



SKÅL INTERNATIONAL

International Association of Travel and Tourism Professionals
Founded 1934

SKÅL INTERNATIONAL BY LAWS

EFFECTIVE DECEMBER 2020

**SKÅL INTERNATIONAL BY-LAWS
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N.B.

- 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.
- 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

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 Skål International 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 AND OPERATING MANUALS OF SKÅL INTERNATIONAL

The official publications and working manuals 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 Executive Committee Operations Manual
The International Skål Council Operations Manual
The P.R. Manual
The Social Media Policy
The President's Manual

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 them to the Executive Committee of Skål International for approval.

ARTICLE I SKÅL CLUBS AND MEMBERSHIP

Section 1 – Membership

1.1. Membership categories

(a) Active members

Active membership in Skål is limited to those persons holding managerial positions in the travel and tourism industry, or positions considered equivalent by Skål International. 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 management, sales, marketing or promotion work, or be engaged in work defined in the Membership Classifications for the equivalent managerial positions in the travel and tourism industry.

All persons proposed for Active membership must comply with the requirements above and must hold one of the following positions in companies or organisations directly related with tourism and travel:

- 01: President/Chairman/Owner/Chief Executive Officer
- 02: Vice President/Managing Director/Director General/General Manager
- 03: Assistant or Deputy Managing Director, Director General or General Manager
- 04: Director : Sales, Marketing, Publicity, Public and Guest Relations, Revenue, etc.
- 05: Assistant or Deputy Director: Sales, Marketing, Publicity, Public and Guest Relations, Revenue, etc.
- 06: Manager: Sales, Marketing, Publicity, Public and Guest Relations, Revenue, etc.
- 07: Assistant or Deputy Manager: Sales, Marketing, Publicity, Public and Guest Relations, Revenue, etc.

- 08: General Sales Agent or representative of these companies
09: Persons holding a position or responsibility for controlling or supervising staff or a range of services within the company.

(b) Individual members

Active Individual Membership is open to the following persons:

- (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) Active members from a club in a city or area where a Skål Club no longer exists due to suspension for inadequate membership
- (iii) Active Individual membership in a city or area where Skål is not present is limited to 19 persons; thereafter a Skål Club must be formed where permissible.
- (iv) Persons involved in a managerial capacity in the travel and tourism industry who live in a city where a Skål Club does not exist. The distance from the nearest Club is to be decided by each National Committee, and where there is none, the distance should be at least 100 miles (160 kilometres) from the person's residence or place of business.
- (v) The membership fee when there is a National Committee is the National Committee fee plus the international membership fee and a service fee. Where there is no National Committee, the cost will be the international membership fee plus a service fee. The service fee is decided by the Executive Committee.

N.B.: All other former members of a Club must apply for transfer to the Club nearest their place of business or residence as defined in paragraph (iv) above). The Executive Committee may approve derogations to this rule when considered necessary.

Retired Individual Membership is open to the following persons:

- (i) Retired Members who wish to retain their membership when their Club is suspended and when there is no Club within reasonable travelling distance.
- (ii) Active Individual Members who reach the age of 55, who have fully retired from the travel and tourism industry and who have been Active or Active Individual members for at least three years before retirement.

(c) Life Members

An Active member, who had reached the age of 55, had retired from business and who had been an Active member for at least ten years before retirement was granted Life membership. This category was closed in April 2006 following the decision of the General Assembly in Zagreb in 2005. Life members enjoy the same privileges as Active Members.

N.B.: The term Life member must not be used as a distinction by virtue of the description of Life membership above.

(d) Retired Members

An Active member who has reached the age of 55 and who has fully retired from the travel and tourism business may be granted Retired membership. The General Secretariat shall be informed of all transfers from Active to Retired membership. 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 except that they may not hold representative office at any level and may perform limited work in the travel and tourism or other industries to supplement their income.

(e) Young Skål members

Young Skål membership is limited to persons who are tourism students in a recognized travel and tourism industry school. Young professionals, who work full time in the tourism industry and qualify for Active membership must be approved in the Active Category and they must be a young professional in one of the classifications described in Article I section 1.2.

The requirements to become a Young Skål member are:

- (i) Young Skål Student is a student at an authorised, tourism, educational establishment which grants a degree or recognised diploma upon completion of studies. They must be a minimum of 18 and a maximum of 27 years of age may only continue in the Young Skål category while in full-time attendance. Students who transition from school into a supervisory or junior management position, may remain in Young Skål for a maximum of two years.

(f) Corporate affiliation

The following, annual Corporate affiliations are available to Travel Supplier Corporations:

Bronze Annual Fee Euros 5,000

Benefits to include, web link to the company's website from the Skål website, right to use the Skål Corporate Affiliate logo on all their publicity materials including their website, advertising banner in one Skål e-newsletter, one half page advertisement in one issue of e-Skål Magazine.

Skål International annual fee waived for one member from the company if they qualify for Skål membership. Club and National fees, as applicable, have to be paid by the corporate member. Visibility in Skål social media channels.

Silver Annual Fee Euros 10,000

Benefits to include, web link to the company's website from the Skål website, right to use the Skål Corporate Affiliate logo on all their publicity materials including their website, advertising banner in two Skål e-newsletters, one full page advertisement in one issue of e-Skål Magazine, one congress only registration for the Skål World Congress. Skål International annual fee waived for two members from the company if they qualify for Skål membership. Club and national fees, as applicable, have to be paid by the corporate member. Visibility in Skål social media channels.

Gold Annual Fee Euros 15,000

Benefits to include, web link to the company's website from the Skål website, right to use the Skål Corporate Affiliate logo on all their publicity materials including their website, advertising banner in four Skål e-newsletters, full page advertisement in two issues of e-Skål Magazine, two congress only registrations for the Skål World Congress, one free booth at Congress B2B, Skål International annual fee waived for first five members from the company if they qualify for Skål membership. Club and national fees, as applicable, have to be paid by the corporate member. Visibility in Skål social media channels.

Platinum Annual Fee from Euros 30,000

Platinum level can only be negotiated by the C.E.O. and reported to the Executive Committee for final approval.

N.B.: Corporate affiliation and all benefits thereof may be renewed on payment of one of the annual fees stated above.

National Level – National Committees are encouraged to approach local corporate travel suppliers to seek local sponsorship. All benefits to be at the local/national level. Should corporate affiliates wish to have benefits on an international level one of the above international corporate levels must be used.

The Skål Corporate Affiliate logo is shown in the Skål Corporate Identity Manual.

1.2. Membership Classifications

1. AVIATION (Airlines, Airports and I.A.T.A.)

1.1. Airlines

1.2. Airports

1.3. I.A.T.A.

2. MARITIME COMPANIES

2.1. Passenger shipping, sea ferries and sea ports

N.B.: **Ports:** Only the Managing Director or Deputy 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.

2.2. INLAND WATERWAY OPERATIONS (Cruising, excursions and hire)

On the condition that they are tourism orientated either by the extent of their operations or the nature of their clientele.

N.B.: Not eligible for membership: persons working for cross-harbour, river ferries or waterway taxi operators

3. RAILWAYS

N.B.: Not eligible for membership: persons working for ski lifts or historical or model railways

4. AUTOCAR AND COACH COMPANIES

On the condition that they are tourism orientated either by the extent of their operations or the nature of their clientele.

N.B.: Not eligible for membership: taxi owners or operators, drivers, guides or couriers.

5. CAR HIRE COMPANIES (with or without driver)

These companies shall meet the following requirements:

- (a) the nature of their operations, their clients and the activity of the establishment are tourism-based.

- (b) independent establishments which do not form part of the network of an international car hire company must have a minimum of 25 vehicles for hire and have a licence for car hire operations in accordance with local regulations.
- (c) Limousine services – these companies must have a minimum of five vehicles, be licensed in their state/country and offer both fixed and FIT itineraries to clients in addition to regular transfer services to and from airports, etc.

N.B. Not eligible for membership: taxi owners or operators, drivers, couriers or guides

6. HOTELS, MOTELS AND OTHER TOURIST ACCOMMODATION

6.1. Hotels, Motels, Holiday Villages, Clubs and Camps

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

- (a) fulfil the administrative requirements of the country, in the accommodation category if this exists, for recognition as tourist hotel including the additional services of a restaurant.
- (b) be open a minimum of six months per year
- (c) have a minimum of six rooms. Rates to be specified when application submitted to ensure the quality of the establishment.
- (d) have entrances, stairs and lifts for the sole use of the establishment.
- (e) have a proven tourism clientele.

N.B.: Not eligible for membership: real estate agents, persons letting unfurnished accommodation or "timeshare" agencies.

6.2. 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.

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 classification. Those persons working for companies offering consultancy services to hotel owners or chains must meet the requirements set out under tourism consultants.

6.3. 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 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 six months per year
- (e) have a proven tourism clientele

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

6.4. Camping sites

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

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

7. TRAVEL AGENTS AND TOUR OPERATORS

7.1. Travel Agents (Retail and Corporate)

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) The agent should be directly involved in the sales, marketing or promotion of travel, accommodation and tourism services.

7.2. Home based Travel Agent

The criteria to be considered as a Home Based Travel Agent is:

- (a) have a minimum of 5 years experience in the travel industry.
- (b) hold membership in one of the major consortia groups.
- (c) provide three (3) written supplier references.
- (d) provide a letter of reference from a Consortia Headquarters.
- (e) have a minimum sales threshold of US\$250,000 per year.
- (f) Agents must work a minimum of 35 hours per week as an agent and have no outside employment.

7.3. Tours Operators (Inbound or Outbound)

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

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

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.

7.4. Travel Brokers

Travel brokers must be contracted to a recognised IATA registered organisation/wholesaler/consolidator/inbound or outbound tour operator.

8. GENERAL SALES AGENTS

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

- (a) general sales agents who do not also act as travel agents must indicate the international, tourism company or companies 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.

9. OFFICIAL TOURIST ORGANISATIONS

Ministers for tourism, senior officials in embassies and consulates and other senior officials of government organisations responsible, full-time, for the promotion of tourism (whether stationed in their own country or abroad) of a country, province, region, city or 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".

10. TRAVEL MEDIA (Press, Television, Internet and Radio)

Persons proposed for membership must:

- (a) 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 whether this is printed or published on the internet or
- (b) 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 as.
 - Publisher
 - Editor
 - Journalist
 - Television producer
 - 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 printed magazine, newspaper or radio/television programme or to whom the internet version is sent/available. 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 for membership: freelance or part-time, contracted journalists, writers, reporters, producers or broadcasters. To qualify for membership the candidate must be specialised in the tourism industry, to which he must dedicate the majority of his professional work.

11. 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.

11.1. Travel and tourism education *

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 for membership: visiting professors or general teaching staff.

11.2. Congress and convention centres *

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

11.3. Congress and convention organisers*

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

11.4. 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 for membership: persons working for systems giving only local coverage. The area of coverage must be included in "additional information" on the Membership Proposal Form.

11.5. 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 for membership: 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.

11.6. 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.

11.7. 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 has a fixed location or is performed at a fixed location such as a hotel or amphitheatre (i.e. shows for tourists)
- (b) copies of brochures, web addresses and/or other promotional material in all of the languages in which these are produced
- (c) confirmation of the actual number of annual visitors and that included in this figure is a proven tourism clientele

N.B.: Not eligible for membership: persons working in arcades, fairgrounds, religious establishments, ski-lifts, sporting and social clubs 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.

12. TRAVEL AND TOURISM CONSULTANCIES

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 are that:

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

13. TRAVEL INSURANCE

Membership is limited to the owner or 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:

- (a) be a fully independent operation, marketing only travel insurance to the public through travel agents, principals and tour wholesalers.
- (b) pay commission to their travel partners.
- (c) produce literature that promotes the benefits of travel and travel insurance and does not contain other insurance options.
- (d) participate in travel and tourism trade shows promoting travel to the industry and/or the general public.
- (e) 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 for membership: persons working for banks and credit card companies which offer travel insurance as an incentive to purchase or use other services.

14. RESTAURANTS

To qualify for membership, applicants must:

- (a) Hold managerial positions in the travel and tourism industry or positions considered equivalent by Skål International
- (b) Must work full time in their positions
- (c) Must be involved in sales, marketing or promotion work or be engaged in work defined in the membership classification
- (d) Must have three years experience in the industry; not necessarily in a managerial position

NB. Not eligible for membership: persons whose principal duties are Chef or Maître d' unless they are the proprietor of the establishment.

To qualify for membership the establishment must:

- (a) Have seating for a minimum of 40 persons, be open for patrons for at least 8 months of the year and have waiter service.
- (b) Have a proven collaboration with travel agents or tour operators either by the payment of commission or mentioned in literature produced by them.
- (c) Have a proven tourist clientele
- (d) 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.

15. GOLF CLUBS*

Applicants must:

- (a) hold managerial* positions or positions considered equivalent by Skål International in the travel and tourism industry
- (b) work full time in their positions
- (c) be involved in sales, marketing or promotion work or be engaged in work defined in the membership classification
- (d) have three years experience in the industry not necessarily in a management position

*NB. Not eligible for membership: persons whose principal duties are golf professional or golf course superintendent

To qualify for membership the Golf Course must:

- (a) have a proven collaboration with hotels and accommodation providers in their immediate area, making bookings directly with them on behalf of visiting golf club patrons
- (b) have a proven collaboration with travel agents or tour operators either by the payment of commission or mentioned in literature produced by them
- (c) have a proven tourist clientele of at least 25% of all golfing participation

- (d) produce promotional literature/website and distribute it either through travel agents or tour operators to international clients
- (e) 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.

N.B. Golf Courses with on-site accommodation will qualify under the hotel category

16. SPAS

Applicants must:

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

To qualify for membership the establishment must:

- (a) offer a minimum of four treatment rooms
- (b) offer full day spa packages
- (c) offer spa amenities including lounge, robes, showers, food and beverage, fulltime dedicated receptionist
- (d) offer at least four hydrotherapy services
- (e) have a proven tourism clientele
- (f) have a marketing/advertising plan directed to tourism clientele
- (g) 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.

17. MEDICAL (WELLNESS) AND SPORTS TOURISM

17.1. Medical (Wellness Tourism)

Eligible as members:

- C.E.O./General Manager of medical facilities (includes hospitals and clinics) that offer overnight, patient care
- Medical tourist facilitators (must have proof of accreditation) and medical tourism case executives that are registered with the Medical Tourism Association (MTA)
- C.E.O./President/Executive Director of medical tourism associations
- Managers marketing medical tourism to the travel and tourism industry
- Positions of a similar nature to those described in other sections and related to medical tourism, i.e. retail travel agents specialising in medical tourism and medical tourism marketing

17.2. Sports Tourism

Eligible as members:

- Owner/President/C.E.O./General Manager/Director/Manager of sports venues catering to teams who spectators include visitors travelling more than 50 kms to attend the event
- Owner/President/General Manager/Director/Manager of sports teams that attract international participants and/or spectators travelling a distance of 50 kms or more
- Owner/C.E.O./General Manager/Director/Manager of sporting events companies promoting sporting activities, teams and venues
- Owner/C.E.O./General Manager/Director/Manager of sports tourism operators
- Owner/President/C.E.O./General Manager/Director/Manager of sports councils (associations) whose mandate includes the promotion of sports teams, sporting activities, venues or countries.

18. UNACCOMPANIED BAGGAGE AGENTS

Managers of companies specialising in the transportation of unaccompanied baggage where 60% or more of their work is handling unaccompanied, tourist baggage.

19. ACTIVE BUSINESS MEMBERSHIP

Active Business Membership allows a Tourism Board, Convention and Visitors Centre or large corporation such as cruise line or International company, to nominate a person who represents the membership of the company in a local club and should that member leave their employment or move to another city the corporation would be able to replace that member with a new member without incurring any additional membership dues or fees.

The member changing position or location may maintain active membership by paying the pro-rated dues remaining for the current year.

Should the individual member who was previously named under the business membership wish to remain a Skål member they would have to renew and pay the yearly dues. Any new member joining fee should be waived in order to keep the member active.

20. SUPPLIERS OF GOODS, SERVICES AND IT SOLUTIONS TO THE TRAVEL AND TOURISM INDUSTRY

N.B.: The majority of their business must be with the travel and tourism Industry.

21. CHIEF EXECUTIVE OFFICER OF SKÅL INTERNATIONAL

The Chief Executive Officer of Skål International qualifies for Active membership whilst employed in this position and upon payment of the annual international membership fee.

1.3. MEMBERSHIP PROPOSAL FORM PROCEDURE

Membership of Skål is open to all qualified professional persons in the travel and tourism industry and becomes effective after Skål International has approved the member and informed the Club concerned of its decision. A valid Membership Proposal Form must be submitted to the General Secretariat for all proposed Active, Active Individual or Young Skål category members, together with any additional information specified for the appropriate classification described 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 accurate. A National Committee may, by approval at a General Assembly, waive the need to confirm Membership Proposal Forms in advance, and under these circumstances all Clubs within that country can forward the Membership Proposal Form directly to the General Secretariat who will copy the National Committee with the approval. The President and Secretary are required to approve the online application form by which they confirm their support to the proposed member. Should a Club be uncertain as to whether a potential member qualifies for 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 General 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.

1.4. MEMBERSHIP TITLES

(a) 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 Active, Life or Retired Members of Skål.

(b) 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 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 certificate by 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 any Club, National or Area Committee, as its use is reserved solely for Skål International.

(c) Skål Officers

The official positions of the Skål Movement are those offices at any level of Skål International, as listed under Article II, Section 3 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
President at any Skål level
International Skål Councillor
Internal Auditor and Deputy Internal Auditor of Skål International

(ii) Non-Representative Skål Offices

Vice President, Secretary and Treasurer at any Skål level (except the Secretary General of Skål International)
Delegate of a Skål Club
Florimond Volckaert Fund Trustee
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.

1.5. MEMBERSHIP STATUS

(a) Transfer Membership

(i) Active, Life, Retired and Young Skål members who change their place of business or residence shall apply through the Secretary of the Club of which he/she is a member for transfer to the Club at his/her 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, Life Retired or Young Skål provided that:

- the individual has been a member of a Club for at least one year
- his/her current subscription has been paid in full
- he 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 retain their voting rights therein. "Transfer-Active" members can hold office at all Skål levels except at Club level where office can only be held in the original Club.

(iii) Active and Young Skål members who do not fulfil the qualifications under (i), above and who wish to apply for membership of the Club in their new place of business or residence must do so in accordance with the normal procedure of that Club. They are not entitled to Transfer-Active membership.

(b) 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.

(c) Suspended Members

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

(d) 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 be prejudicial to the interests or reputation of Skål. Expelled members must be granted the right to a hearing before such action is taken and the member may appeal the decision should the club bring forward the action. Expelled members are not entitled to a refund of dues paid or membership in any other Skål Club. When expulsion has been confirmed, the General Secretariat must register the name and address of the person concerned on the "Expelled Members" list.

(e) Between Jobs Members (new)

An Active member who loses their job and has paid their dues in full may continue as an active member until the end of that Skål Year or for a minimum of 12 months after the loss of employment.

If that member is still unemployed after 12 months, they will no longer be eligible for Skål Membership. Only the Skål International Executive Committee may allow exceptions to this policy under special and extenuating circumstances.

An Active member who has reached their 55th birthday and becomes unemployed, can retain membership by changing their status to a Retired Member while seeking employment, and once they achieve full time employment in an approved Membership Classification, they can re-apply for Active Member Status.

An Active Member who holds, International, National or Club Level office can retain their elected office for the remainder of their elected term, to a maximum of 12 months.

A member who is 'Between Jobs' is not eligible to run for or hold elected office on the International, National or Club Level.

Due to the COVID-19 pandemic of 2020, those Active Members who are 'Between Jobs' in 2020 will be allowed to retain full membership in 2021 if they pay their annual Club, National and International dues in full before February 28, 2021.

1.6. RIGHTS OF MEMBERS

- (i) Active and Life members have full voting rights and can hold representative office at all levels of Skål International.
- (ii) No member shall hold more than one representative office.
- (iii) Individual members wishing to take up points for discussion or give opinions on Skål matters should do so via their own Club with copy to the International Skål Councillor.

Section 2 - Clubs

2.1. 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 a 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.
- (e) A Club can only be formed with a minimum of 20 (twenty) Active members and must maintain a minimum of ten (10) members to maintain the eligibility to vote and 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 must enclose the Club's International membership certificate.
- (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 10 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.

2.2. 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 90 days of the approval date of the said amendments and send them to the Skål International Secretariat for approval.
- (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 by 31 May of each year and 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) Must promote and support participation in national and international Skål events, and to consider giving financial assistance to Club delegates to the General Assembly
- (g) Must appoint a Committee of at least five (5) members. The President shall be given the necessary authority to represent officially the Club. The officers of a Club must be Active, Life or Retired members as covered in Article 1, Section 1.1.
- (h) The office of President may not be combined with any other office.
- (i) The offices of Vice President, Secretary, Treasurer, P.R. and Communications and Membership Development Officer can be combined. A member may not, however, hold more than two offices at the same time.

2.3. Skål Club of the Year

The deadline for applications is 31 July each year. The award of the "Skål Club of the Year" is judged by the Skål International Vice Presidents and Senior Director. The winner is announced at the Annual Congress. The rules and requirements of the competition are available on the Skål International web site www.skål.org in the "Awards" section.

ARTICLE II NATIONAL AND AREA COMMITTEES AND AFFILIATED CLUBS

Section 1 – Definition

The formation of all National and Area committees, their composition and statutes must be approved by the Skål International Executive Committee.

National Committees

- (a) A National Committee must be formed in each country where four or more Clubs exist, 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.
- (c) 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 within one month following the Annual General Assembly, giving detailed information on its activities, those of its Clubs and the composition of its Committee. The report must be in one of the three official Skål languages (English, French and Spanish).

Area Committees

An Area Committee may 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 inter-professionalism of its members and to promote the Association to make it more dynamic and prestigious. A National Committee/Affiliated Club is not required to belong to an Area Committee.

Affiliated Clubs

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 one in its country. Such an Affiliated Club has exactly the same standing as all other Skål Clubs and can be a member of an Area Committee.

The Area Committee may elect, at its General Assembly, a Councillor to represent the clubs within the Area Committee, from among the candidate(s) proposed by its Affiliated Club(s), that are not already represented by a Councillor within the National Committee.

Section 2 – Statutes

The Statutes which regulate the activity and functioning of National and Area Committees are those approved by the Executive Committee. These appear on the Skål International website as the "Model Statutes for a National/Area Committee". The Executive Committee of Skål International will permit certain modifications in countries where these are found to be necessary.

Section 3 - Composition

The Board of the National/Area Committee will comprise the following offices:

President
One or two Vice Presidents
Secretary
Treasurer
Public Relations/Communications
Membership Development
International Councillor

- (a) In accordance with Section 4 (a) of this article, a Committee of at least five (5) members shall be elected. The President shall be given the necessary authority to represent officially the National or Area Committee.
- (b) The elected officers must be Active, Life or Retired members as covered in Article 1, Section 1.1.
- (c) The office of President and Councillor may not be combined with any other office, however, the office of President and Councillor may be combined, with prior approval of the Executive Committee. The request to combine the positions must be re-submitted by the National/Area Committee every two years.
- (d) The offices of Vice President, Secretary, Treasurer, P.R. and Communications and Membership Development can be combined. A member may not, however, hold more than two offices at the same time

Section 4 – Obligations and Duties

A National Committee, situated in an area where an Area Committee exists may 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. National/Area Committees and Affiliated Clubs are required to send a copy of the report of their Annual Meeting to the General Secretariat, in writing, in one of the three, official Skål languages. The report shall be sent within one month of the Annual Meeting being held.

In addition, the National and Area Committees are bound to:

- (a) organize a General Assembly / Annual General Meeting to elect the officers of its Committee including a Councillor, to represent the country and/or area concerned, before 31 May of each year.
- (b) The Annual General Meeting may be held virtually if circumstances exist preventing the National and Area Committees from meeting in person.
- (c) be responsible for the expenses incurred by the Councillor when attending the two meetings of the Council each year.
- (d) deal with matters of national or area interest, which may be referred to them by Skål International.
- (e) assist in the creation of new Clubs and to present all applications for membership to Skål International.
- (f) develop Skål in its area, which will be its primary and essential obligation
- (g) assist, instruct, encourage, administer and develop its Clubs and help them with their problems
- (h) act as a link between their Clubs and to seek, by all means, to strengthen the relations between them
- (i) 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
- (j) take part, through their International Councillor, in the discussions of the International Skål Council to ensure the exchange of experiences and knowledge.
- (k) ensure that their Clubs comply with the Skål International regulations and adopt the "Model Statutes" except where these may conflict with national laws which must be reported to the Statutes Director immediately.
- (l) assist, advise and follow the rules of Skål International at all times

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 term of two years by their National or Area Committee and may be re-elected for a further two terms 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 Mid-Year and Annual meetings of the International Council
 - (iii) at least once between the above meetings or on such other occasions as decided by the President. These meetings may also be held via Skype, internet conferences or similar
- (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 four members
- (d) The Chief Executive Officer ("CEO") of Skål International is a non-voting member of the Executive Board and attends all Executive Board meetings.

Section 2 - Attendance

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

Section 3 - Discussion and votes

- (a) The decisions taken by the Executive Committee at Executive Board 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 by electronic communication and vote on urgent matters sent to them by or with the approval of the President. The voting shall be considered closed 48 hours from the date of dispatch provided an absolute 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 an absolute majority of the members of the Committee has voted affirmatively, or negatively.
- (c) The debates, votes and proceedings of the Executive Board are confidential. The members of the Executive Board are not responsible to their own Clubs, National or Area Committees for the proceedings of the Executive Board.

- (d) After each meeting of the Executive Board, a general report on the decisions affecting membership must be communicated to the Clubs by the General Secretariat as soon as reasonable.

Section 4 - Minutes

The General Secretariat must prepare the minutes of each meeting and submit them for approval to the President and members of the Executive Board present at the meeting. After approval, a copy of the minutes must be sent, by the General Secretariat, to each member of the Executive Board within 30 days from the date of the meeting, provided the minutes are received prior to the next meeting. After confirmation at the following meeting by the members of the Executive Board, the minutes must be signed by the President and a Vice President and recorded by the General Secretariat in a book/file 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 Chief Executive Officer.
- (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 three 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 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, Model Statutes and any regulations adopted by the organisation, 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.
 - (iii) The portfolio of the Vice Presidents and Directors will be decided by the President. The Vice Presidents and Directors will work closely with the relevant 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 necessary, appoint an "Appeal Board" 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 General Secretariat will ensure that there are sufficient electronic voting units for the delegates and 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 the voting units. The General Secretariat must be informed well in advance if the electronic voting units cannot be used in order to prepare ballot papers.
- (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 absolute majority is determined by the number of ballots cast for the election, not the total number of votes distributed to the delegates. 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. If there is one vacancy the two candidates with the highest votes will remain. If there are two vacancies the three candidates with the highest votes will remain. For any additional vacancy an additional candidate will remain. All other candidates must 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 of the total votes cast on the first vote among the three eligible Directors of Skål International. In the event of an absolute majority not being achieved, the Director 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) The two Vice Presidents will be candidates for election as President. The Vice President securing an absolute majority of the total votes cast is declared elected. If both Vice Presidents 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. If more than one person is nominated for the position of Director from the same country, the candidate receiving the most nomination votes from that country shall be declared the nominee by the country's National Committee.
- (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 and elected Executive Committee members shall hold office from January 1 through December 31. At the end of the calendar year, the President shall cease to be a member of the Executive Committee. This change will take effect January 1, 2020.
- (b) The Vice Presidents shall hold office for a maximum of two years.
- (c) The Directors shall hold office for a maximum of three consecutive years.

Section 4 - Nomination of Candidates for Director

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 30 June 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 Skål for a minimum of three years immediately preceding the elections and have served as President or other Board positions at the Club, National and/or Area Committee level, or as International Councillor for a combined total of at least two years. A full professional and Skål curriculum vitae must accompany the nomination.

The ideal number of candidates to present for election, will be the number of possible vacancies on the Executive Committee plus two. The Succession Committee may put forward one candidate for each possible vacancy, if the ideal number of candidates is not available.

The Executive Committee may decide to extend the date for submission of candidatures if the required number is not received by the deadline.

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 VII, Section 2 of the Statutes. In the interim a committee of the five most recent Past Presidents will form the Governing Body.

Section 6 – Succession Committee

A Succession Committee to fill vacancies on the Executive Committee, will be set up in order to propose potential, competent and willing candidates for the Executive Committee. Candidates should be evaluated on professional acumen, leadership, communications, understanding of cultural diversity and sensitivity, professional skills and qualifications and Skål experience. The Committee will identify, evaluate and recommend qualified candidates for elected offices to ensure that positions are filled with actively engaged individuals. The Committee will consist of the Immediate Past-President of Skål International, the President of the International Skål Council or International Skål Council Senior Vice-President, if the International Skål Council President is seeking election for the Executive Committee, and up to three additional members who will be appointed by the Immediate Past-President of Skål International.

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 and the annual general meeting may be held virtually, if circumstances exist, or government regulations prevent the participation of delegates in person. 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 Chief Executive Officer and 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 General Assembly shall be based on the number of Active, Life and Retired members for which it has paid its annual subscription/membership fee to Skål International and will be calculated by the General Secretariat two weeks before the start of the annual Congress. The list of accredited Clubs will be submitted to the Executive Committee ten days before the start of the Congress. Clubs which have not paid their membership fees, submitted their membership list or those Clubs which have less than 10 Active, Life and Retired members shall not have the right to vote at the General Assembly. Clubs with more than 65 Active, Life and Retired members shall have the right to a second delegate/vote, whatever the total number of its members.
- (b) The authorized Club delegate will be required to present his/her current Skål International membership card or any proof of identity when registering as a delegate at the Credential desk. If this necessary documentation cannot be produced, the delegate may forfeit the right to vote at the General Assembly.

Section 4 - Attendance at the Assembly

The Annual General Assembly sessions are open to all members of Clubs, holding a valid membership card issued by Skål International for the year in question, who have registered and paid to attend the World Congress. Delegates representing their Clubs, who have not registered for the Congress, still have the right to attend and vote at the AGA if they are able to travel to and access the meeting.

Active, Life and Retired members; Honorary and Past Presidents, holding current, valid memberships; as well as "Membres d'Honneur" of Skål International, in addition to Congress delegates, may participate in the discussions. Only the delegates representing the Clubs have the right to vote and are expected to attend the Congress.

Section 5 – Quorum at the Assembly

- (a) The quorum shall be reached if one-third plus one of the total number of accredited Clubs is represented.
- (b) A credentials desk, staffed by members of the General Secretariat, will be available from the day prior to the Congress Get-Together until the commencement of the General Assembly.
- (c) A list of accredited Clubs indicating the number of members, by category, the name(s) of their delegate(s) and a space for their signature, shall be prepared by the Secretariat for signature by the delegates attending the General Assembly.
- (d) On instruction from the President of Skål International, the credentials desk will be closed and the number of Clubs represented and total number of votes possible calculated.
- (e) Clubs not accredited shall not be included in the calculation of the quorum.

- (f) The results will be given to the President of Skål International who will announce them to the General Assembly before any voting takes place.

ARTICLE VII PROCEDURES FOR ASSEMBLIES

Section 1 - Agenda

- (a) Skål working sessions as well as the Annual General Meeting, 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 President of Skål International or his/her designate.
- (b) The General Secretariat 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 accounts, balance sheet, budget and various annual reports must also be sent to the same members unless unforeseen circumstances render this impossible in which case they must be forwarded as soon as possible 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, as stated in Article XV, (c) may be submitted by:
- (i) the member Clubs
 - (ii) the National and Area Committees
 - (iii) the International Skål Council
 - (iv) the Executive Committee of Skål International
 - (v) The Chief Executive Officer of Skål International
- (b) The General Secretariat must receive the text of these items at least 45 (forty-five) days before the date fixed for the Assembly.

Section 3 - Decisions and votes

- (a) Each accredited 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 in advance of the Assembly, however, electronic voting is permitted during a virtual Assembly. 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 of votes, 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 by a show of hands or electronically. 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 an electronic 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 electronically and then transcribed by the General Secretariat and kept in a book/file for this purpose. The minutes must be signed by the President and a 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 two 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 one month 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 one month 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 General Secretariat, in writing, no later than 1 April, two years before the year in which the Congress is to be held. 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 and submit them to the Executive Committee for endorsement.
- (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 of the proposals and these proposals will be presented 60 days prior to the General Assembly, to all Clubs for an electronic vote. Voting will conclude 30 days prior to the General Assembly, at midnight in Torremolinos Spain. The destination selected by membership will be invited to make a presentation during the next General Assembly.

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 affect 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 on the "Expelled Members" list.

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.

(d) Appeals Board

The Appeals Board will comprise the three most recent Past-Presidents of Skål International and will look into Skål matters if and when arbitration is required.

ARTICLE IX FINANCES

Section 1 - Dues from Clubs

(a) Administration fees and subscriptions or dues

- (i) The Finance Director shall be responsible for the collection of the administration fees of each new Club and member 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, per capita subscription based on the number of its Active, Transfer-Active, Life, Retired, Honorary (Skål) and Young Skål members and is payable in each fiscal year. Annual subscription rates are 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. Life, Retired and Young Skål members enjoy reduced subscription rates. New Clubs admitted to Skål International will be required to pay the membership fee irrespective of when in the year they join. A reduction in the annual membership fee may, however, 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 General 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) Clubs that have not paid their annual membership dues by 31 May will be suspended. On receipt of payment the Club will be automatically reactivated, provided payment is received within that calendar year.

(b) Membership cards and payments of subscriptions

- (i) All Skål members receive a membership card designed and issued by Skål International.
- (ii) Payment of annual subscriptions will fall due on 1 January and must be paid at the latest by 28 February each year. Unpaid annual membership subscriptions after 1 March will incur an administration fee to cover the extra correspondence necessary to follow up on outstanding accounts as well as a rate of interest applicable on outstanding balances until cleared. Both of these will be decided by the Executive Committee of Skål International.
- (iii) Upon receipt of the Clubs current membership list and payment of the annual dues, the General Secretariat will commence issuing the membership cards. A membership card will be issued by the General Secretariat for all new members, including those of new Clubs who have paid their annual membership subscription in full, or the reduced rate, irrespective of when in the year the member is accepted.
- (iv) Former Active, Life, Associate and Young Skål members can be reinstated and the current year's membership fee together with the administration fee paid on the condition that they continue to meet the requirements for these categories of membership. If former Retired members wish to return to membership and as they no longer meet the requirements for membership, fees for the lapsed years will be required. Former members who wish to retain continuous membership will be required to pay for lapsed years.

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 the Chief Executive Officer 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. The Executive Committee may delegate all or part of this authority to the Finance Director.
- (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 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 January to 31 December. The Finance Director must close the accounts by 15 February 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 31 May. 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 – Chief Executive Officer Authority

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

The Executive Committee may grant the Chief Executive Officer 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 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) Review of the operations activities of Skål International including, where necessary, those operations undertaken by elected officials and/or employees up to the date of the audit.
- (e) Presentation of a written report to the Assembly on the conduct of the finances and operations of Skål International. Highlights and salient points of 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. The Auditors may submit additional reports to the Membership as needed. 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(s) may not be amended in any respect by the Executive Committee or by any of its members.
- (f) The duty of the Deputy Auditor is to replace an elected Auditor if, on the date when the examination is to take place, one or both of the elected Auditors is prevented, for any reason, from performing his or their functions.
- (g) The Internal Auditors and Deputy Auditor are not permitted to hold any other office in Skål.
- (h) 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.
- (i) The Auditor(s) will be responsible to confirm and ratify that a quorum has been reached.

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 30 June 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.
- (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.

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, making a maximum 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 and Past-Presidents of Skål International

- (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 14 October 2008. Those members who already hold this title will be permitted to retain the title.
- (b) Those members who have served as President of Skål International shall bear the title of Past-President of Skål International from the year immediately following their Presidency.
- (c) The distinction of Honorary President or the title of Past-President is for life, whether the member belongs to a Club or not, unless the recipient relinquishes the title or is expelled from Skål or resigns from Skål.
- (d) Honorary and Past-Presidents have the right to attend the General Assembly and/or Congress, after paying the relevant charges and to speak at General Assemblies but not to vote, unless they are a designated delegate of their Club.
- (e) Honorary and Past-Presidents may only attend Skål International Executive Committee meetings by invitation.

Section 2 - 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 a minimum of 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 30 June of the year in which it will be presented to the General Assembly.
- (e) 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.
- (f) 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.
- (g) A member of the National Committee, where one exists, or a member of the nominee's Club will give a two-minute presentation on the reasons for presenting the candidate in order to give the General Assembly sufficient information to make a decision. Should nobody from the nominee's National Committee or Club be attending the Congress the National Committee or Club will produce a two minute video outlining the rationale to the nomination and this must be forwarded to the Secretary General a minimum of one calendar month prior to Congress.

Section 3 - Order of Skål Merit

As a special reward to persons and corporations 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 and corporations who have received this honour. The Executive Committee of Skål International will have the right to rescind this reward at any time. Any member expelled from the Organisation will be automatically stripped of 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 badge, logotype or insignia

- (a) Membership in Skål International is a personal membership. The official Skål logotype or a version authorised by the Corporate Identity Manual may only be used by members of Skål International. The logotype may be used on business cards, commercial letterheads or any electronic media provided that the Skål member's name is prominently displayed. If the Skål member's name is not prominently displayed, the Skål logo with the words "SKÅL MEMBER HERE" or "SKÅL CORPORATE MEMBER HERE" may be used. If the logotype is used, it must be in the official Skål 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 being reprimanded.
- (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 Skål Movement.
- (c) Every member is entitled to wear the emblem, badge or other insignia of Skål International during the period of membership.
- (d) Only the badge approved by Skål International may be worn or used by any member of a Skål Club. The chains of offices of Clubs, National and Area Committees Presidents may be worn at all official Skål 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 Skål International Protocol Manual shall give details of who is entitled to wear chains bearing the Skål badge.
- (e) Winners of awards presented by Skål International may use a special award logotype approved by the Executive Committee of Skål 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 Skål International.
- (b) The Honorary Presidents of Skål International are entitled to wear a special gold pin provided by Skål International.
- (c) The Past-Presidents of Skål International are entitled to wear a special gold pin provided by Skål International.
- (d) The Membres d'Honneur of Skål International are entitled to wear a special silver pin provided by Skål International.
- (e) The International Skål Councillors have the right to wear a special red pin provided by Skål International.
- (f) Young Skål 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 Skål International. Any other membership pin/badge should be worn exclusively during local Club functions.

Section 4 – Use of the denomination Skål International

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

ARTICLE XIII FLORIMOND VOLCKAERT FUND

Section 1 - Definition

One of the principal activities the Skål Movement is the "Florimond Volckaert Fund" named in honour of the first President of the Skål Movement.

Section 2 - Objectives

To provide financial assistance in the form of a gift or loan for distressed Active, Active Individual, 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, such as insurance. Assistance as listed below, unrestricted by a time limit, may also be given to the immediate family of an Active, Active Individual, 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 (spouse or dependent children requiring financial assistance)
- (c) illness (serious or prolonged)
- (d) medical expenses only available at personal expense beyond the means of the individual
- (e) accidents
- (f) criminal damage
- (g) physical disability (equipment so that the quality of life can be improved)

(h) natural disasters (for members and their immediate family affected) 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 Chief Executive Officer 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.
- (f) 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 head 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) 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 application form designed to this effect and sent by e-mail or electronically through the website. 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(c)) 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 at the General Assembly.

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. 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 Skål Council as necessary. If the Executive Committee approves the proposed amendments they will become effective immediately. No proposal for amending the By-Laws may be submitted during the two months immediately preceding a General Assembly.
- (b) Once the changes have been approved by the Executive Committee the General Secretariat will incorporate them into the By-Laws and post the same on the Skål International website. The General Secretariat will advise the President and Secretary of all Clubs, National and Area Committees, International Skål Councillors, Honorary and Past-Presidents and Internal Auditors on a quarterly basis, when necessary.
- (c) Five percent (5%) or more of the total Clubs in Skål International, comprising a minimum of two countries, are entitled to oppose a By-Laws amendment immediately following its promulgation. 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 after notification of the amendment, or no later than 45 days prior to the opening of the next Assembly, whichever is the soonest. For Clubs, which are members of National or Area Committees, such Committees and their International Councillor must also be informed of the opposition. In the event of opposition, the By-Law in question shall be held in abeyance until a final decision is made. The next Assembly will decide the validity of the amendment by an absolute majority vote (50% + 1 of the valid votes cast).
- (d) If no objections are received the General Assembly following the change will be notified of the change as a matter of courtesy.