

SKÅL INTERNATIONAL (SKÅL USA)

ARTICLES OF INCORPORATION FOR SKÅL INTERNATIONAL USA



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ARTICLES OF INCORPORATION FOR SKÅL INTERNATIONAL USA

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N.B. Words herein which imply the male sex may equally be taken to imply the female sex.

Sections in red changes to comply with Skål International

Section in red bold changes per vote at the Skål International USA AGM in Boise.

SIUSA changed to Skål International USA are not highlighted

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 in managerial positions of recognized honesty and integrity who qualify according to 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 Statutes¹, and to respect the official publications listed in the By-Laws of Skål International to regulate the organisation of the Skål Movement.

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 one 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 the 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 **administrative** body of Skål International which employs salaried personnel and is **led** by an appointed Secretary General who is accountable to the Executive Committee.
- (e) **Skål International Executive Committee** - The Executive Committee is the governing body of Skål International and **comprises six elected members who are accountable to and speak for** the General Assembly. The President of Skål International will represent 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 the regulations which **govern** the above organization emanate from the Statutes of Skål International, which take precedence over, any other set of regulations within the Skål Movement, followed by the By-Laws of Skål International. All additional regulations must comply with the current valid Statutes and By-Laws of Skål International. The Model Statutes for a National Skål Committee **have** been drawn up by Skål International to **provide** each National Committee with the **guidelines under which to operate**. Skål International must officially approve the Statutes of every National Committee.

ARTICLE I – NATURE, NAME, AFFILIATION, ADDRESS AND OFFICIAL REGISTER

- a) **Skål National** Committees shall obligatorily be formed in countries, which are duly recognized and represented, as such by the United Nations and where four or more Skål Clubs exist however where less than four and more than one club exists a National Committee may be formed. Skål Club is the official denomination of the member Clubs of the Association Internationale des Skål Clubs (A.I.S.C. - Association de Professionnels du Tourisme) and are the basic unit of the structure of the A.I.S.C., which consists of all individual members of the A.I.S.C. grouped within its area of influence.
- b) **The A.I.S.C., also known as Skål International, is an international, non-profit making organisation, legally registered in Spain, which follows the objectives shown in Article II of these Statutes for a membership qualified under the classifications shown in Article I of the By-Laws of the Association.**
- c) **Skål International United States of America is a structure of Skål International that groups all existing Skål Clubs within its boundaries and its official address will be at a location authorised by the National Committee's Executive Committee on behalf of Skål International.**
- d) **The Executive Committee of Skål International has the power to approve, suspend or dissolve a National Committee, which is formed and exists only under the decision and authority of Skål International, to assist in the administration of the Skål Clubs and to promote the Vision, Mission, Objectives and Principles of Skål.**
- e) **Skål International United States of America (Skål USA) is legally registered as a non-profit making association of Skål Clubs by presenting these Articles of Incorporation, which are complementary to the Statutes and By-Laws of Skål International, according to the local laws and procedures of the country where it is formed. If the official register of the country does not accept the Statutes of the National Skål Committee for**

¹ See Article II of the Statutes of Skål International

legal reasons, **then the official decision, of the relevant authority explaining, in writing**, the motives and terms of the Statutes that require modification must be forwarded to the General Secretariat for decision of the Executive Committee.

- f) As a non-profit making organization, members have no personal rights to the revenue or assets which are administered by the National Committee and which must be dedicated to the aims and objectives established by Skål International for the fulfilment of the Skål Mission.
- g) Subject to the approval of the Executive Committee of Skål International, a National Committee may join with other National Committees to form an Area Committee, which should include the Affiliate Clubs within the geographic area.
- h) The Secretary General of Skål International certifies that the Executive Committee approved the formation of the **Skål International** of the United States of America as a structure of Skål International, on January 4, 1939 and that the last updated and valid version of its Statutes was approved **May 3, 2014**.

Name and signature of the
Secretary General of Skål International

Official Stamp of Skål International
Date

ARTICLE II - REPRESENTATION AND AUTHORITY

Skål International USA has the following representation and authority:

- 1. To represent and assist Skål International, as required, as an executive and consultative body in its relations with its Clubs and individual members and to generally represent the Skål Movement as a whole at national level in the relation with third parties.
- 2. The representation and authority of the Skål Movement is vested in Skål International. The Skål Clubs are represented at the General Assembly of Club Delegates - the supreme body of Skål International - and not by the National Committees. The Executive Committee represents the General Assembly and is the Governing body of Skål International. The General Secretariat is accountable to the Executive Committee as the **administrative body** of Skål International. Skål International grants the National Committee the authority and representation specified in point 1 above. This is not conferred on it by the Skål Clubs or

Skålleagues in the country concerned who themselves are members of Skål International.

- 3. The Members of the **Executive Committee** of Skål International USA can attend with the right to speak at any meeting of a Club grouped within the National Committee. As a courtesy the President of the Club should be advised in advance.
- 4. The use of the Skål name, badge, insignia, logotype, emblems and other identities of the Skål Movement, shall be used only after authorization and **in accordance** with the guidelines and instructions given by Skål International.

ARTICLE III – DUTIES OF SKÅL INTERNATIONAL USA

1) Skål International USA has the following general duties:

- a) To publish a Skål information bulletin, for members, at least once every three months if the Committee groups more than five Skål Clubs.
- b) To organise annually a **“National Assembly”** in conjunction with a **“Skål International USA Congress”** with the option to organise, promote and present **“Skål National Tourism Awards”**.
- c) To encourage and promote the formation of new Skål Clubs in those areas of the country with sufficient tourism professionals who qualify for active membership but where the Skål Movement is not yet represented by a Skål Club and to sponsor the formation of new Skål Clubs in neighboring countries where the Skål Movement is not yet present.
- d) **To promote the category of Active Individual Membership (AIM) under the umbrella of the Skål International USA where a club does not yet exist and the geographical distance to an established Club makes joining that Club prohibitive.**
- e) To enhance the Skål image in the country by promoting the acceptance, understanding and recognition of Skål and Skålleagues and their role in the travel and tourism industry with other tourism professionals, national associations or organizations, tourism employers, official government bodies, tourism media and the community.
- f) To ensure that new Membership Proposal Forms are completed in accordance with the regulations before these are presented to the General Secretariat.
- g) To co-ordinate, promote and assist in fund raising, publicity and sponsorship programs for Skål generally.
- h) To elect the officers of Skål International USA, which must be held before December 31st each year.
- i) **To contract full-time or part-time employees to assist in the fulfilling of its duties.**

2) In its relations with Skål International:

- a) To provide Skål International with proposals for the betterment of the Skål Movement, nationally and as a whole.
 - b) To assist, whenever required and in consultation with Skål International, with the administration of the Clubs, the circulation of information and the main Skål policies set out in the Strategic and Operational Plans for Skål International.
 - c) To assist, advise and follow at all times the guidelines or instructions given by Skål International and to deal with matters of national or international interest which may be referred to Skål International USA by Skål International.
 - d) To assist and support the fulfilment of the duties of the **ambassadors** appointed by Skål International to promote the agreed Skål policies within the country.
 - e) To communicate regularly with the General Secretariat with information on the evolution of the Skål policies in the country and the **well-being** of each Club.
 - f) To send a copy of the minutes of the Annual General Meeting, the annual program, the statement of activities, statement of financial position, and budget to the General Secretariat, in one of the three official Skål languages. These reports shall be sent within four weeks of the Annual General Meeting being held. The annual program shall be sent within six weeks of the election of the Committee.
 - g) To participate actively in the meetings of the International Skål Council, through their chosen Councillor and to be responsible for the expenses incurred by the Councillor when attending the meetings of the Council.
- 3) In its relations with the Skål Clubs or Skålleagues:
- a) To mediate **and provide direction, in conjunction with Skål International, on matters of national interest as well as** conflicts or disputes affecting Skål Clubs or Skålleagues, which require intervention at this level.
 - b) To ensure that all the Skål Clubs within its area of influence comply **with the Statutes and By-Laws** of Skål International and that the financial policy of each Skål Club is in accordance with the needs and interest of the Skål Movement.
 - c) To assist, instruct, encourage and develop the Skål Clubs and help them with their problems, ensuring that all Skål Clubs are performing well, revitalize them when necessary and to promote Skål events.
 - d) **To promote the Core Values, Mission, Objectives and Principles of Skål, including the Florimond Volckaert Fund.**
 - e) **To assist in the training of Club officers who are fulfilling a function for the first time.**
 - f) To check that the information held by the General Secretariat relating to each member is correct and duly updated by the Skål Clubs.
 - g) To promote and organize inter-Club events with national and international participation.
- h) To maintain regular contact with the Clubs to ensure that the National Committee is aware of the situation of the Skål Movement nationally.
 - i) To encourage maximum participation of Club delegates at the General Assembly of Skål International and to present suggestions and motions for discussion when considered of general interest; to encourage maximum participation to the Annual World Congress of Skål International and other meetings of Skål Clubs, National or Area Committees world-wide.
 - j) To administer on request, on behalf of Skål International, the assets of Skål Clubs which have been suspended or dissolved.

ARTICLE IV - COMPOSITION

The needs and organizational requirements of a National Committee may not be exactly the same in every country. When a National Committee due to size, legal system, current structure, economic and other situations cannot fully adopt these Statutes, this must be communicated to the General Secretariat, together with the proposed modifications, for a further decision by the Executive Committee.

The Executive members of the National Committee will sign a memorandum of Understanding (MOU) acknowledging their duties and responsibilities.

National Committee of Skål International

The delegates of the Clubs, who must be Active, Life or Retired members, are the only authorized persons to vote on all subjects included on the Agenda. Retired members however may not hold **the office of President or International Skål Councillor.**

Clubs with 65 or less, Active, Life and/or Retired members shall have one vote. Those Clubs with 66 or more Active, Life and/or Retired members will have the right to a maximum of two votes, whatever the total number of its members.

The National Committee of Skål International shall meet a minimum of two times annually, **one of which can be held electronically if the technology is available to allow all clubs to participate.**

Extraordinary General Meetings may be called in accordance with the procedures.

A quorum for these meetings shall exist when a minimum of 50% of the Clubs is represented. No proxies are permitted. **The delegates of the Clubs are the only persons authorised to vote on all subjects included on the Agenda**

Unless otherwise stated in these Statutes or Skål International regulations, all decisions will be by simple majority.

Skål International USA Board of Officers

The Executive Committee of Skål International USA is comprised of: **one President; one Vice President-Administration; one Vice President-Finance; one Vice President Membership; two (2) Directors of Membership; one Director of Communications and Public Relations; and one International Skål Councillor. The President and International Skål Councillor are the only representative positions of the National Committee of Skål International USA.**

These officers are elected from amongst the Clubs by December 31.

The Skål International USA **Executive Committee** will meet as often as deemed necessary.

National Secretariat: The creation of a permanent National Secretariat is encouraged, with an employed or contracted Skål International USA Administrator to provide administrative and operational support to the Clubs and Skål International. The Skål International USA Annual General Meeting shall decide the creation of the permanent National Secretariat or the maintenance of the ordinary and voluntary Secretary and Treasurer.

ARTICLE V – NOMINATIONS AND ELECTION OF BOARD OFFICERS – See Appendix A and By-laws

1. *Nomination of Officers* - The nomination of candidates for officers of Skål International USA shall be made in writing to the Skål International USA Administrator by October 15. The candidate must be supported by a curriculum vitae and must be an Active, Life or Retired member. excepting retired members may not hold representative office. The presentation of candidates “en bloc” is not permitted. In the event of no nominations being received for a position at the time of the election, all appropriate clubs will be advised to see if there are any interested candidates, within one week of the close of nominations. . Should no candidates be presented, the existing Officers will provisionally remain and the General Secretariat must be informed for further action. An appointment by the Board can be made for a maximum duration of one year.
2. *Election of the Officers* - These shall take place by electronic vote between November 1 and November 30. In case of vacancies they may also be an item on the Agenda for an Extraordinary General Meeting called for this purpose.
3. *Voting procedure* – The first ballot will require an absolute majority (50% +1 of the valid votes cast). In

the event of a second ballot being necessary, a simple majority (most votes) will decide.

ARTICLE VI – INTERNATIONAL SKÅL COUNCILLOR

- (a) **The International Skål Councillor must be an Active or Life member.**
- (b) The International Councillor shall be a full voting member of the Skål International USA Board.
- (c) The International Councillor attends the Council meetings as the representative of Skål International USA. This representative capacity bestowed by the National Committee is limited to perform the advisory and other powers and duties, which are given by the regulations of Skål International, to the International Council. This responsibility does not include the official and legal representation of the National Committee, which is vested in the President.
- (d) The International Councillor shall ensure that Skål International USA is fully informed in all matters related with the duties as Councillor as specified in the Council Operations Manual.
- (e) The term of office for the Councillor shall be two years with the possibility for two further terms of two years. **The office of International Councillor cannot be combined with any other Skål position.**
- (f) If the Councillor is unable to attend a meeting of the Council, the Skål International USA President or **another member of the National Committee Board may deputise.** The Council President must be informed.
- (g) The President and Officers of Skål International USA can attend any meeting of the International Council, as observers. As a courtesy the President of the Council must be advised in advance.

ARTICLE VII – BOARD VOTING

1. *Quorum* - the quorum for all meetings of the Board of Skål International USA shall exist when at least 50% of the Officers are present.
2. *Voting* - Each Officer of Skål International USA will have one vote. To present any motion at a Board meeting, a proposer and a seconder is required. A member of the Board cannot be deputized nor represented by a proxy vote at any meeting. In case of urgency, the President may ask the Officers for a mail or electronic vote at any moment. In the event of a tied vote, the President will have the deciding vote.
3. *Majority* - Unless otherwise stated in these Statutes or Skål International regulations, voting results will be decided by a simple majority (most votes).

ARTICLE VIII - NATIONAL COMMITTEE MEETINGS

1. *National Committee Annual General Meeting* - This will take place during the **NASC** Congress to be held during April, May or June each year. The Agenda shall include the election of Skål International USA Officers, as required, the report of the President, Vice President-Administration and Vice President-Finance and the annual budget and financial reports.
2. *Notice of meetings* - The President will inform the Clubs, the **Executive Committee** and Skål International, in writing, or by electronic mail, sixty days prior to the meeting, of the time, date and place of the meeting and include a draft agenda,
3. *Agenda* - Clubs must submit, in writing, or by electronic mail to the Skål International USA Administrator, any items they wish included on the Agenda, at least 30 days prior to the date of a National Committee Annual General Meeting. The **Executive Committee members** and Skål International may also submit any item to be included in the Agenda at least 30 days prior to the fixed date. The final Agenda, approved by the President, shall be sent to the **Executive Committee**, Clubs and Skål International by the National Committee Officers at least fifteen days before to the date of the meeting.
4. *Extraordinary General Meetings* - These will be called if two-thirds of the Skål International USA **Executive Committee** or two-thirds of the member Clubs, or one auditor or Skål International so require. Extraordinary meetings must be held within 30 days of the request for the meeting, at a generally convenient time and place decided by Skål International USA. At the request of the President, the Skål International USA Administrator convenes the Clubs, with copy to Skål International, at least 15 days before the date set and indicates in the convocation the detailed Agenda, according to the petition, for the meeting.
5. *National Skål Congress* – Is held at least once a year and is open to all Skålleagues. The attendance at the National Congress is restricted to Skålleagues, who may be accompanied by up to **four persons as long as these persons are first degree family members.**

ARTICLE IX - TERM OF OFFICE

- a) The term of office for President, Vice President-Finance and Vice President-Administration **and Vice President Membership shall be one (1) year from January 1 to December 31 with possible re-election for one (1) additional term of one (1) year. The term of office for the Directors of Membership and Director of Communications and Public Relations shall be for two (2) years. No re-election to the same Director position is permitted. The term of office for the International Skål Councillor is two (2) years and is eligible for two (2) additional two (2)**

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year terms for a total of six (6) years. The maximum combined term of office for a member of the Skål International USA Executive Committee shall be seven (7) years in total, excluding time served as the International Skål Councillor.

- b) Any member of the Skål International USA **Executive Committee** who, without valid reason, fails to attend two consecutive Committee meetings is considered to have resigned from the Skål International USA **Executive Committee.**
- c) If for any reason a Skål International USA **Executive Committee member** is unable to complete his term of office, a special election is to be held electronically within **two (2) months** of the vacancy. The duration of this special election will not be taken into consideration for time limit purposes. **If a vacancy occurs when there is six (6) months or less that position will remain vacant until the next scheduled election.**
- d). **Elections for all Skål International USA officers shall be National elections. All eligible clubs will be allowed to vote for all officers.**

ARTICLE X - COMMITTEES

Skål International USA may co-opt members to serve on committees for the purpose of studying special projects, or of carrying out specific duties as required.

ARTICLE XI - SKÅL INTERNATIONAL

- (a) Any member of a Club belonging to the National Committee who is a current, elected member of the Skål International Executive Committee will automatically be a non-voting member of the Skål International USA Board..
- (b) The Executive Committee and the Secretary General can attend any meeting or activities held at National Committee level, or nominate a representative of their choice. As a courtesy the President of the National Committee should be advised in advance.

ARTICLE XII - DUTIES OF THE SKÅL INTERNATIONAL USA PRESIDENT

- a) The President is entrusted with the **duty and responsibility** of executing the decisions of the General Meetings and the National Committee.
- b) The President will preside over all meetings of Skål International USA, direct the discussions and deliberations, conduct the proceedings and ensure that Skål International USA functions effectively and efficiently.
- c) The President is the official and legal representative of Skål International USA However, all documents legally binding on Skål International USA must bear the signature of the President jointly with either the

- Vice President-Administration or Vice President-Finance.
- d) Vice President Administration shall deputize for the President whenever the necessity arises.
- e) The Skål International USA President shall make a general report to the General Assembly concerning the activities of Skål International USA.
- f) **The office of President may not be combined with any other position. Derogation to this must be approved by the Skål International Executive Committee.**

ARTICLE XIII - DUTIES OF VICE PRESIDENT-ADMINISTRATION

The Vice President-Administration, with the assistance of the Skål International USA Administrator, is entrusted with the tasks of:

- (a) drafting the minutes of the meetings of Skål International USA.
- (b) drafting and circulating the notice of meetings and reports from these same meetings.
- (c) receiving, circulating, drafting and mailing all correspondence
- (d) preparing the agenda for all meetings in agreement with the President
- (e) fulfilling Skål International USA responsibilities towards Skål International and the Skål Clubs
- (f) **ensuring updates to the Articles of Incorporation of Skål International USA are in line with the amendments to the official publications of Skål International and that the terms therein are respected.**
- (g) certifying any matters or information concerning Skål International USA

ARTICLE XIV – DUTIES OF VICE PRESIDENT-FINANCE

- (a) Skål International USA will prepare, for submission to the Skål International USA Annual General Meeting, a budget for the income and expenditure of Skål International USA, including the expenses of the International Councillor.
- (b) The financial income of Skål International USA is provided by the annual subscriptions, fund-raising, sponsorship, transfers from Skål International, donations and any other forms of legal income.
- (c) The National Committee funds are used for administrative and other expenses such as development, events, P.R., seminars, etc. but always in keeping with the budget, the duties of the National Committee and overall aims and objectives of the Skål Movement.
- (d) The Skål International USA Administrator keeps the accounts of Skål International USA, receives, deposits and manages the Skål International USA funds in accordance with Skål regulations.

- (e) The Skål International USA Administrator makes all payments of expenses incurred on behalf of Skål International USA under the control of the President. Vouchers must be signed by the President and Vice President Finance or in the absence of the President, by Vice President Administration and the Vice President-Finance. Any expenses additional to those in the approved budget must have the prior approval of the Skål International USA Board.
- (f) Vice President Finance keeps the Skål International USA Board regularly informed of the financial situation and presents a quarterly Statement of Activities and Statement of Financial Position to the Skål International USA Board. After agreement, the year-end financial reports are submitted to the Annual General Meeting for approval.
- (g) The financial year will be from January 1 to December 31.
- (h) Skål International may intervene to modify the financial policy of the National Committee when it is considered not in accordance with the needs or interest of the Skål Movement.
- (i) Vice President Finance ensures that the payment of all Club dues and the updated membership lists are sent to the General Secretariat by the due date.

ARTICLE XV - ANNUAL MEMBERSHIP FEES

The main finances of Skål International USA are derived from an annual membership fee levied on all members and which shall be paid to the Skål International USA Administrator via the Club. The Vice President-Finance with the approval of the Skål International USA Board shall determine the fees with the Treasurer of each Club.

The amount of the annual membership fees shall be agreed by Skål International USA at an Annual General Meeting held at least **six (6) months** prior to the membership fees falling due.

ARTICLE XVI – SKÅL INTERNATIONAL USA INTERNAL AUDITORS

- a) Two auditors, nominated from among the Active, Life and Retired members and who are not members of Skål International USA Board, shall be elected by the Clubs by December 31.
- b) The Auditors shall be elected for a term of office of two years, with the option of a second term, for a total of four years. To ensure continuity, the election of one auditor will be held in alternate years.
- c) The Auditors are directly accountable to the National Committee Meetings of Club Delegates and ultimately to the Skål Movement. They shall

- not be members of the Skål International USA Board during their term of office.
- d) The auditors shall check and verify the Skål International USA accounts, balance sheet and financial situation. They will present a written report, with comments, to the Annual General Meeting. In exercising their duties the Auditors have the right to check all financial documents. **The auditors also have the obligation to review the National Board's operations and include any findings in their annual report.**
- e) In the event of irregularities being found, the Auditors will inform all members of the Committee, in writing, **or by electronic mail** immediately. When, in the opinion of an Auditor, the irregularities found are of such a nature that could cause the suspension or expulsion of a member, then the Auditor must also inform Skål International immediately about the irregularities.
- f) **Either** Auditors may act independently of the other and in the event of irregularities either Auditor has the right to request that an Extraordinary General Meeting be called.

ARTICLE XVII - SANCTIONING POWER OF THE NATIONAL COMMITTEE

Letter of Reprimand: The Skål International USA Board can issue a letter of Reprimand to the Committee of a Skål Club or to a Skålleague **only** with the prior agreement of the Executive Committee of Skål International. Other collective or personal sanctions are the sole prerogative of the Executive Committee of the Skål International Executive Committee, although Skål International USA may propose this action to the Executive Committee.

ARTICLE XVIII - SKÅL INTERNATIONAL USA HONORARY TITLES

- (a) Skål International USA may propose the **distinctions of Honorary President and Honorary Member, followed by the name of the National Committee**, on past and present members of the National Committee Board who have distinguished themselves in their service to the Skål Movement. Members receiving such distinctions only enjoy special privileges within their own country, shall not receive a special badge and the granting of this distinction shall not be reported to Skål International.
- (b) The decision to bestow National Committee honorary titles shall be an item on the Agenda for the Annual General Meeting. It requires an absolute majority vote to be passed.
- (c) Members receiving these distinctions will retain their active, life or retired membership of Skål International.

- (d) The distinction "Membre d'Honneur" shall not be used by National Committees, as this distinction is reserved solely for the use of Skål International.

ARTICLE XIX - MODIFICATIONS TO THE SKÅL INTERNATIONAL USA ARTICLES OF INCORPORATION AND BY-LAWS

1. Modifications to these Articles of Incorporation can only be decided at a National Meeting providing that two-thirds of delegates present approve the proposed modifications. However, when a change in the National Committee Articles of Incorporation is made necessary by modifications to the official publications of Skål International, the Board shall prepare the required amendments and inform the Clubs of the reasons for the changes, without asking for the otherwise, necessary vote. All changes must be approved by the Executive Committee through the Statutes Director.
2. Proposals for modifications may only be made by the Skål International USA Board or a Skål International USA Club. They must be made in writing or by electronic mail to Skål International USA Administrator at least 30 days prior to an Annual or Extraordinary General Meeting.
3. Any proposed amendments to the Articles of Incorporation presented at the AGM or NCM may be modified from the floor with the approval of the proposer.
4. By-Laws will be produced and circulated by the National Committee to cover additional details and procedures not specified in these Articles of Incorporation, provided that they in no way contravene the Official Publications of Skål or these National Committee Statutes.

ARTICLE XX - DISMISSAL OF THE SKÅL INTERNATIONAL USA BOARD AND DISSOLUTION OF THE SKÅL INTERNATIONAL USA COMMITTEE

1. The Executive Committee of Skål International may take the decision to dismiss from their positions the members of the Skål International USA Board. The Executive Committee may then decide to put the official and legal representation, supervision of the duties and wealth of the sanctioned body under the control of the General Secretariat.
2. The Executive Committee may decide to suspend or dissolve Skål International USA.
3. Should a change occur whereby only one Club remains in the Skål International USA area, the Committee must be dissolved immediately by Skål International.
4. If Skål International USA is suspended, dissolved or terminated then the Committee, in consultation with Skål International, shall first honor all debts. All

payment orders and other vouchers must bear the signature of the President, Vice President-Finance and the two Auditors. All remaining assets, funds and wealth shall be administered under the authority of Skål International, which may distribute them between the existing Skål Clubs within the country or preserve them until the new National Committee is formed.

ARTICLE XXI - FINAL AUTHORITY

1. In case of conflict between the different sets of regulations, the official **Skål International Statutes and By-Laws** will take precedence followed by these Articles of Incorporation. Should there be any conflict between the laws of the country covered by the National Committee and the official publications of Skål International, the Statutes Director **of Skål International** must be informed immediately, to allow the situation to be deliberated on and a decision to be made.
2. Skål International USA Articles of Incorporation and subsequent modifications to the same, always require the approval of the Statutes Director of Skål International who will consult with the Executive Committee of Skål International before publication.

NB: The President and Secretary of the National Committee must sign each page of these Statutes

DATE & SIGNATURE

PRESIDENT
Skål International USA

DATE & SIGNATURE

VICE PRESIDENT-ADMINISTRATION
Skål International USA