



# SKÅL INTERNATIONAL

International Association of Travel and Tourism Professionals  
Founded 1934

EFFECTIVE DECEMBER 2017

# SKÅL INTERNATIONAL

## STATUTES

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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.

**DECEMBER 2017**

## 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, legally registered in Spain which follows the objectives shown in Article II of these Statutes, for a membership qualified under the classifications shown in Article I of the By-Laws of the Association.
- (c) **Register** - The Association is registered in Spain, subject to Article 22-3 of the Spanish Constitution, 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, Avenida 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 dissolution become necessary the procedure shown in these Statutes shall be followed?
- (g) **Area of Activity** – The territory where the Association will have its principal activity is international.

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 bodies.

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

### Vision, Mission, Objectives, Principles and Structures

#### Section 1 – Vision and Mission Statements

**VISION:** To be a trusted voice in travel and tourism.

**MISSION:** Through leadership, professionalism and friendship, work together to achieve our Vision maximise networking opportunities and support a responsible tourism industry.

#### Section 2 – Objectives and Principles of the Skål Movement

##### OBJECTIVES

- To make all professional, travel and tourism managers worldwide, as defined in the By-Laws, members of the Skål Movement.
- To foster friendship, mutual understanding, peace and 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 worldwide.
- 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.
- To encourage business relationships among members and supporters of Skål under the position statement "Doing Business Among Friends".
- To maintain, sustain and promote the Florimond Volckaert Fund for the benefit of distressed Active, Life, Retired and Associate members, their immediate families and families of deceased members, as set out in the By-Laws.

##### PRINCIPLES

###### **Tourism Professionalism**

Skålleagues are professionals as defined in the By-Laws. 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 promotes a network of international contacts between professionals in the travel and tourism industry to realise their potential by being part of a social body that is attractive and rewarding, by making members' personal information available to other members. These details shall only be used by the members to achieve the objectives of the Association.

Skål also supports the personal goals of the individual member in his involvement with the Association, whether this is for professional or social 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 shall 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. Non-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. The contributions of the members of whatever nature cannot be considered as shares. Direct business and commercial relationships among members and supporters of Skål are, however, 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 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 involved and work for the expansion of the Skål Movement, to share 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 3 – Organisational Structure**

The organisational structure of Skål International is as follows:

- (a) **Clubs** - the basic unit of Skål International is the Club, which shall act as the liaison for Skål International in Skål activities within the Club's geographical boundaries.
- (b) **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.
- (c) **International Skål Council** - The Council is an advisory body to Skål International
- (d) **General Secretariat** - The General Secretariat is the administrative body of Skål International, **led by a Chief Executive Officer with a Secretary General** and personnel, all of whom receive a salary. It is accountable to the Executive Committee.
- (e) **Skål International Executive Committee** - The Executive Committee is the governing body of Skål International. It comprises six elected members who are accountable to the General Assembly. The President of Skål International represents the Association.
- (f) **General Assembly** - The General Assembly of Club Delegates is the supreme body of Skål International and as such 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 are officially registered by 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 a Skål International membership card. All Skålleagues must qualify in one of the six following Skål International categories: Active, Active Individual, Retired, Life, Associate or Young Skål.
- (b) Active and Active Individual 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, Active Individual, Associate and Young Skål membership. Active, Retired and Life members have full voting rights. Active and Life members can hold representative and non-representative offices at all levels of Skål. Retired members can hold non-representative office at Area and National levels of Skål. Young Skål members cannot hold office at any level in Skål, but can be an ex officio member of a board of a local Skål Club. Rights of Associate members are defined in the Skål International By-Laws.
- (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.
- (d) All new members will sign an agreement and commitment to Skål membership.

#### **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 the Board of their National Committee.
- (e) To suspend or expel Club members whose 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) 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 meriting 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, its vision and mission, its objectives and principles to its members, to the travel and tourism industry in the region and to public as a whole.
- (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.
- (d) Clubs which have not met their annual commitments to Skål International will automatically forfeit their rights under Section 3 (a), (b) and (c) of this Article until the commitments have been met.

#### **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 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.

#### **ARTICLE IV**

##### **National and Area Committees**

National and Area Committees are approved, suspended and terminated by the Skål International Executive Committee.

The full details and regulations for National and Area Committee are contained in the By-Laws and in the Model Statutes for National and Area Committees.

#### **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 and regions/countries as determined, from time to time, by the Executive Committee.

The organisation, management, powers and proceedings of the International Skål Council are covered in the By-Laws and 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 six 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 three Directors.
- (b) The maximum term of office for a member of the Skål International Executive Committee shall be six years in total.
- (c) Candidates for election to the Executive Committee shall sign a binding Memorandum of Understanding (MOU).
- (d) Executive Committee members cannot hold any other office in Skål International.

##### **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 appoint any officer whose election is not otherwise provided for in the current Statutes and By Laws
- (c) To appoint working or study groups for special functions
- (d) 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.
- (e) To delegate any of its powers to one or more members of the Executive Committee and the **Chief Executive Officer or Secretary General**.
- (f) To appoint External Auditors in accordance with Spanish Law.
- (g) To summon the Assemblies and to apply the decisions taken by them
- (h) 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.
- (i) To arbitrate in any dispute within the Skål organisation
- (j) 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.
- (k) To appoint, discipline or dismiss the employees of the General Secretariat of Skål International.
- (l) 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.
- (m) To establish policies, to identify priorities and approve the planning and procedures of Skål International within its authority
- (n) To prepare the annual budget
- (o) 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.
- (p) To meet when and where necessary

- (g) 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 of 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 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.

### **Section 5 – Quorum**

The quorum at all Executive Committee meetings is a minimum of four members.

## **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) To acquire or dispose of any real estate. The General Assembly will confirm the funds to be used for purchases and also where any funds received from sales should be allocated.
- (g) Approval of the annual reports of the officers of Skål International
- (h) Approval of the amendments to the Statutes
- (i) 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
- (j) Election of Membres d'Honneur of Skål International
- (k) 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's income is derived from the following sources:

- (a) Administration fees from newly admitted Clubs and members, as stipulated in the By-Laws.
- (b) Annual membership dues will be decided by the Assembly, no less than twelve months before the specific due becomes applicable. Membership dues shall be a specific Assembly Agenda item when a change in the rate of dues is requested.

- (c) Donations, Sponsorship and other revenues - All such income received shall be recorded in the accounts held at the General Secretariat and used solely for Skål International purposes.
- (d) Interest from funds deposited in bank or similar accounts and any other investments.
- (e) Income from any other activities and legal sources.

### **Section 2 - Registration Value**

The Association has a registration value of Euros 450,760 (four hundred and fifty thousand, seven hundred and sixty Euros).

### **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 a report on the finances of Skål International ensuring that the expenditures, fund status and the financial and operational management of the Association are in keeping with the Skål International Statutes and By-Laws. An Internal Auditor cannot hold any other office in Skål International at any level.

### **Section 4 - Reserve Fund**

- (a) 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.
- (b) The General Assembly authorise the Director of Finance to allow the Reserve Fund to be used, if necessary, as a guarantee against the Skål International Credit Card Facility, ensuring at all times that such a guarantee is in the best interests of Skål International. The Director of Finance is tasked to report to the General Assembly each year the amount of such a guarantee and the percentage of the Reserve Fund it represents.

### **Section 5 – Books of Association**

Associations must hold the following books and documents:

- (a) A book of members, which will contain 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, laws and regulations in Spain.
- (c) An inventory of its assets.
- (d) A book or file of the Minutes of the meetings of its governing and representative bodies.

### **Section 6 – Financial year and Budget**

- (a) The accounting year will commence on 1 January and end on 31 December of each year.
- (b) The Executive Committee will draw up a budget annually which will be approved by the General Assembly.
- (c) 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. Five percent (5%) or more of the Clubs are 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 fundamental procedure specified or not in the Statutes must be removed from the By-laws and submitted as a Statute when Statutes are modified. The By-laws will be adjusted to reflect changes to the Skål International Statutes within two (2) 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 every two years unless the Executive Committee 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 for amendments**

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 four (4) 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 two (2) months prior to the opening date of the Assembly in question.

The General Secretariat shall forward to the Executive Committee, in an appropriate format, all proposals received, immediately after the deadlines.

The General Secretariat 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 six (6) weeks 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 one month of the closing of the Assembly. The amendments will become effective two (2) 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 foundation.