

SKÅL INTERNATIONAL

STATUTES



EFFECTIVE APRIL 2009

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N.B.

- (1) Words herein which imply the male sex may equally be taken to imply the female sex.
- (2) The following abbreviations have been adopted in the text of the present Statutes except where necessary in order to clarify the phrasing :

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

- (3) References herein to the rights of Active members apply equally to the rights of Life members.

APRIL 2009

ARTICLE I

Title, Composition and Registered Address

- (a) **Title** - The "Association International des Skål Clubs", abbreviated to A.I.S.C. shall be known as Skål International, with the sub-title "International Association of Travel and Tourism Professionals. Founded in 1934".
- (b) **Description** - The Association is an international, non-profit making organisation, following the objectives shown in Article II of these Statutes, for a membership qualified under the classifications shown in Article I of the By-Laws of the Association.
- (c) **Register**- The Association is registered in Spain, subject to Article 22-3 of the Spanish Constitution, The Organic Law 1/2002 of 22 March Which Regulates the Rights of Association and other legal Dispositions which develop it and which should be applied.
- (d) **Address** - The registered address of Skål International shall be the office of its General Secretariat, which at the present time is: Edificio España, Avda. Palma de Mallorca 15, 1º Planta, 29620 Torremolinos, Spain.
- (e) **Composition** - The Association is international, comprising the Skål Clubs which have been approved by the Executive Committee of Skål International. Such Clubs have agreed to abide, at all times, by the current Skål International statutory requirements. In the event that such requirements should contravene the laws of a member country, Skål International must decide how the situation shall be resolved.
- (f) **Duration** – Skål International has been formed for an indefinite period of time. However, should a dissolution become necessary the procedure shown in these Statutes shall be followed.

Area of Activity – The territory where the Association will have its principal activity is national

The rules of the Association will be determined by what is set out in the present Statutes and the By-laws and the agreements duly accepted by its governing

With regard to its accounting and the presentation of the accounts the Association will follow Royal Decree 776/1998 of 30 April by which the General Accounting Plan was approved for non profit making bodies and the rules governing budgeting for these bodies as well as norms which develop them.

ARTICLE II

Mission, Principles, Objectives, Functions and Structures

Section 1 - Mission and Principles of the Skål Movement

The Mission of the Skål Movement is to make all professional travel and tourism managers worldwide, as defined in the By-Laws, members of the Skål Movement by integrating them into this International Association whose objectives and activities are aimed at achieving friendship, mutual understanding, peace and the solidarity among its members, promoting, in this way the development of common interest, of the communities where they are present and of the travel and tourism industry.

The Skål Principles are its Statements, Values and Beliefs which identify all the activities of the organisation.

Tourism Professionalism

Skålleagues are professionals in managerial positions within the travel and tourism industry. As professionals, members endeavour to maintain the same high professional standards when contributing to Skål.

I. Friendship

Skålleagues are persons of recognised honesty and integrity, who identify with the Skål values. This permits them to find and give within Skål, the spirit of friendship and unity which makes this Association so special. Once a member is accepted he/she forms part of the worldwide Skål family of tourism professionals, where every member is warmly welcomed when contacting other Skålleagues anywhere in the world.

II. Contribution and Participation

Voluntary contribution and participation by all members is appreciated in addition to the minimum required for continuing Skål membership. Skål gives the members the opportunity to network and to realise their potential by being part of a social body that is attractive and rewarding. Skål also supports the personal goals of the individual member in his involvement with the Association, whether this is for professional, social, or service reasons.

III. International

The basis of tourism is international relations. This way, Skål finds itself in the position to be the live expression of this element of union between different countries by transcending the limited national concept

to supranational fellowship. Thus, it is in the international character of Skål that the strength and meaning of the Association lies.

IV. Non-discriminatory.

The Association may not allow any social, political, labour-union, religious, race, sex or age discrimination. To be a part of Skål Club life, questions that may endanger the spirit of friendship or unity - political, union or religious questions - should be carefully avoided.

V. No-profit making

Skål International is a non-profit making Association. Members have no personal rights on its wealth and/or revenue which are dedicated to the fulfilment of the Skål mission. Direct business and commercial relationships among members and supporters of Skål are encouraged.

VI. Administration

The Statutes of Skål International approved by its General Assembly, are the source of all the regulations for the different levels of Skål. The strategic and operational plans guide the programmes and activities of Skål International. The primary responsibility of the Executive Committee and General Secretariat is to identify the resources for the programmes and activities of the Association and to provide the leadership that will support the development and implementation of the aims and objectives of the Association.

VII. Democratic and Autonomous

Skål International assures the democratic procedures at all the representative levels of the organisation. Clubs, National and Area Committees are autonomous in the development of their Skål life but are always subject to the regulations and guidelines laid down by Skål International.

VIII. Not-inward looking

Skål International cooperates with and supports the non-profit making activities of educational and cultural institutions, tourism apprentices, companies, associations or other organisations aiming for sustained development of the tourism industry or working for peace. Skål is also involved with societies and local communities where it is represented.

IX. Universal.

Skålleagues and all levels of Skål are permanently and fully involved in the extension of the Skål Movement, as its positive effects to the benefit of tourism professionals, the tourism industry and represented societies, deserve to be shared among all the eligible tourism professionals worldwide.

Section 2 - Objectives

The Objectives of the Skål Movement are:

- (a) To develop friendship and common purpose between personnel in the travel and tourist industry
- (b) To foster goodwill and mutual understanding worldwide through international tourism and travel
- (c) To encourage and assist in the professional development of all but especially the young people working in, or training for, the travel and tourism Industry.
- (d) To encourage business relationships among members and supporters of Skål under the logo "Doing Business among Friends".

Section 3 - Interdiction

In pursuance of these objectives, the following must in no case - : impose any limitations or restrictions on members due to sex, age, race, religion, politics or social standing.

Section 4 - Purpose

The purpose of the Association is:

- (a) To achieve the Skål Mission and to publicise, promote, encourage and develop the Skål Movement
- (b) To maintain, sustain and promote the Florimond Volckaert Fund for the benefit of distressed Active, Retired, Life and Associate members, their immediate families and families of deceased members, as set out in the By-Laws
- (c) To promote, unite, coordinate and supervise Skål activities worldwide
- (d) To mediate or adjudicate in any internal matter, conflict or dispute within Skål requiring intervention.

Section 5 - Structures

To carry out the functions above, the following structures will operate:

- (a) **Clubs** - the basic unit of Skål is the Club, which shall act as the liaison for Skål International in Skål activities within the Club's geographical boundaries.
- (b) **Young Skål** - The General Assembly has authorised an affiliation of students or young professionals involved in the industry but not

yet qualified for full Skål membership, to be members of a local Skål Club.

- (c) **National and/or Area Committees** - The National Committees are incorporated to assist Skål International in its relations with Skål Clubs. The Area Committees incorporate the National Committees and/or Affiliated Clubs by geographical regions. National and/or Area Committees are approved, suspended and terminated by the Skål International Executive Committee.
- (d) **International Skål Council** - The Council is an advisory body to Skål International
- (e) **General Secretariat** - The General Secretariat is the Management body of Skål International, headed by an appointed Secretary General who is accountable to the Executive Committee and employing salaried personnel.
- (f) **Skål International Executive Committee** - The Executive Committee is the Governing body of Skål International. It is composed of a number of elected members who are accountable to and represent the General Assembly. The President of Skål International will represent the Association.
- (g) **General Assembly** - The General Assembly of Club Delegates is the supreme body of Skål International and as such it ensures the involvement of the Clubs and membership in the decisions which affect the Association.

ARTICLE III

Membership and Skål Clubs

Section 1 - Formation and Admission of Clubs

- (a) The use of the title "Skål International" followed by the name of the Club is restricted to those Clubs which have received Executive Committee approval and are officially registered by Skål International. On the authority of the General Secretariat the title "Skål International followed by the name of the Club (under Formation)" may be used, until such time as the Executive Committee rules on the application for membership of Skål International.
- (b) Application for admission of a new Club to Skål International shall be made in writing in accordance with the instructions and restrictions laid down in the By-Laws.

Section 2 - Personal Membership

- (a) Membership of Skål is personal. Members known as Skålleagues, receive an annual Skål International membership card and are grouped in one of the Skål Clubs. All

Skålleagues must qualify in one of the five following Skål International categories: Active, Retired, Life, Associate or Young Skål.

- (b) Active Membership in Skål is limited to professionals holding managerial or equivalent positions, in the Travel and Tourism industry as defined by the Skål International By-Laws. Approval of new members is limited to candidates who qualify for Active Membership. Active and Life members have full voting rights and can hold representative and non-representative offices at all levels of Skål.
- (c) In the event of the sanction, suspension or expulsion of a member, the member must be granted the right of a hearing before such action is taken and an appeal after such action.

Section 3 - Rights of Member Clubs

Each member Club of Skål International. has the following rights:

- (a) To nominate candidates for office on the Skål International Executive Committee, from amongst its Active or Life members, in accordance with the Statutes and By-Laws
- (b) To appoint delegate(s) and to vote at the General Assembly as specified in the By-Laws.
- (c) To appoint one or more members to their National Committee. As an Affiliated Club belonging to an Area Committee, to appoint one or more delegates to that Committee
- (d) To communicate directly with the Executive Committee, with a copy to their National Committee and International Councillor
- (e) To suspend or expel Club members who's private or professional conduct has been prejudicial to the reputation, principles or interests of Skål or who have failed to comply with the Statutes and By-Laws
- (f) Clubs which have not met their annual commitments to Skål International will automatically forfeit their rights under (a),(b), (c), (e) and (g) of this Article until the commitments have been met
- (g) To grant the distinction of Honorary President or Honorary Member, followed by the name of the Club, to any Active, Retired or Life member of the Club, considered to merit such a title

Section 4 - Obligations of Member Clubs

Each member Club has the following obligations:

- (a) To promote the Skål Movement, its name and reputation and the objectives to its members
- (b) To receive, in the Skål spirit, any visiting Skål member to its meetings and functions and to assist them, where possible, with their other needs
- (c) To comply with the official publications of the Skål International and the administrative requirements as defined in the By-Laws.

Section 5 - Resignation, Suspension, Termination and Reactivation of Member Clubs

- (a) Any member Club may resign from Skål International in line with the necessary requirements and procedures as shown in the Skål International regulations.
- (b) Only the Skål International Executive Committee may suspend or terminate the membership of a Skål Club. Suspension or termination can be for non-compliance with the Statutes or By-Laws, for conduct prejudicial to the reputation, principles or interests of Skål, failure to maintain the required minimum number of members or the level of activity or for any reason which causes moral or material damage to Skål International or any member Club. Any Club that has been suspended for ten years will automatically be terminated.
- (c) A Club which has been suspended may be reactivated by the Skål International Executive Committee when the Club again meets all the obligations for membership.
- (d) 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 Clubs and may not thereafter use the names, badges, insignia or emblems of Skål International and shall also return its membership certificate to the General Secretariat for cancellation.

ARTICLE IV National and Area Committees

Section 1 - National Committees

A National Committee shall be formed in each country where four or more Clubs exist, unless geographical or other reasons (at the discretion of the Executive

Committee) should warrant an exception to this rule. Countries with two or three Clubs may form a National Committee.

The full details and regulations are contained in the By-Laws.

Section 2 - Area Committees

An Area Committee may be formed in an area which, for geographical or other reasons, constitutes an entity of more than one country.

The full details and regulations are contained in the By-Laws.

ARTICLE V International Skål Council

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

ARTICLE VI Executive Committee

Section 1 - Composition and Term of Office of the Executive Committee

- (a) The Skål International Executive Committee shall comprise seven members. All members of the Executive Committee shall have been elected individually by a General Assembly vote and shall cover the following positions: President, two Vice Presidents and four Directors.
- (b) The maximum term of office for a member of the Skål International Executive Committee shall be six years in total.

Section 2 - Powers of the Executive Committee

The actions and decisions of the Executive Committee will be final, subject only to appeal at the next Assembly. The Executive Committee has the following powers and duties:

- (a) To govern Skål International with full decision-making powers, limited only by the official regulations of Skål and the directives and/or guidelines established by the General Assembly.

- (b) To allocate the duties of each member of the Skål International Executive Committee.
- (c) To appoint any officer whose election is not otherwise provided for in the current Statutes and By Laws
- (d) To appoint working or study groups for special functions
- (e) To appoint until the next General Assembly, a replacement for any Executive Committee office which should fall vacant between Assemblies, except that of the President when the senior Vice President will assume the position of President without using the title.
- (f) To delegate any of its powers to one or more members of the Executive Committee and/or the Secretary General.
- (g) To appoint External Auditors in accordance with Spanish Law.
- (h) To summon the Assemblies and to apply the decisions taken by them
- (i) To approve the membership proposal forms and the formation, modification, suspension, expulsion or termination of any Skål body except the International Skål Council, Executive Committee or General Assembly.
- (j) To arbitrate in any dispute within the Skål organisation
- (k) To suspend, expel or sanction an individual member or Club for failure to comply with the Skål International Statutes or By-Laws or where conduct has been prejudicial to the reputation, principles or interests of Skål, except for a member of the Skål International Executive Committee where such action can only be taken by the General Assembly.
- (l) To appoint, discipline or dismiss the Skål International Secretary General
- (m) To present to the General Assembly, with the recommendation of the International Council, a minimum of two sites for forthcoming General Assemblies and Congresses. The delegates to the General Assembly will select the site.
- (n) To establish policies, to identify priorities and approve the planning and procedures of Skål International within its authority
- (o) To prepare the annual budget
- (p) To approve expenditure in line with the budget and any extraordinary expenditure not covered in the budget but considered necessary in the best interest of the Skål Movement, subject to the later ratification by the General Assembly. **Copies of contracts or agreements that allow for expenditures of €7,500 (seven thousand five hundred Euros) or more shall be available to any Skål Club, upon written request.**

- (q) To meet when and where necessary
- (r) To propose modifications to the Statutes and to compile, review, modify and approve all other sets of official regulations of Skål International

Section 3 - General Duties of the Members of the Executive Committee

- (a) To remain accountable to the Skål International General Assembly
- (b) To attend the meetings of the Executive Committee and to perform the duties allocated to them
- (c) To acquaint themselves with the Financial details of the Association
- (d) To ensure that Skål International remains economically healthy with financial planning to cover future needs.
- (e) To enhance the Skål Public Image and to encourage the expansion the Skål Movement.
- (f) To evaluate the performance of the Skål Movement and to ensure that the General Secretariat obtains the necessary means to fulfil its management duties

Section 4 Gratuitous Nature of Office

The members of the Executive Committee exercise their function gratuitously and can in no case, receive payment for work carried out exercising their function but, however, this does not remove the right to be reimbursed for expenses incurred in the exercise of their function. These expenses must always be duly justified

ARTICLE VII General Assembly of Club Delegates

Section 1 - Time and Place

The General Assembly shall be held once in each Gregorian calendar year upon the call of the President at the time and place determined by the General Assembly.

Section 2 - Extraordinary General Assemblies

- (a) An Extraordinary General Assembly may be convened by the Executive Committee when considered necessary
- (b) It must also be summoned within a period of three months if a request is made either by the

Internal Skål Auditors or by one-third of the member Clubs.

Section 3 - Powers of the Assembly

The General Assembly constitutes the supreme authority and it alone possesses the following powers:

- (a) Election and relief from office of the members of the Skål International Executive Committee
- (b) Election and relief from office of the internal Skål Auditors and their deputies
- (c) Approval of the annual accounts and balance sheet
- (d) Approval of the budget
- (e) Approval of the rate of the annual subscription to be paid by the Clubs to Skål International
- (f) Approval of the annual reports of the officers of Skål International
- (g) Interpretation of and amendments to the Statutes
- (h) Discussions and decisions concerning matters raised by the Clubs, National or Area Committees, the Executive Committee, the Council or the Auditors in accordance with these Statutes
- (i) **Election of Membres d'Honneur of Skål International**
- (j) Dissolution and liquidation of Skål International.

Section 4 - Quorum

- (a) The Assembly will be valid if one-third, plus one, of the total number of member Clubs of Skål International is represented.
- (b) In the event of a quorum not being achieved, the Assembly will however, proceed to discuss matters on the Agenda. In the case where a vote is required, except for the election of officers of Skål International, which will be deemed valid in any case, the decisions reached will be reported to the Clubs, by post or e-mail, within thirty days of the end of the Assembly. If, within thirty days following the despatch of these reports, one-third, plus one, of the member Clubs is opposed to the decisions, they will be

cancelled and the questions in dispute will be placed on the Agenda for the next Assembly.

ARTICLE VIII Finance and Auditors

Section 1 - Income

Skål International is a non-profit making, legally registered Association and its income is derived from the following sources:

- (a) Entrance fees from newly admitted Clubs, as stipulated in the By-Laws.
- (b) Annual Dues - The annual membership dues will be decided by the Assembly, no less than twelve months before the payment of that specific due becomes applicable. Membership dues shall be a specific Assembly Agenda item when a change in the rate of dues is requested
- (c) All specified membership fees which must be approved by a General Assembly before being introduced
- (d) Donations, Revenues and Sponsorship - All such income received shall be recorded in the accounts held at the General Secretariat and used solely for Skål International purposes.
- (e) Interest from funds deposited in bank or similar accounts and any other investments.
- (f) Income from any other legal sources.
- (g) The fees of the members, regular and periodical are, are applied for the maintenance and running expenses of the association. The contributions of the members of whatever nature cannot be considered as shares and will be applied to the maintenance and running expenses of the Association

Section 2 - Registration Value

- (a) The Association has a registration value of Euros 450,760 – (four hundred and fifty thousand, seven hundred and sixty)
- (b) There shall be no limitation on the annual budget of Skål International.

Section 3 - Auditors

- (a) External Auditors - The accounts shall be audited annually or additionally during the financial year, if so required, by a firm of professional auditors, appointed by the Skål

International Executive Committee. The annual audit report shall be available at the General Secretariat for any member requesting to read it.

- (b) Internal Auditors - Two Internal Auditors and one Deputy shall be elected by the Assembly, in accordance with the By-Laws. The Auditors are responsible to the General Assembly and will submit thereto a report on the finances of Skål International ensuring that the expenditures and fund status are in keeping with the Skål International Statutes and By-laws. An Internal Auditor can not hold any other International office.

Section 4 - Reserve Fund

Skål International has a Reserve Fund, approved by the 1988 Vienna General Assembly. The use of this Fund is controlled solely by the General Assembly of Delegates.

Section 5 – Books of Association

Associations must hold the following documents:

- (a) A book of members, which will include an up-to-date record of members.
- (b) Accounting books, which permit the obtaining of a true image of the patrimony, results and financial situation of the Association, as well as the activities undertaken. Such accounting will be held in accordance with the specific norms, which result from the application.
- (c) An inventory of its assets.
- (d) A book of the Minutes of the meetings of its governing and representative bodies.

Section 6 – Economic Exercise and Budget

1. The accounting year will commence on 1 April and end on 31 March of each year.
2. The Executive Committee will draw up a budget annually which will be approved by the General Assembly
3. The accounts of the Association will be approved annually by the General Assembly

ARTICLE IX

Skål International By-Laws, Additional Regulations and Official Languages.

Section 1 - Additional regulations of Skål International

- (a) By-Laws will be produced and circulated by the Executive Committee to cover additional details of Skål International and procedures not specified in the Statutes and will carry an instituted date and an enactment date. Any Club is entitled to oppose a By-Laws amendment at the General Assembly immediately following its circulation. The General Assembly will decide the validity of the amendment by an absolute majority vote.
- (b) Any By-law written to cover a procedure not specified in the Statutes must be removed from the By-laws and submitted as a Statute when Statutes are modified. By-laws will be adjusted to reflect changes to the Skål International Statutes within six (6) months of the approval
- (c) The Executive Committee can approve other official sets of regulations, always in keeping with the Statutes and By-Laws of Skål International with the same opposition as permitted in (a) above.
- (d) If the Statutes and By-Laws or other additional regulations are in conflict, the Statutes will take precedence, followed by the Skål International By-Laws.

Section 2 - Official Languages

The official languages of Skål International are French, English and Spanish. In case of contradictions or in the event of a difference in the interpretation of the Skål International regulations between any of the three official language versions, such will be resolved by the Executive Committee.

ARTICLE X Statutes Amendments

Section 1 - Method

The Statutes can only be amended at two-yearly intervals unless the Executive Committee, with the agreement of the International Council, decides that an amendment is required. Such an amendment can then be put to any annual Assembly and a vote taken thereon. Amendments can only be approved by a two-thirds majority of accredited votes at the time they are put to the Assembly”.

Section 2 - Proposals

Only Clubs, National and Area Committees, the International Council and the Executive Committee can propose amendments to the Statutes.

Section 3 - Notice

Statutes modification proposals from Club and National or Area Committees and the International Council must be received by the General Secretariat, in writing, not later than ten months before the opening date of the Assembly where the proposals are to be considered. The deadline for the Skål International Executive Committee to submit proposals shall be seven months prior to the opening date of the Assembly in question.

The Secretary General shall forward to the Executive Committee all proposals received, immediately after the deadlines.

The Secretary General shall forward a copy of such proposals to the President and Secretary of each Club, the Presidents of National and Area Committees, each International Councillor and the Honorary and Past Presidents of Skål International and Membre d'Honneur at least three months before the date of the said Assembly.

All proposals shall be debated and voted on by the General Assembly.

Section 4 - Effective Date

All amendments approved by the Assembly will be circulated to all Clubs, National and Area Committees, International Councillors and Honorary and Past Presidents and Membres d'Honneur within three months of the closing of the Assembly. The amendments will become effective six months after the closing date of the Assembly or from any subsequent date decided by the Assembly when approving the change. No modification to the Statutes or any other official regulations of Skål International shall be retroactive

ARTICLE XI

Dissolution of the A.I.S.C

Section 1 - Method

The dissolution of the A.I.S.C. can only be decided at an Annual General Assembly, or an Extraordinary General Assembly called for that explicit purpose and on the condition that delegates representing two-thirds of the total active Skål Clubs, or more, vote in favour of the dissolution. For such a vote each Club shall be restricted to only one vote. The number of members in a Club has no affect on this matter.

Section 2 - Funds

In the case of dissolution of the A.I.S.C., the General Assembly so deciding shall appoint a Liquidation Committee of three persons which, once all debts have been honoured, shall decide the donation of remaining funds to one, or more benevolent, non-profit making organisation or actions.