund-raising, sponsorship, donations and any other forms of legal income.

The Annual General Assembly fixes the annual fee for each category of member. All international fees must be paid to Skål International by 28 February each year. Unpaid dues after this date will be subject to a late payment charge by Skål International.

Fees are due for the full year irrespective of the date the member is admitted. The Board may reduce the amount of the fees due by new members admitted during the fourth quarter of the year.

ARTICLE 28: UTILISATION OF CLUB FUNDS

The Club's funds are used to pay the annual Skål International and National Committee (where one exists) fees, administrative and any other expenses such as development, events, public relations, welcoming guests, conferences, etc. Expenditure must be in keeping with the budget and must serve the aims and objectives of the Skål Organisation in the achievement of the Skål Mission.

All expenses must be approved by the Board members before they are made. However, when this is not possible for any justifiable reason, the President and Treasurer may take the responsibility of approving the payment before submitting the expenditure for the approval of the Board. If vouchers are used, these must be signed by the President and Treasurer. If the President is unavailable, vouchers will be signed by the Vice President deputising for him and by the Secretary in the absence of the Treasurer.

Skål International or the National Committee (where one exists) may intervene to modify the financial policy of the Skål Club when it is considered not in accordance with the needs or interest of the Skål Movement.

The Club's financial obligations are guaranteed only by the Club's possessions excluding all personal responsibility of the Board members. However, any Board member who infringes this article will be held responsible to the Board, the Annual General Assembly and the Skål Movement for the expenses thus incurred.

ARTICLE 29: BUDGET AND FINANCIAL YEAR

The Board of the Club will prepare an annual budget showing all expected income and expenditure, including the cost of sending delegates to national and international Skål meetings. The budget shall be presented to the General Assembly for its approval.

The Club's financial year will be from 1 January to 31 December.

ARTICLE 30: CLUB AUDITORS AND DUTIES

The Auditors are directly accountable to the General Assembly of the Club and ultimately to the Skål Movement. They shall not be members of the Board of the Club.

The Auditors shall check the accounts and balance sheet and verify the financial state of the Club. In exercising their duties the Auditors have the right to check all financial documents, which should be done in the presence of the Treasurer. They will prepare a written report for the Annual General Meeting, which will be sent out with the Agenda.

In the event of irregularities being found, the Auditors will inform all members of the Board, in writing, immediately. When, in opinion of an Auditor, the irregularities are of a nature that could involve the suspension or expulsion of a member, he must immediately inform Skål International of the irregularities with a copy to the National Committee, where applicable.

Each Auditor may act independently of the other. In the event of irregularities either Auditor has the right to request that an Extraordinary General Meeting be called.

ARTICLE 31: CLUB MEETINGS AND QUORUM

Only members holding a valid Active, Life or Retired Skål membership card have the right to speak and the right to vote at the Annual General Meeting which must be held before 31 March each year. Notice of the meeting, together with the agenda, financial report, proposed budget and Auditors' Report must be mailed to Club members by the Secretary 15 days prior to the date of the meeting.

In addition to the Annual General Meeting, the Club must hold five other meetings or events annually which are open to all members. Failure to comply with this frequency of meetings can result in the Club being suspended by Skål International for insufficient activity.

The quorum at the Annual General Meeting and all other meetings where voting will take place is one quarter (25%) of the total active life and retired members of the Club. If the quorum is not achieved at the Annual General Meeting it shall be postponed but must be re-scheduled to take place before 31 March. At a postponed Annual General Meeting, decisions and voting will be valid, except when the dissolution of the Club is to be discussed, irrespective of the number of voting members present.

The President and Board members of the National Committee can attend with the right to speak at any meeting or function of the Skål Club.

ARTICLE 32: VOTING

Only Active, Life and Retired members are entitled to vote. Proxy or mail votes are not permitted. Secret ballots are required when the voting concerns persons or if at least 25% of the voting members present so request it.

Unless otherwise stated in these Statutes or Skål International Statutes or By-Laws, voting results will be decided by a simple majority.

ARTICLE 33: EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting may be convened by the President, either at the request of a majority of two-thirds of the Board members, or at the request of an Auditor in the case indicated in Article 30, or on the written request of one-third of the Active members of the Club.

Any request for convocation of an Extraordinary General Meeting, which does not come from the Board, must be addressed in writing to the Secretary by the required number of members or either Auditor. The Board shall schedule the meeting to take place within four weeks following the receipt of the request. The Secretary must provide the members with a detailed agenda and the reason/s for the meeting at least fifteen (15) days prior to the date set.

ARTICLE 34: HONORARY DISTINCTIONS

- (a) Honorary Distinctions of Skål International:
 - (i) The procedures for nominating candidates for the distinctions of Honorary President or Membre d'Honneur of Skål International are included in the By-Laws of Skål International.
 - (ii) Nominations by Clubs of candidates for these titles must be approved, on a single ballot, by two-thirds of the voting members present at a Club Annual General Meeting.
- (b) Club Honorary Distinctions
 - (i) The distinction of Honorary President or Honorary Member followed by the name of the Club may be given to former Club Presidents or to Active Life or Retired members of the Club who have given distinguished service to the Skål Movement. Such Club distinctions only give special privileges within the Club. The person being honoured shall not receive any special badge or insignia, but may be given a diploma confirming the bestowal of the distinction.
 - (ii) Such distinctions shall not be reported to Skål International and the members receiving them shall remain in the relevant category of Active, Life or Retired member.
 - (iii) The granting of Club distinctions may be proposed by the Board of the Club or by seven Active, Life and/or Retired members. The presentation of these proposals shall be included in the Agenda and their approval requires a two-thirds majority of the voting members present at an Annual General Meeting of the Club.
 - (iv) The title Membre d'Honneur may only be used by Skål International.
 - (v) Life membership shall not be used as a distinction. "Life" is a Skål International membership category. Prior to 26 April 2005 Life membership was a category within Skål

International, subsequent changes to the Statutes of Skål International replaced this category with Retired and all members retiring from full time employment after this date, who meet the criteria, will be given this title. Those members who became Life members prior to this date will retain that title. Clubs at their discretion may now grant the title Life Member to those members who have given distinguished service to the club subject to (iii) above. This Club distinction only gives special privileges within the Club. The person being honoured shall not receive any special badge or insignia, but may be given a diploma confirming the bestowal of the distinction.

ARTICLE 35: SKÅL INTERNATIONAL

- (a) Any member of the Club who is not an elected Officer of the Board but is a current, elected member of the Skål International Executive Committee will automatically be a non-voting member of the Board.
- (b) Members of the Executive Committee and the Secretary General can attend any meeting or activity held at Club level, or nominate a representative of their choice. The courtesy of an advance communication should be sent to the President of the Club.
- (c) Skål International may require items to be included in the agenda for the Club meetings.

ARTICLE 36: INTERNAL CLUB REGULATIONS

The Club may adopt additional, internal regulations to these statutes, provided that they in no way contravene the Official Publications of Skål International or these Club Statutes. The Executive Committee of Skål International must approve exceptions to the present Statutes or additional regulations.

ARTICLE 37: MODIFICATIONS TO CLUB STATUTES

1. Club Statutes can only be modified at the Club's Annual General Meeting or at an Extraordinary General Meeting called for this purpose. The Board of the Club or any Active, Life or Retired member can propose modifications. To approve a modification a two-thirds majority of the valid votes cast is required. However, when a change in the Club Statutes is necessitated by modifications to the Official Publications of Skål International, the Board shall prepare the required amendments and inform the members of the reasons for the changes, without asking for the otherwise necessary vote.
2. Modifications must be in keeping with the Official Publications of Skål International and where major changes are made to the Club Statutes,

the proposed Statutes shall be sent to Skål International for approval before publication.

3. All proposals for changes to Club Statutes must be received by the Club Secretary 45 days prior to the meeting at which this subject is an item on the Agenda.

4. Should it be found that the Official Publications of Skål International are in conflict with the laws of the country, then the decision, in writing, of the relevant authority explaining the motives and terms that require modification must be forwarded to the General Secretariat to permit Skål International to consider the matter.

ARTICLE 38: SUSPENSION AND TERMINATION OF THE CLUB

The Executive Committee of Skål International may suspend, dissolve or terminate any Club, which does not comply with, or function in accordance with the Official Publications, guidelines or instructions of Skål International.

Failure to maintain the minimum number of 15 active and life members shall result in the automatic suspension of the Club. However, if the Club can recruit sufficient new active members to bring the membership to at least 15, reactivation may be requested from Skål International.

Suspension of the Club, other than by the Executive Committee, can only be discussed at an Annual General Meeting or an Extraordinary General Meeting called for this purpose. At least two-thirds of the total members entitled to vote must be present for the suspension discussion to be valid. For suspension to be approved a majority of two-thirds of the voting members present must agree with the motion.

In case of suspension or termination of the Club, the Board must first honour all outstanding debts. All orders of payments and other vouchers must bear the signature of the President, the Treasurer and the two Auditors. The remaining assets shall then be placed under the jurisdiction of the National Committee and/or Skål International. In case of reactivation of the Skål Club within the period of three years since the official date of suspension, the reactivated Club will also regain the administration of the assets.

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, insignias, emblems or any other identity of the Skål Movement and shall also return its membership certificate to the General Secretariat for cancellation.

ARTICLE 39: FINAL AUTHORITY

1. In case of conflict between the different sets of regulations, the official publications of Skål International and the regulations of the National Committee will take precedence followed by these Statutes, unless exceptions have been previously agreed by the Executive Committee of Skål International. Should there be any conflict between the laws of the country and the official publications of Skål International, the Statutes Director must be informed immediately, to allow the situation to be deliberated on and a decision to be made by the Executive Committee.
2. Club Statutes and subsequent modifications to the same, always require the approval of the Statutes Director of Skål International who will consult with the Executive Committee before publication.