

MODEL STATUTES FOR A SKÅL CLUB

EFFECTIVE AUGUST 2023

SKÅL CLUB NEW YORK



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PREAMBLE

The Association Internationale des Skål Clubs, "A.I.S.C.", also known Skål International, is an International Association of Tourism Professionals. The A.I.S.C. is officially registered in the Kingdom of Spain as a non-profit association under No. 161829. The official address of the Skål Movement is that of the General Secretariat of Skål International which currently is: Edificio España, Avenida Palma de Mallorca 15 - 1º, 29620 Torremolinos, Spain.

The A.I.S.C. or Skål International is the exclusive owner of all industrial property rights over the registered brands, logos and names "Skål", which can be used by the member Clubs, as non-exclusive licensees, for as long as each Club is a member of the A.I.S.C.

Membership is voluntary and open to those travel and tourism professionals holding managerial positions and who are recognized for their honesty and integrity. They must qualify in accordance with the regulations of Skål International.

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

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

(a) **Clubs** - The basic unit of Skål is the Club, which shall act on behalf of Skål International in regard to Skål activities within the Club's geographical boundaries. Club Skål or Skål Club is the official designation of the Clubs' members of the International Association of Skål Clubs. Only the Executive Committee of Skål International has powers to approve, waive, suspend or dissolve a Skål Club.

A minimum of fifteen persons is required to form a Skål Club. For the Club to remain

operative, the number of Active, Life, Retired and Young Skål Professional members must not be less than ten. Skål Clubs bring together all individual Skål International members who are in its area of influence.

The Skål Club must join the National Skål Committee when such exists in their country. A Skål Club may join an Area Committee if there is no National Committee in their country.

(b) **National and/or Area Committees** - The National Committees incorporate the Clubs in those countries where there are four or more Clubs, to assist Skål International in its relations with those Skål Clubs. If a country has more than one club and less than four a National Committee may be formed. The Area Committees incorporates the National Committees and/or Affiliated Clubs by geographical regions. National and/or Area Committees are approved, suspended and terminated by the Executive Committee of Skål International.

(c) **General Secretariat** - The General Secretariat is the administrative body of Skål International which employs salaried personnel and is led by a Secretary General who is accountable to the Executive Committee.

(d) **Skål International Executive Committee** - The Executive Committee is the governing body of Skål International and comprises six elected members who are accountable to and speak for the General Assembly. The President of Skål International will represent the Association.

(e) **General Assembly** - The General Assembly of Club Delegates is the supreme body of Skål International and as such ensures the involvement of the Clubs and membership in the decisions, which affect the Association.

All the above structures are part of Skål International and cannot operate or exist independently of it. All regulations which govern the above organization emanate from the Statutes and By-Laws of Skål International. These documents take precedence over any other set of regulations within the Skål Movement. All other regulations must comply with the current valid Statutes and By-Laws of Skål International. Upon approval by Skål International, the Club should be legally registered as a non-profit making association, member of Skål International - International Association of Tourism Professionals. When possible and in accordance with local laws

and procedures, the Club should file its Statutes, which are complementary to the Statutes and By-Laws of Skål International and, also, of the Statutes and By-Laws of the National and/or Area Committees when in existence. If the Statutes are rejected, by any authority, the Club must obtain, in writing, an explanation of the decision and details of the specific objection(s). This information must be forwarded to the General Secretariat for decision by the Executive Committee.

The Model Statutes for a Skål Club have been drawn up by Skål International to provide each Skål Club with the guidelines under which to operate. Skål International must officially approve the Statutes of every Skål Club. The Statutes of each Skål Club must obtain the prior official approval from Skål International for their entry into force.

CHAPTER I
NAME, ADDRESS, TERM, PURPOSE,
RESTRICTIONS, RIGHTS AND NATIONALITY

ARTICLE 1 – NAME, ADDRESS AND TERM

The Skål Club of NEW YORK shall be known as "Skål International NEW YORK".

As a non-profit organization, members have no personal rights to the revenue or assets of the Club. These must be administered by the Club and dedicated to the aims and objectives established by Skål International to fulfil the Skål Mission. Therefore, in case of liquidation, it cannot distribute its assets among its Associates, but should become the property of Skål International.

In these Statutes, any reference to the words Club Skål or Club shall be understood to refer to the association.

The official address of the Skål Club is:

PO BOX 2092
NEW YORK, NY 10108

(a) The Skål Club has been formed for an indefinite period of time. However, should a suspension become necessary only the Skål International Executive Committee is empowered to take such action.

ARTICLE 2 – OBJECTIVES

The objectives of the Club are:

- (a) To fulfil the Mission and Principles of Skål by means of individual and collective Skål activities.
- (b) To develop friendship and common purpose among personnel in the travel and tourist industry.
- (c) To foster goodwill and mutual understanding worldwide through international travel and tourism.
- (d) To encourage and assist in the professional development of all, especially young people working in or training for the travel and tourism industry.
- (e) To promote business relations between Skål members and supporters of Skål under the motto "Doing Business with Friends". To this end, members will have access to the details of other members in the private area of the Skål website.
- (f) To make its members aware of the Florimond Volckaert Fund and the Membership Development Funds, and the way they operate.
- (g) To promote recognition of the Skål Club by the community, the media and the tourism industry.
- (h) To hold social and professional Skål activities to ensure the interest of all but, especially tourism professionals.
- (i) To attract all genuine, tourism professionals who qualify for active membership, who have the required high ethical business and personal values to the Skål Club.
- (j) To attract Young Skål members who are qualified under the Statutes of Skål International to the Skål club.
- (k) To inter-relate with other Skål Clubs.
- (l) To develop inter-professional relations.
- (m) To obtain the voluntary participation, assistance and contribution of Active, Young Skål Professional, Life and Retired members in elected offices and scheduled functions or activities of the Club. Retired members cannot hold representative office.

ARTICLE 3 – RESTRICTIONS

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

- (a) Be used directly in promoting private commercial or business matters. However, business relationships between members and

the supporters of Skål are strongly encouraged.

- (b) Impose any limitations or restrictions on members in violation of the human rights declaration of the United Nations.

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

The Club members agree not to apply and register in their own name any trademark right nor any other registered right on the term "Skål" or including the term "Skål" (with or without figurative elements) for goods and services of interest of Skål International without the previous consent of Skål International.

ARTICLE 4 – RIGHTS OF MEMBER CLUBS OF SKÅL INTERNATIONAL

Each member Club of Skål International has the following rights:

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

- (f) To suspend or expel, in accordance with the established regulations and procedures, a Club member whose private or professional conduct has been prejudicial to the reputation, principles or interests of Skål or who has failed to comply with any of the official regulations of Skål International.
- (g) To grant the distinction of Honorary President or Honorary Member, followed by the name of the Club, to any Active, Life, Retired or Young Skål Professional member considered to merit such a title.
- (h) To take part in the general activities and events promoted by Skål International for the benefit of the Skål Clubs.

Clubs which have not met their annual commitments to Skål International by 31 May, will automatically forfeit their rights under (b), (c) and (d) above until the commitments have been met.

ARTICLE 5 – OBLIGATIONS OF THE SKÅL CLUB

Each Skål Club has the following obligations:

- (a) To promote the Skål name and reputation in its area.
- (b) To receive, welcome and assist, both personally and professionally, in the true spirit of Skål, any visiting Skålleague.
- (c) To hold its Annual General Meeting in the last quarter of the year and to hold a minimum of five other official functions during the year.
- (d) To actively promote the objectives of the Skål Club and Skål International.
- (e) To implement an attractive annual programme of professional and social activities and events.
- (f) To follow the guidelines prepared by Skål International and to comply with its duties.
- (g) To remit all subscriptions and payments to Skål International by the specified date.
- (h) To remit to the General Secretariat all documentation requested, forms and the updated list of members by the date fixed.
- (i) To ensure that all members for whom renewal of membership is requested continue to fulfil all the requirements of their category and have paid their fees.
- (j) To regularly update the personal data of its members and to communicate any modification to the General Secretariat.
- (k) To promote and support participation of members in National and International Skål events and, in particular, the attendance of at least one delegate at the National Committee

Meetings and the General Assembly of Skål International. The Club shall consider giving financial assistance to the Club delegates attending these meetings.

- (l) To modify Club Statutes in line with amendments to the Statutes and By-Laws of Skål International and to bring the same into line with all the official regulations, within one year of the approval date of the amendments.
- (m) To send a copy of the amended Statutes to the General Secretariat within 30 days of any modification approved by the General Assembly.
- (n) To communicate regularly with the National Committee or the General Secretariat regarding the fulfilment of the above obligations. When the Skål Club due to size, economic situation or other internal difficulties is unable to adopt any one of the above obligations, this must be communicated to the National Committee and General Secretariat for a further decision.

CHAPTER II MEMBERS

ARTICLE 6 – COMPOSITION – INDIVIDUAL MEMBERSHIP

Members, known as Skålleagues, are grouped as members of one of the Skål Clubs of Skål International.

Usually, each Skål member, joins the Club closest to the place of work or permanent residence. An Skålleague cannot, under any circumstances, be a member of two Clubs simultaneously.

Each member will receive the Skål International Digital membership card annually once the Club has paid the concerned member's dues. Member's personal information must be updated by the Club or by the member via the Skål International platform.

All Skålleagues within a Club must qualify in one of the five following categories of Skål International: Active, Life, Retired, Young Skål and in Between Jobs.

ARTICLE 7 – ACTIVE MEMBERS

- (a) Active membership is limited to people who hold a management or similar position in the

tourism or travel industry in an entity, as it appears in section 1.2 - Classification of Members of Article 1. of the Internal Regulations of Skål International. These persons must be employed full-time in their position and be actively involved in management tasks Membership is effective upon receipt of Skål International's approval, in writing.

- (b) Active Member status ceases when the Skålleague no longer complies with the requirements of Article I, Section I, of Skål International By-Laws. The member will then be transferred to Retired membership or, failing that will resign from Skål.

ARTICLE 8 – LIFE MEMBERS

- (a) Life membership was closed on 18 April 2006 following the decision by the General Assembly in Zagreb, Croatia in October 2005. Those persons who were Life members at the time the category was closed retain this membership category.
- (b) Life membership must be revoked if the member is expelled from Skål, resigns or returns to any form of employment.
- (c) Life membership shall not be used as a Club distinction.

ARTICLE 9 – RETIRED MEMBERS

An Active member who has been a Skålleague for, at least, 3 years, has reached the age of retirement in the country of residence and who has fully retired from the travel and tourism business, may be granted Retired membership. The General Secretariat shall be informed by the corresponding Club and National or Area Committee 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.

When a member transfers to the Retired membership category, the contact details published on the Skål website will be the personal details provided by the member.

ARTICLE 10 – YOUNG SKÅL MEMBERS

This category is divided into two subcategories: Young Skål Student and Young Skål Professional:

- (i) Young Skål Student membership is limited to persons who are tourism students at an authorized 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 and may only continue in this Young Skål sub-category while in full-time attendance. They must also be fluent in one of the three official Skål languages. Students who transition from school into a supervisory or junior management position, may remain in this Young Skål Student subcategory for a maximum of two years.

As of January 1st, 2024, no more than 20% of the Club membership will belong to this subcategory. As of that date, those Clubs with more than 20% Young Skål Members will not be able to name new members within this subcategory until it reaches the said percentage.

- (ii) Young Skål Professional membership is limited to persons who work full time in the tourism industry. They must be a young professional working in one of the classifications described in Article I, section 1.2., must be a minimum of 25 and a maximum of 32 years of age and be fluent in one of the three official Skål languages. A Young Skål Professional can only be in this subcategory for a maximum of five years, afterwards he/she must become an Active Member.

Young Skål Professionals will have the same rights as full Active Members, except that they cannot run for any position or distinction at international, national or area level but only at Club level.

ARTICLE 11 – BETWEEN JOBS MEMBERS

An Active or Young Skål Professional member who loses their job and has paid their dues in full may continue as a member until the end of that Skål Year and the next calendar year, provided they

pay their annual Club, National and International dues in full before February 28 of each year.

If that member is still unemployed after the above period, 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.

Any Active Member who has reached the retirement age and becomes unemployed, can retain the membership by changing their status to Retired Member, while seeking employment, and once they achieve a full-time employment in an approved Membership Classification, they can reapply for Active Member status.

Any Active Member holding a position at the international, national or Club level may retain the position for which they were elected for the remainder of the term, up 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.

Members who have lost their job because of an economic downturn and are forced to leave the organisation as time "Between Jobs" has expired, will be allowed to return to the organisation without initiation, administrative or any other charges once they have found employment in an approved membership classification and pay their Club, National and International dues.

ARTICLE 12 – MEMBERS DUTIES

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

- (a) To accept and promote the Mission and Principles which guide the Skål Movement.
- (b) To comply with the current Statutes and By-Laws of Skål International and the Statutes of the Club.
- (c) To follow the guidelines of the Skål Club, to present proposals to the Club and to Skål International for the improvement of Skål generally.
- (d) To promote fellowship amongst all Skålleagues, to support and maintain the travel and tourism profession.

- (e) To propose, as members, those professionals who are qualified to join Skål International.
- (f) To attend meetings as regularly as possible and not less than three times per calendar year. Failure to meet this requirement can result in the cancellation of their membership.
- (g) To ensure the good management of the Club.
- (h) To promote and publicize the Skål Movement within the travel and tourism trade in their own professional environment.
- (i) To timely pay the annual fee set by the Club within the terms established by it, or, where appropriate, within the terms established by Skål International. Failure to do so will subject the defaulting Member to the disciplinary measures established by the Club.

ARTICLE 13 – RIGHTS OF MEMBERS

- (a) Active, Life, Retired and Young Skål Professional members, including members holding Skål International honorary titles have the right to:
 - (i) Speak and vote at all Club meetings.
 - (ii) Attend Skål Congresses and events organized within the Skål Movement, as defined by the organizers.
 - (iii) Be candidates for offices within Skål, at all levels, with the exception that Honorary Presidents of Skål International may not be candidates for election to the Executive Committee of Skål International. Young Skål Professional members can only hold positions at Club level, even representative positions.
 - (iv) To hold a Skål membership card certifying their membership, rights and status as Skålleagues once personal annual dues are paid and the Club and the National Committee, where applicable, have met their obligations to Skål International.
 - (v) To receive all benefits of Skål membership as defined for each category.
 - (vi) In the event of a sanction, suspension or dismissal of a member, the member must be granted the right of a hearing before such action is taken and an appeal thereafter.
- (b) Young Skål Student members do not have the rights indicated in (i) and (iii) above.

- (c) Transfer members have the above rights with the exception that they may not hold office at Club level.

ARTICLE 14 – REGISTRATION APPLICATION

Membership of Skål is open to all professional persons or student in the travel and tourism industry who qualify in the Active or Young Skål membership category respectively.

To be considered for membership, persons must comply with the requirements set out in the Statutes and By-Laws of Skål International

A valid Membership Proposal Form must be submitted to the General Secretariat for all proposed Active or Young Skål members, together with any additional information specified for the appropriate classification described in the Skål International By-Laws. The nomination, once approved by the Local Club and, if applicable, by the National Committee, becomes effective after Skål International has approved the member and informed the Club concerned of its decision. Even if the candidate meets the requirements of the Bylaws, the Club reserves the right of admission.

The Club President and Secretary, and if applicable, the National Committee, are required to approve the online application form by which they confirm their support to the proposed member.

Should the candidate not be accepted, the Club will inform the General Secretariat the reason for the rejection.

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

ARTICLE 15 – ADMISSION FEE

Each newly approved Active or Young Skål member of the Skål Club will be required to pay an admission fee. The fee is fixed periodically by Skål International. The Board of the Club may impose their own entrance fee as approved by the Club's Annual General Assembly.

ARTICLE 16 – TRANSFER OF MEMBERS

- (a) Any Active, Life, Young Skål or Retired member who moves from their Club's area for business or personal reasons may apply through the Secretary of their Club for transfer to the Club in their new place of business or residence. These transfer requests, transmitted by the Secretary of the Club, are normally accepted if:
- (i) The applicant requesting the transfer fulfills the requirements for admission specified in Article 7, Article 8, Article 10 or Article 11 of these Statutes.
 - (ii) The current membership fee has been paid in full.
- (b) A member so transferred will not be required to pay a second subscription for the current year if this has already been paid to the origin club.
- (c) Until the transferred member is officially registered by Skål International as a member of the new Club, upon receipt by the General Secretariat of the completed transfer form, the member will be granted transfer status by the original Club. The member will continue to pay the membership fee to the original Club and retain voting rights, except in the case of a Young Skål member, in that Club. A transfer member may not be a candidate for election. The member may, however, attend and participate at all meetings and events of the new Club (as far as circumstances permit) and enjoy the privileges of membership except the right to vote.
- (d) If there is no Club within reasonable distance of the new place of business or residence, the transfer status may also be granted by the original Club or the member may choose the Active Individual Membership as offered by the Skål International By-Laws.

ARTICLE 17 – MEMBERSHIP RESIGNATION

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

ARTICLE 18 – PROCEDURES FOR SANCTIONS AND APPEALS BY THE CLUB

All sanctions are personal and require that a hearing be accorded to the member concerned.

Sanction action requires an absolute majority vote of the Board members and an official communication detailing the reasons for the sanction must be sent to the member.

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

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

- a) Letter of Reprimand: This is a letter written by the Board of the Club to a member reprimanding him for an attitude or for conduct considered inappropriate and not in the interest of the Club or the reputation of Skål.
- b) Suspension of Membership Rights:
 - (i) When a member having received a warning letter, continues with the attitude or conduct for which the member has been censored, the Club Board may take the decision to suspend him for a period, which will be determined by the seriousness of the action. The maximum period of suspension is six months. A member who has been suspended can appeal the decision by the Board to the next General Assembly of the Club, which may revoke the Board's decision. If the next General Assembly of the Club is not scheduled within two months from the date of the suspension, an appeal may be made to Skål International, which may decide to delay the suspension until the Club's General Assembly hears the appeal. The suspension will not be effective until a final decision has been taken.
 - (ii) When the conduct or attitude of the member is considered by the Committee to be prejudicial to the interest of the Club or the reputation of Skål, the member can be suspended for a minimum of six months and a maximum of one year without the requirement for a letter of reprimand. The appeal procedure shall be the same as in (i) above.
- c) Expulsion:
 - (i) When the attitude or conduct of a member is considered highly prejudicial to the

interest and/or reputation of Skål or when despite a previous suspension, the member continues with the same attitude or conduct, the Board of the Club may take the decision to expel the member.

- (ii) The member can appeal the decision to the Executive Committee of Skål International within a period of one month from the communication of the expulsion. If an appeal is presented to the Executive Committee of Skål International the expulsion will not become effective until a final decision has been taken.
- (iii) The decision of the Executive Committee shall be taken only after considering any documentation or information received from the Club, the National Committee and the expelled member. The decision of the Executive Committee is final.
- (iv) Expelled members are not entitled to a refund of fees paid or subsequent membership in any Skål Club. Upon confirmation of the expulsion, the name and address of the member must be registered by the General Secretariat of Skål International where the registers will be kept in accordance with Law in force.

CHAPTER III CLUB GOVERNANCE

ARTICLE 19 – BOARD OF THE CLUB

- (a) Active Life, Retired and Young Skål Professional members will elect the Board of Officers, to administer and manage the Club. The Board will comprise:
 - (i) President (or Chairperson where the title President cannot be used due to local regulations)
 - (ii) One or two Vice Presidents (or Vice-Chairpersons)
 - (iii) Secretary
 - (iv) Treasurer
 - (v) A Development/Communications Officer or the Outgoing President or “Past President”
- (b) In addition, in those Clubs with 25 or more Members, the following positions may also be considered by the Board of Officers:
 - (i) Public Relations
 - (ii) Publicity and Sponsorship

- (iii) Programmes and Events
- (iv) Florimond Volckaert Fund/Membership Development Fund
- (v) A Development/Communications Officer or the Outgoing President or “Past President”

These positions, together with the Board of Officers and the members of the Committees, will constitute the Governing Board

- (c) The office of President may not be combined with any other position.
- (d) The offices of Secretary and Treasurer may be combined if so desired.
- (e) The Secretary and the Treasurer may be named by the President, if authorized by the Annual General Meeting or Extraordinary General Meeting.
- (f) The positions outlined in the Operational Plan for Skål International must follow the guidelines as set out by the General Secretariat.
- (g) If a Club due to size, economic or other internal situations cannot adopt the Board of Officers proposed above the National Committee and General Secretariat must be so advised.

The Officers may be assisted by members or, if so decided by the Club Board, by a paid administrator who may attend the Board meetings as observers, with the right to express opinions but not to vote.

ARTICLE 20 – ELECTIONS

The election of the Board members and Club Auditors shall take place at an Annual General Meeting or Extraordinary General Meeting. They will take office as of January 1st of the next year, except when they are elected in an Extraordinary Meeting, in which they will take office immediately or when the Assembly decides.

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

The term of office of the Club President and Vice President shall be ~~1.~~¹ years, with possible re-election for one further term.

¹ *one or two years*

The term of office for the Secretary of a Club shall be.....², with possible annual re-election up to a maximum of six years in total.

The term of the remaining non-representative officers of the Board shall be³ years, with possible annual re-election up to a maximum period of four years.

Any Active, Life, Retired or Young Skål Professional member who has been a member of Skål for at least two year is eligible to stand for election to the Board or as Auditor. Retired members cannot hold representative office such as President or Vice-President but can hold other positions within the Club's Board of Officers.

Only individual candidatures will be accepted. Candidatures presented "en bloc" will not be accepted.

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

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

ARTICLE 21 – COMMITTEES

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

Several Committees may be established, amongst others, the Honor and Justice Committee (constituted with at least three and a maximum of five Past-Presidents), the Statutes and By-Laws

Committee, the Sustainability Committee and the Young Skål Committee.

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

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

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

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

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

Should the President and/or the Board of Officers decide, the other Directors and the members of the Committees may also be summoned to the meetings, in which case the meetings will be named of the Governing Board.

Should there be a paid administrator, if the President and/or the Board of Officers so decide, the administrator may also attend the Governing Board meetings with the right to speak but not to vote.

When due to fortuitous causes or force majeure, there are no conditions for physical attendance of the members of the Board of Officers or the Governing Board, the meetings may be held virtually through a digital platform where attendance of each member as well as the result of electronic voting can be certified. Meetings may also be held in a hybrid form, as long as the attendance of each member of the Board of

² *one or two years*

³ *one or two years*

Officers or the Governing Board can be certified, as well as the result of the votes casted, if any.

ARTICLE 23 – VACANCIES ON THE CLUB BOARD

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

ARTICLE 24 – CLUB PRESIDENT AND VICE PRESIDENT(S)

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

ARTICLE 25 – CLUB SECRETARY

The Secretary is entrusted with the tasks of:

- (a) drafting the minutes of Board of Officers or Governing Board meetings and the Annual and/or Extraordinary General Assemblies.
- (b) drafting and circulating the notices of meetings.
- (c) receiving, drafting and mailing all correspondence.
- (d) Approving, together with the President, the online new members application form on the Skål International platform
- (e) Preparing the agenda for all meetings in agreement with the President.
- (f) Fulfilling the Club's responsibilities towards Skål International and the National Committee.
- (g) Preparing an annual activity report which, after approval by the Board, is submitted to the Annual General Assembly.
- (h) Ensuring that the Statutes of the Club are updated in line with the amendments to the Statutes and By-Laws of Skål International and that the terms therein are respected.
- (i) Maintaining up to date the list of Club members on the Skål International platform, ensuring that all requirements are observed and requesting the needed removals, transfers or changes of category to the General Secretariat.
- (j) Certifying all matters and information concerning the Club.

ARTICLE 26 – CLUB TREASURER

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

Assembly for approval. However, the Treasurer must also submit monthly or quarterly financial reports to the Board of Officers for their discussion and approval, where appropriate.

CHAPTER IV **ASSOCIATION'S ASSETS**

ARTICLE 27 – ASSETS

As a non-profit association, its members have no personal rights to the income or assets of the Club, which must apply them to the goals and objectives set by Skål International and the National Committee, in the fulfillment of Skål Mission and management of the Skål Club.

ARTICLE 28 – INCOME

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

The Annual General Assembly fixes the annual fee for each category of member, considering the fees corresponding to Skål International and the National and/or Area Committee if applicable.

All national and international fees must be paid to the National Committee, if applicable, before February 24 of each year so that it, in turn, may send to Skål International the payment of the corresponding fees before February 28 of each year, otherwise, fees will have to be paid directly by the Club to Skål International by February 28th of each year. Unpaid dues after this date will be subject to a late payment charge by Skål International. Fees not paid by 31 May could result in the suspension of the Club.

Fees are due for the full year irrespective of the date the member is admitted. The Board may reduce the amount of the fees due by new members depending on the time of joining and applying the promotions established by Skål International.

ARTICLE 29 – UTILISATION OF CLUB FUNDS

The Club's funds are used to pay the annual Skål International and National Committee (where one exists) fees, administrative and any other expenses such as development, events, public relations,

welcoming guests, conferences, etc. Expenditure must be in keeping with the budget and must serve the aims and objectives of the Skål Organisation in the achievement of the Skål Mission.

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

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

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

ARTICLE 30 – BUDGET AND FINANCIAL YEAR

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

The Club's financial year will be from 1 January to 31 December year unless the law of the country does not allow it, in which case local law shall prevail.

CHAPTER V **SUPERVISION OF THE ASSOCIATION**

ARTICLE 31 – CLUB AUDITORS AND DUTIES

The supervision of the Club will be in charge of, at least, one Auditor and, preferably, of two, who will not be members neither of the Board of Officers nor the Governing Board.

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

The Auditors shall check the accounts and balance sheet and verify the financial state of the Club. In exercising their duties, the Auditors have the right to check all financial documents, which should be done in the presence of the Club Treasurer. They will prepare (i) a monthly or quarterly report (depending on the availability) of the Club's Financial Statements) to the members of the Board of Officers and/or the Governing Board and (ii) a written report for the Annual General Meeting, which will be sent out with the Agenda

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

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

Auditors may or may not participate in the meetings of the Governing Board and are entitled to speak but not to vote.

CHAPTER VI
CLUB MEETINGS AND QUORUM

ARTICLE 32 – MEETINGS AND VOTING

The supreme body of the Club is the General Assembly.

The Assemblies will be chaired by the President of the Board of Officers and the Secretary of the Board will act as Secretary. Should the President and/or the Secretary not be present, the persons designated by the Assembly will act as President and/or Secretary, respectively. In each Assembly, two Scrutineers will be appointed to validate the votes casted therein.

Only Active, Life, Retired or Young Skål Professional Members are entitled to vote. Votes by proxy or by mail are not allowed. Voting must be secret when it concerns individuals or when, at least 25% of the members voting rights present at the Assemblies/Meetings so request.

Unless these Statutes, those of the National Committee or the By-Laws of Skål International provide otherwise, the results of the votes will be decided by a simple majority.

Detailed minutes of every Assembly/Meeting will be drawn, which will contain the resolutions taken and the summary of the opinions stated, which will be recorded in the respective Minutes Book and will be signed by the President and the Secretary. The attendance list will be added to the appendix of the respective Minutes.

ARTICLE 33 – ANNUAL GENERAL MEETINGS

Only members who have a valid Skål International Active, Life, Retired and Young Skål Professional membership card have the right to speak and vote at the Annual General Meetings, which must be held in the last quarter of each year.

Notice of the Annual General Meeting, including the Agenda, signed by the Secretary and / or the President, must be sent to the Members at least 30 (thirty) days before the date of the Meeting. The financial report, proposed budget, Auditors' report and, if applicable, the list of Candidates for the Board of Officers and/or Auditor must be sent by mail by the Secretary to the members of the Club, at least 15 days before the Meeting is held. In the said Meeting, the members of the new Governing Board and Auditors will be sworn into office, and the outgoing President of the Governing Board, will submit a report.

The Quorum for Annual General Meetings in case of the first summons, requires the attendance of more than fifty percent (50%) of the total Active, Life, Retired and Young Skål Professional members of the Club, and the resolutions will be valid when taken by majority of votes. If the Quorum is not attained under first summons, the Meeting can be held on second summons, which shall be 30 minutes later and the Quorum required will be 30% of the Active, Life, Retired and Young Skål Professional Members of the Club, and resolutions will be valid when taken by the

majority of votes. In case that the 30% Quorum is not met in the second summons, then the Annual General Meeting should be held within the next 2 (two) weeks and the required Quorum will be the one attained with whatever number of members are present thereat, and the resolutions will be valid when taken by a majority of votes.

When due to Acts of God or force majeure there are no conditions for the members to be physically present, their virtual presence will be allowed through a digital platform where both, the attendance of each member and the result of the electronic vote taken, if any, can be certified. The meetings may also be held in a hybrid manner, that is, in person and virtually, as long as both, the attendance of each member and the result of the votes cast can be certified.

ARTICLE 34 – EXTRAORDINARY GENERAL MEETINGS

An Extraordinary General Meeting may be convened by the President, either at the request of a majority of two-thirds of the Board members, or at the request of an Auditor in the case indicated in Article 31, or on the written request of one-third of the Active members of the Club.

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

The quorum and terms required to hold an Extraordinary Meeting will be satisfied in accordance with the provisions of Articles 32 and 33 above, except in the case of the dissolution of the Club, in which case, the Meeting will be carried out as provided in Article 37 hereunder.

ARTICLE 35 – CLUB MEETINGS

The Club must annually hold, in addition to the Annual General Meeting five more meetings or events where all members can participate. Failure to comply with this frequency of meetings can

result in the Club being suspended by Skål International for insufficient activity.

The President and Board members of the National Committee or Skål International Executive Committee can attend any of the Club’s meetings or functions with the right to speak.

**CHAPTER VII
HONORARY DISTINCTIONS**

ARTICLE 36 – HONORARY DISTINCTIONS

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

CHAPTER VIII
SUSPENSION AND TERMINATION OF THE CLUB

ARTICLE 37 – SUSPENSION AND/OR DISSOLUTION, AND LIQUIDATION

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

Failure to maintain the minimum number of 10 Active, Life, Retired and Young Skål Professional members shall result in the automatic suspension of the Club. However, if the Club can recruit sufficient new active members to bring the membership to at least 10, reactivation may be requested from Skål International.

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

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

Any Club which ceases to be a member of Skål International for the foregoing or any other reason shall remove the title Skål from the name of its Club and may not thereafter use the name, badges, insignias, emblems or any other identity of the Skål Movement and shall also return its membership certificate to the General Secretariat for cancellation.

CHAPTER IX
GENERAL PROVISIONS

ARTICLE 38 – SKÅL INTERNATIONAL

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

ARTICLE 39 – INTERNAL CLUB REGULATIONS

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

ARTICLE 40 - AMENDMENT TO CLUB STATUTES

- 1. Club Statutes can only be modified at the Club's Annual General Meeting or at an Extraordinary General Meeting called for this purpose. The Board of the Club or any Active, Life, Retired and Young Skål Professional member can propose modifications. To approve a modification a two-thirds majority of the valid votes cast is required. However, when a change in the Club Statutes is required by modifications to the Official Publications of Skål International, the Board shall prepare the required amendments and inform the members of the reasons for the changes, without asking for the otherwise necessary vote.
- 2. Modifications must be in keeping with the Official Publications of Skål International and where major changes are made to the Club Statutes, the proposed Statutes shall be sent to Skål International for approval before publication.
- 3. All proposals for changes to Club Statutes must be received by the Club Secretary 45 days prior


to the meeting at which this subject is an item on the Agenda.

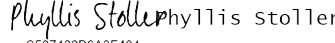
- 4. If it is found that the official publications of Skål International are in conflict with the laws of a country, then the decision of the relevant authority explaining the motives and terms that require modification must be forwarded, in writing, to the General Secretariat to permit Skål International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

ARTICLE 41 – FINAL AUTHORITY

- 1. In case of conflict between the different sets of regulations, the official publications of Skål International and the regulations of the National Committee will take precedence followed by these Statutes, unless exceptions have been previously agreed by the Executive Committee of Skål International. Should there be any conflict between the laws of the country and the official publications of Skål International, the Statutes Director must be informed immediately, to allow the situation to be deliberated on and a decision to be made by the Executive Committee.
- 2. Club Statutes and subsequent modifications to the same, always require the approval of the Statutes Director of Skål International who will consult with the Executive Committee before publication, unless these modifications are the result of amendments to the Statutes and/or By-Laws of Skål International, as stipulated in Section 1 of Article 40, above.

Place and Date: New York City, on 12/10/2023

DocuSigned by:

 Wayne V. Lee, Jr.
 6675171408E34A0...
Name and Signature of the Club President

DocuSigned by:

 Phyllis Stoller
 6587422B6A3E404...
Name and Signature of the Club Secretary

The Secretary General of Skål International certifies that the Executive Committee approved the creation of the Skål Club ofNew York City....., as a member of Skål International, onAPRIL.....1938..... and that this last updated version of its Statutes was approved on 27 February 2024



Name and Signature of the Secretary General of Skål International



By-Law Amendments December 2023

Background

The following two referendums were included in the "2024 Skål Club New York Board of Directors and Referendums" ballot conducted via Election Buddy, from December 3, 2023 @ 3:15pm through December 10, 2023 @ 5:00pm. An audit follows each referendum, and the following link provides the [Voter Audit Report](#).

Referendum 1: Electronic Voting

Overview

The implementation of electronic voting for Skål Club New York, under the discretion of the Board, brings several advantages in terms of efficiency, accessibility, and transparency. Embracing this technology enhances the democratic process within the club, providing members with a convenient and secure means of participating in crucial decisions.

Value and Effectiveness

1. **Accessibility:** Electronic voting allows members to participate in referendums and decision-making processes conveniently from anywhere with an internet connection. This inclusivity ensures a higher turnout and engagement in club affairs.
2. **Efficiency:** The streamlined nature of electronic voting expedites the voting process, reducing the time and resources traditionally associated with manual balloting. This efficiency is particularly crucial for time-sensitive matters that require prompt decision-making.
3. **Transparency:** Electronic voting systems can offer a high level of transparency, providing real-time tracking of votes and results. This transparency helps build trust among members by ensuring the integrity of the voting process.
4. **Cost Savings:** Adopting electronic voting can lead to cost savings associated with the printing and distribution of physical ballots. The reduced administrative burden allows the club to allocate resources more effectively.
5. **Environmental Impact:** Going digital with voting aligns with environmental sustainability efforts by minimizing the use of paper and other resources associated with traditional voting methods.

Referendum

"In light of these benefits, the proposed referendum seeks to empower the Skål Club New York Board with the discretion to implement electronic voting in specific circumstances at the determination of the Board, balancing the advantages of modern technology with the need for prudent governance. Your support for this referendum will contribute to a more dynamic and responsive Skål Club New York. Do you support this referendum?"

Select ONE choice. If you don't want to vote, select abstain.



By-Law Amendments December 2023

AUDIT: Referendum 1: Electronic Voting
Voting members as of December 01, 2023: 85 Quorum: 50% = 43
PLURALITY 48.0 votes tallied and 0 abstentions (quorum established)
Yes: 48 votes
No: 0 votes
Yes wins with 100.00% of the vote.
(additional audit documentation available by request)

Referendum 2: Approve S.I. Model Statues (By-Laws) with Amendments

Rationale

The proposed adoption of the August 2023 Model Statutes from Skål International for Skål Club New York's by-laws is rooted in the pursuit of best practices, global alignment, and continuous improvement. Skal International periodically updates its model statutes to reflect evolving governance standards, ensuring that member clubs benefit from the latest insights in organizational management. Here are key reasons to support this initiative:

1. **Global Standardization:** Aligning our by-laws with the August 2023 Model Statutes ensures consistency with Skal International's global standards. This harmonization promotes a unified approach to governance across Skal clubs worldwide.
2. **Best Practices:** Skal International regularly reviews and refines its model statutes to incorporate industry best practices and lessons learned. By adopting the latest model, Skal Club New York can leverage these insights to enhance its organizational structure, governance, and operational efficiency.
3. **Legal Compliance:** Keeping our by-laws up-to-date with Skal International's model statutes helps ensure legal compliance. This proactive approach mitigates the risk of potential legal challenges and reinforces the Club's commitment to transparent and lawful operations.
4. **Adaptability:** The August 2023 Model Statutes are designed to be adaptable to the diverse needs of Skål clubs. By embracing these model statutes, Skal Club New York can maintain flexibility while benefitting from a strong foundation for effective governance.

DS DS
WVJ PS



By-Law Amendments December 2023

(this referendum included the following image and link to the by-laws in question:)



Click on image to open document

Referendum

"Do you support the adoption of the August 2023 Model Statutes (attached, with Red Text modifications) from Skål International as the official by-laws for Skål Club New York, in alignment with global best practices and to ensure legal compliance?"

Select ONE choice. If you don't want to vote, select abstain.

AUDIT: Referendum 2: Approve S.I. Model Statues (By-Laws) with Amendments
Voting members as of December 01, 2023: 85 Quorum: 50% = 43
PLURALITY 44.0 votes tallied and 4 abstentions (quorum established)
Yes: 44 votes
No: 0 votes
Yes wins with 100.00% of the vote.
(additional audit documentation available by request)

DS DS
WVJ PS