

**PROPOSED AMENDMENTS TO THE
SKÅL INTERNATIONAL BY-LAWS 2022**

ORIGINAL	PROPOSED CHANGE	RATIONALE	Nº
<p style="text-align: center;"><u>GENERAL COMMENTS</u></p>	<p>New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.</p>	<p>To reorganize/modernize the leadership on the international level to ensure representation for all regions of the Skål world, so as to better serve membership, control finances and ensure that the most qualified members serve Skål.</p> <p>Clubs, National and Area Committees are not affected by this reorganization.</p> <p>In the By-Laws:</p> <ul style="list-style-type: none"> (i) Any reference made to the Executive Committee should be considered to be Executive Board. (ii) Any reference made to the CEO or to the Chief Operating Officer should be considered to be to the Secretary General, and (iii) Any reference to the ISC, the ISC President, the ISC Councillors or Councillors should be removed. 	<p>1.</p>

<p style="text-align: center;">ARTICLE I SKÅL CLUBS AND MEMBERSHIP</p> <p>Section 1 – Membership</p> <p>1.1. Membership categories</p> <p>21. CHIEF EXECUTIVE OFFICER OF SKÅL INTERNATIONAL</p> <p>The Chief Executive Officer of Skål International qualifies for Active membership whilst employed in this position and upon payment of the annual international membership fee.</p>	<p style="text-align: center;">ARTICLE I SKÅL CLUBS AND MEMBERSHIP</p> <p>Section 1 – Membership</p> <p>1.1. Membership categories</p> <p>21. CHIEF EXECUTIVE OFFICER OF SKÅL INTERNATIONAL</p> <p>The Chief Executive Officer of Skål International qualifies for Active membership whilst employed in this position and upon payment of the annual international membership fee.</p>	<p>To remove the Chief Executive Officer from Active membership.</p>	<p>2.</p>
<p style="text-align: center;">ARTICLE I SKÅL CLUBS AND MEMBERSHIP</p> <p>Section 1 – Membership</p> <p>1.4. MEMBERSHIP TITLES</p> <p>(i) Representative Skål Offices:</p> <p>Members of the Executive Committee President at any Skål level International Skål Councillor Internal Auditor and Deputy Internal Auditor of Skål International</p>	<p style="text-align: center;">ARTICLE I SKÅL CLUBS AND MEMBERSHIP</p> <p>Section 1 – Membership</p> <p>1.4. MEMBERSHIP TITLES</p> <p>(i) Representative Skål Offices:</p> <p>Members of the Executive Committee Board President at any Skål level International Skål Councillor Internal Auditor and Deputy Internal Auditor of Skål International</p>	<p>New elevated structure resulting in a merger of the ISC and EC to create an Executive Board. Remove Deputy Auditor as Representative office.</p>	<p>3.</p>

<p style="text-align: center;">ARTICLE III INTERNATIONAL SKÅL COUNCIL</p> <p>Section 1 – Composition</p> <p>The International Skål Council is an advisory body to the Executive Committee of Skål International and shall comprise the President and Councillors elected to represent National and Area Committees. The organisation, management, powers and proceedings of the International Skål Council are covered in the Council Operations Manual, which has the status of By-laws of Skål International. The Councillors are elected for a term of two years by their National or Area Committee and may be re-elected for a further two terms making a maximum of six years in office.</p>	<p style="text-align: center;">ARTICLE III INTERNATIONAL SKÅL COUNCIL</p> <p>Section 1 – Composition</p> <p>The International Skål Council is an advisory body to the Executive Committee of Skål International and shall comprise the President and Councillors elected to represent National and Area Committees. The organisation, management, powers and proceedings of the International Skål Council are covered in the Council Operations Manual, which has the status of By-laws of Skål International. The Councillors are elected for a term of two years by their National or Area Committee and may be re-elected for a further two terms making a maximum of six years in office.</p>	<p>New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.</p>	<p>4.</p>
<p style="text-align: center;">ARTICLE IV EXECUTIVE COMMITTEE</p> <p>Section 1 - Executive Committee Meetings</p> <p>(a) The Executive Committee will be convened upon call of the President, as follows: (i) immediately after the General Assembly (ii) immediately preceding the Mid-Year and Annual meetings of the International Council (iii) at least once between the above meetings or on such other occasions as decided by the President. These meetings may also be held via Skype, internet conferences or similar</p>	<p style="text-align: center;">ARTICLE IV EXECUTIVE COMMITTEE BOARD</p> <p>Section 1 - Executive Committee Board Meetings</p> <p>(a) The Executive Committee Board will be convened upon call of the President, as follows: (i) immediately after the General Assembly During the Congress (ii) At a the Mid-Year Meeting and Annual meetings of the International Council (iii) at least eight times during the course of the year as determined by the President. These meetings may also be held via Skype Zoom, internet conferences or similar</p>		<p>5.</p>

<p>(b) The Executive Committee shall also be summoned at any time that appeal is made for its arbitration or whenever a majority of its members makes a written request to the President.</p> <p>(c) The quorum at all Executive Committee meetings is a minimum of four members.</p> <p>(d) Should the Executive Committee meetings be convened with the presence of the International Council President and/or the Chief Executive Officer (CEO) of Skål International, the meetings will be called Executive Board Meetings, but only the members of the Executive Committee will have the right to vote.</p> <p>(e) Executive Committee and Executive Board members may attend the meetings either in person or virtually on a platform allowing real time participation, interactivity and communication. The technical platform must also allow identification of the attendees as well as voting. The attendees are considered to be present at the meeting regardless of their attendance in person or virtually. All in person meetings will be held at locations indicated by the President of Skål International”.</p> <p>(e) Any decision taken by the President without the vote of the Executive Board is subject to review and cancellation. As soon as the matter is known to all the members of the executive board, any of them may raise an objection, in which case the matter must be debated and put to a vote of the full board for ratification.</p>	<p>(b) The Executive Committee Board shall also be summoned at any time that appeal is made for its arbitration or whenever a majority of its members makes a written request to the President.</p> <p>(c) The quorum at all Executive Committee meetings is a minimum of eight members.</p> <p>(d) Should the Executive Committee meetings be convened with the presence of the International Council President and/or the Chief Executive Officer (CEO) SECRETARY GENERAL AND IMMEDIATE PAST PRESIDENT of Skål International, the meetings will be called Executive Board Meetings, but only the members of the Executive Committee will have the right to vote.</p> <p>(e) Executive Committee and The Executive Board members may attend the meetings either in person or virtually on a platform allowing real time participation, interactivity and communication. The technical platform must also allow identification of the attendees as well as voting. The attendees are considered to be present at the meeting regardless of their attendance in person or virtually. All in person meetings will be held at locations indicated by the President of Skål International”.</p> <p>(e) Any decision taken by the President without the vote of the Executive Board is subject to review and cancellation. As soon as the matter is known to all the members of the executive board, any of them may raise an objection, in which case the matter must be debated and put to a vote of the full board for ratification.</p>	<p>Remove distinction between Executive Committee and Executive Board meetings.</p> <p>Addition of to clarify procedure if the President makes decisions without the approval of the Executive Board.</p>
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<p>Section 3 - Discussion and votes</p> <p>(a) The decisions taken by the Executive Committee at Executive Board Meetings shall require an absolute majority (50% + 1) of the valid votes cast.</p> <p>(b) The members of the Executive Committee can, without meeting together, transact business in writing, or by electronic communication and vote on urgent matters sent to them by or with the approval of the President. The voting shall be considered closed 48 hours from the date of dispatch provided an absolute majority of the members of the Committee have returned their votes by that time, or it shall be considered closed at any time prior thereto, if and when an absolute majority of the members of the Committee has voted affirmatively, or negatively.</p>	<p>Section 3 - Discussion and votes</p> <p>NEW SECTION (a)</p> <p>(a) Each of the 11 Directors, the Vice President and the President have one vote.</p> <p>(b) The decisions taken by the Executive Board shall require an absolute majority (50% + 1) of the valid votes cast. In the event there is a tie, a second vote will be taken and if the tie persists, the President will have a casting vote.</p> <p>(c) The members of the Executive Committee-Board can, without meeting together, transact business in writing or by electronic communication and vote on urgent matters sent to them by or with the approval of the President. The voting shall be considered closed 48 hours from the date of dispatch provided an absolute majority of the members of the Committee Board have returned their votes by that time, or it shall be considered closed at any time prior thereto, if and when an absolute majority of the members of the Committee Board have voted affirmatively, or negatively.</p>	<p>To clarify voting rights</p> <p>Since the minimum quorum for a EB Meetings is now EIGHT, there is a possibility to have ties, and there has to be a means of resolving them.</p>	<p>6.</p>
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<p>Section 4 - Minutes</p> <p>The General Secretariat must prepare the minutes of each meeting and submit them for approval to the President and members of the Executive Board present at the meeting. After approval, a copy of the minutes must be sent, by the General Secretariat, to each member of the Executive Board within 30 days from the date of the meeting, provided the minutes are received prior to the next meeting.</p> <p>After confirmation at the following meeting by the members of the Executive Board, the minutes must be signed by the President and a Vice President and recorded by the General Secretariat in a book/file kept for this purpose.</p>	<p>Section 4 - Minutes</p> <p>The General Secretariat must prepare the minutes of each meeting and submit them for approval to the President and members of the Executive Board present at the meeting. After approval, a copy of the minutes must be sent, by the General Secretariat, to each member of the Executive Board within 30 days from the date of the meeting, provided the minutes are received prior to the next meeting.</p> <p>After confirmation at the following meeting by the members of the Executive Board, the minutes must be signed by the President and a the Vice President and recorded by the General Secretariat in a book/file kept for this purpose.</p>	<p>Correction to only one Vice President.</p>	<p>7.</p>
<p>Section 5 - Responsibilities of the Members of the Executive Committee</p> <p>(b) The President may delegate all or part of his duties to either the Vice Presidents and/or the Directors. However, all documents legally binding on the A.I.S.C. must bear the signature of the President jointly with that of one of the Vice Presidents or the Chief Executive Officer.</p> <p>(c) The Vice Presidents shall assist the President in the execution of his duties and deputise for him as required.</p>	<p>Section 5 - Responsibilities of the Members of the Executive Committee</p> <p>(b) The President may delegate all or part of his duties to either the Vice Presidents and/or the Directors. However, all documents legally binding on the A.I.S.C. on the organization must bear the signature of the President jointly with that of one of the Vice Presidents or the Chief Executive Officer Secretary General</p> <p>(c) The Vice Presidents shall assist the President in the execution of his duties and deputise for him as required.</p>	<p>Since there is now only one Vice President.</p> <p>Better language.</p>	<p>8.</p>

<p>(e) Two of the three Directors, or the Vice Presidents in addition to responsibilities as executive officers of Skål International, shall have one of the following specific duties:</p> <p>(i) Finance and Administration Director - To be accountable:</p> <ul style="list-style-type: none"> - to the Executive Committee and General Assembly for the funds and accounts of Skål International - for the control of all monies and accounts of Skål International - for the supervision of the receipts and expenditure of Skål International in accordance with the decisions of the Executive Committee and to report to it as specified or requested - for presenting an annual financial report and balance sheet for all Skål International accounts and funds and a budget to the General Assembly for its approval - for working in close cooperation and contact with the Trustees of the Florimond Volckaert Fund, the Internal and External Auditors and the Skål International appointed lawyer and bank - for controlling, the administration of the General Secretariat 	<p>(e) Seven of the thirteen Directors, or and the Vice Immediate Past Presidents, in addition to the responsibilities as executive officers of Skål International, shall have one of the following specific duties:</p> <p>(i) Finance and Administration Committee Director – The Director to be accountable:</p> <ul style="list-style-type: none"> - to the Executive Committee Board and General Assembly for the funds and accounts of Skål International - for the control of all monies and accounts of Skål International - for the supervision of the receipts and expenditure of Skål International in accordance with the decisions of the Executive Committee Board and to report to it as specified or requested - for presenting an annual financial report and balance sheet for all Skål International accounts and funds, and a budget to the General Assembly for its approval - for working in close cooperation and contact with the Trustees of the Florimond Volckaert Fund, the Internal and External Auditors and the Skål International appointed lawyer and bank -for being one of the Trustees of the Membership Development Fund - for controlling, the administration of the General Secretariat <p>The Finance Director – must have a background in finance and will be vetted and selected from one of the elected Directors</p>	<p>Number of Permanent Committees the EB will maintain.</p> <p>Added language of qualifications for Finance Director.</p>	<p>9.</p>
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<p>(ii) Statutes Director - To be accountable:</p> <ul style="list-style-type: none"> - for ensuring that the Statutes, By-Laws, Model Statutes and any regulations adopted by the organisation, are updated to meet Skål requirements. - for ensuring that the Skål International Statutes and By-Laws are applied and that Clubs, National and Area Committees function in accordance with these documents. - for advising the Executive Committee on the Statutes of Clubs, National and Area Committees and amending existing Statutes submitted by the same for ratification. - for advising the Executive Committee in respect of membership applications requiring Executive Committee approval or which are under query. <p>(iii) The portfolio of the Vice Presidents and Directors will be decided by the President. The Vice Presidents and Directors will work closely with the relevant International Council committee.</p>	<p>(ii) Governance and Statutes Committee. This Committee will be Chaired by the Immediate Past President who will be accountable:</p> <ul style="list-style-type: none"> - for ensuring that the Statutes, By-Laws, Model Statutes and any regulations adopted by the organisation, are updated to meet Skål requirements. - for ensuring that the Skål International Statutes and By-Laws are applied and that Clubs, National and Area Committees function in accordance with these documents. - for advising the Executive Committee Board on the Statutes of Clubs, National and Area Committees and amending existing Statutes submitted by the same for ratification. - for advising the Executive Committee Board in respect of membership applications requiring Executive Committee Board's approval or which are under query. <p>(iii) Technology - Digital Transformation Committee Director</p> <p>(iv) Public Relations, Communications and Marketing Committee Director</p> <p>(v) Sponsorships and Special Projects Committee Director</p> <p>(vi) International Expansion/Membership Retention Committee Director</p> <p>(vii) Advocacy/Industry Relationships Committee Director</p> <p>(viii) The portfolio of the Vice Presidents and Directors will be decided by the President who may also decide to create additional Committees. The Vice Presidents and Directors will work closely with the relevant International Council committee.</p>	<p>Changed to Governance and Statutes Committee.</p> <p>Committees as decided by the Governance Committee and approved by the EB.</p>	
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<p style="text-align: center;">ARTICLE V ELECTIONS TO THE EXECUTIVE COMMITTEE</p> <p>Section 1 - Nomination and Elections to the Executive Committee</p> <p>(a) All votes must be by secret ballot, each duly accredited delegate being an elector.</p> <p>(b) The procedures for the elections are as follows: (i) The nomination of candidates shall be in accordance with Section 4 of this Article and be received by the General Secretariat by the dates specified therein. (ii) The General Secretariat will ensure that there are sufficient electronic voting units for the delegates and that the same are distributed to all delegates registering at the Assembly Credentials Desk. Whether a quorum exists will be established after the distribution of the voting units. The General Secretariat must be informed well in advance if the electronic voting units cannot be used in order to prepare ballot papers.</p>	<p style="text-align: center;">ARTICLE V ELECTIONS TO THE EXECUTIVE COMMITTEE BOARD</p> <p>Section 1 - Nomination and Elections to the Executive Committee Board</p> <p>(a) All votes must be by secret ballot, each duly accredited delegate being an elector.</p> <p>(b) The procedures for the elections are as follows: (i) The nomination of candidates shall be in accordance with Section 4 of this Article and be received by the General Secretariat by the dates specified therein. (ii) The General Secretariat will ensure that there are sufficient electronic voting units for the delegates and that the same are distributed to all delegates registering at the Assembly Credentials Desk. Whether a quorum exists will be established after the distribution of the voting units. The General Secretariat must be informed well in advance if the electronic voting units cannot be used in order to prepare ballot papers. REPLACED BY NEW SECTION (II) AS BELOW</p> <p>(II) Elections will be held virtually, and voting will be held for a minimum of 48 hours. Election results will be announced during the AGM.</p> <p>NEW SECTION (c) and (d) AS BELOW</p> <p>(c)The Executive Board of Directors will be elected from the thirteen determined Regions. Six Directors will be elected in 2022 and seven in 2023, and alternating these numbers in future years: Six in one year and seven in the next. However, the Region to which the incoming President belongs will not have a candidate.</p>	<p style="text-align: right;">10.</p> <p>New election procedures.</p> <p>New election procedure for Directors.</p>
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The candidates for elections for Directors will come from the countries in each of the thirteen Regions identified on the document attached to these By-Laws. Nevertheless, there might be countries within a Region that could decide not to nominate a candidate for Director. Elections for Directors will be held within two weeks prior to the General Assembly. These elections will also be organized by the Secretariat in each Region via Election Buddy or similar, and will allow Clubs within each Region a 48 hours window for voting, 36 hours for a second ballot. Regions with only one country will have to nominate, at least, two candidates. The Ballot for Director will be specific to the candidates from each country in a given Region to be voted on only by the Clubs within their Region.

Elections for Vice President, Auditors and Membres d'Honneur will be held at the same time as those of Directors and in the same ballots for each of the Regions.

Elections for the Vice President should follow the stipulations of Sub-Section (f) below.

Clubs with 66 or more members will have a second vote.

(d) In case there is an Area Committee comprising of several Regions and, if the Regions within that Area so wish, they may decide to appoint/elect their candidates for Directors at the Area level.

(c) The election to fill the vacancies for Director(s) on the Executive Committee shall be by two ballots, if necessary. The candidate(s) obtaining an absolute majority after the first ballot is (are) considered elected. The absolute majority is determined by the number of ballots cast for the election, not the total number of votes distributed to the delegates. The number of votes cast for each candidate must be made

(e) The election to fill the vacancies for Director(s) on the Executive **Board** shall be by two ballots, if necessary. The candidate(s) obtaining an absolute majority **(50%+1)** after the first ballot is (are) considered elected. The absolute majority is determined by the number of ballots cast for the election, not the total number of votes distributed to delegates. The number of votes cast for each

<p>known to the Assembly. If after the first ballot one or more offices remain vacant, a second ballot must be held. If there is one vacancy the two candidates with the highest votes will remain. If there are two vacancies the three candidates with the highest votes will remain. For any additional vacancy an additional candidate will remain. All other candidates must withdraw. The candidate(s) obtaining a simple majority (most votes) is (are) declared elected.</p> <p>(d) The election of Vice President will be by absolute majority of the total votes cast on the first vote among the three eligible Directors of Skål International. In the event of an absolute majority not being achieved, the Director with the lowest number of votes will retire from the election and a second ballot by simple majority (most votes) will then take place.</p>	<p>candidate must be made known to the Assembly. If after the first ballot one or more offices remain vacant, a second ballot must be held. If there is one vacancy the two candidates with the highest votes will remain. If there are two vacancies the three candidates with the highest votes will remain. For any additional vacancy an additional candidate will remain. All other candidates must withdraw. After the first round, the candidate(s) obtaining a simple majority (most votes) is (are) declared elected. The candidate receiving the second highest number of votes will be the Deputy Director for the Region and will serve on one of the Committees.</p> <p>All remaining candidates who run for Director will automatically be eligible to be appointed as member of one of the Committees listed in section 5 above, based on their skills.</p> <p>Should an elected Director, for any reason, leave the Board, the Deputy Director of their Region will assume the position. If the Deputy cannot assume the position, an election within the Region will be called within 45 days of the vacancy with nominations within 30 days. If the vacancy happens with less than 6 months of the term of office of the leaving Director, then the seat will remain empty until the upcoming election at the Annual General Assembly and the person elected from that Region will begin service right after the election. These extra months will not affect the new Directors term of office</p> <p>NEW SECTION (f) AS BELOW</p> <p>(f) The election of the Vice President will be as follows:</p> <p>(i) Candidates will be nominated by Directors for a one-year term and will assume the Presidency the following year.</p> <p>(ii) The Candidates for Vice President must be from among the eleven presently serving Directors.</p> <p>(iii) Vice President is elected by membership (all Clubs).</p>	<p>New Election Procedures for Vice President.</p>
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<p>(e) The two Vice Presidents will be candidates for election as President. The Vice President securing an absolute majority of the total votes cast is declared elected. If both Vice Presidents secure the same number of votes, a further ballot or ballots must be held until one has an absolute majority</p>	<p>(iv) A minimum of two candidates will be nominated by the Board, however every Director may apply to be elected even if not nominated by the Board. (v) The Vice President is elected with a minimum of 50% + 1 of votes cast. (vi) Candidate receiving the second highest vote will be the Deputy_Vice President. (vii) The Deputy Vice President will assume the position of Vice President should that person be unable to fulfil their term. (viii) If the Deputy is elevated to the Vice President's position, after the end of their term will become the next President. (ix) If the Deputy Vice President remains Deputy for the whole year without becoming Vice President, then next year he/she may run again for the Vice President election. (x) A Vice President cannot represent a Region that has had a Skål President in the past three years.</p> <p>The election of Vice President will be by absolute majority (50%+1) of the total votes cast on the first vote among the eligible Directors of Skål International. In the event of an absolute majority not being achieved, and should there be more than two candidates, the Director with the lowest number of votes will retire from the election and a second ballot will then take place. This process will continue until one candidate has at least 50% +1 of the votes cast.</p> <p>(e) The two Vice Presidents will be candidates for election as President. The Vice President securing an absolute majority of the total votes cast is declared elected. If both Vice Presidents secure the same number of votes, a further ballot or ballots must be held until one has an absolute majority</p>		
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<p>Section 2 - Qualifications of Candidates</p> <p>(a) Candidates for election as officers of Skål International must be Active, Life members in good standing in their Clubs.</p> <p>(b) The Executive Committee may not have more than one office occupied by members of Clubs in the same country. If more than one person is nominated for the position of Director from the same country, the candidate receiving the most nomination votes from that country shall be declared the nominee by the country's National Committee.</p> <p>(c) All candidates for offices, duly nominated under the provisions of the Statutes will be presented to the delegates at the first session of the Assembly. In addition a full professional and Skål curriculum vitae for the candidates will be sent to the Clubs with the Assembly Agenda.</p>	<p>(g) The position of President will be by Automatic Elevation from the Vice President position for a one-year term with no possibility of serving another term. The President is one of the 13 Directors.</p> <p>Section 2 - Qualifications of Candidates</p> <p>(a) Candidates for election as officers of Skål International must be Active or Life members in good standing in their Clubs.</p> <p>(b) The Executive Committee Board may not have more than one office occupied by members of Clubs in the same Region, except in the case of the Region of the Immediate Past President, where there will be another Board Member, given the fact that the Immediate Past President is a non-voting member of the Executive Board. If more than one person is nominated for the position of Director from the same Region, the candidate receiving the most nomination votes from that Region shall be declared the nominee by the Region.</p> <p>(c) All candidates for offices, duly nominated under the provisions of the Statutes will be presented to the delegates at the first session of the Assembly. Candidates' virtual forums which will be organized by Skål International in each Region in advance of elections. In addition, a full professional and Skål curriculum vitae for the candidates will be sent to the Clubs with the Assembly Agenda.</p>	<p>New Election Procedures for President.</p> <p>Candidate Forums.</p>	
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NEW SECTION (D) FOLLOWS:

(d) Candidates, as minimum qualifications, must have been a member of Skål for at least the three years immediately preceding his/her nomination and have served as officers at the Club, National and/or Area Committee level. They must be fluent in one of the three official languages of Skal International, and be nominated and endorsed either by his/her Cub, or the National and Area Committee, if one exists.

Section 3 - Term of Office

The term of office of each of the members of the Executive ~~Committee~~ **Board** shall be as follows:

- (a) The President and elected ~~Executive Committee~~ **Board** members shall hold office from January 1 through December 31. At the end of the calendar year, the President shall ~~cease to be a member of the Executive Committee.~~ **take the position of Immediate Past President and shall continue on the Executive Board but will have no vote. This change will take effect January 1, 2023.**
- (b) The Vice Presidents shall hold office for a maximum of ~~two~~ **one years.**
- (c) The Directors shall hold office for a ~~maximum term of three~~ **two consecutive years, with the possibility of being re-elected to one additional term of two years. The only circumstance in which a Director can remain longer than four years on the Executive Board is if they are elected to be Vice President and then assume the Presidency.**

Section 3 - Term of Office

The term of office of each of the members of the Executive Committee shall be as follows:

- (a) The President and elected Executive Committee members shall hold office from January 1 through December 31. At the end of the calendar year, the President shall cease to be a member of the Executive Committee. This change will take effect January 1, 2020.
- (b) The Vice Presidents shall hold office for a maximum of two years.
- (c) The Directors shall hold office for a maximum of three consecutive years.

New Terms of Office.

<p>Section 4 - Nomination of Candidates for Director</p> <p>Any Club having fulfilled its financial and other responsibilities to Skål International may nominate from amongst its Active or Life members, one candidate for office as Director. Such nominations shall be made by the Clubs by forwarding to the Secretary General, before 30 June of the year the election is to take place, a copy of the resolution adopted at a regular meeting of the Club concerned nominating such candidate. Such candidates must have been a member of Skål for a minimum of three years immediately preceding the elections and have served as President or other Board positions at the Club, National and/or Area Committee level, or as International Councillor for a combined total of at least two years. A full professional and Skål curriculum vitae must accompany the nomination.</p> <p>The ideal number of candidates to present for election, will be the number of possible vacancies on the Executive Committee plus two. The Succession Committee may put forward one candidate for each possible vacancy, if the ideal number of candidates is not available.</p> <p>The Executive Committee may decide to extend the date for submission of candidatures if the required number is not received by the deadline.</p>	<p>Section 4 - Nomination of Candidates for Director</p> <p>Any Club having fulfilled its financial and other responsibilities to Skål International may nominate from amongst its Active or Life members, one candidate to become for office as candidate for Director of their country. If nominated, such nominations shall be made by the country Clubs by forwarding to the Secretary General, 60 days prior to the Annual General Assembly before 30 June of the year the election is to take place, a copy of the resolution adopted at a regular meeting of the Club concerned nominating such candidate. A full professional and Skål curriculum vitae must accompany the nomination.</p> <p>The ideal number of candidates to present for election, will be the number of possible vacancies on the Executive Committee plus two. The Succession Committee may put forward one candidate for each possible vacancy, if the ideal number of candidates is not available.</p> <p>The Executive Committee Board may decide to extend the date for submission of candidatures if the required number is not received by the deadline.</p>	<p>New election procedure for Directors.</p>	
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<p>Section 6 – Succession Committee</p> <p>A Succession Committee to fill vacancies on the Executive Committee, will be set up in order to propose potential, competent and willing candidates for the Executive Committee. Candidates should be evaluated on professional acumen, leadership, communications, understanding of cultural diversity and sensitivity, professional skills and qualifications and Skål experience. The Committee will identify, evaluate and recommend qualified candidates for elected offices to ensure that positions are filled with actively engaged individuals. The Committee will consist of the Immediate Past-President of Skål International, the President of the International Skål Council or International Skål Council Senior Vice-President, if the International Skål Council President is seeking election for the Executive Committee, and up to three additional members who will be appointed by the Immediate Past-President of Skål International.</p>	<p>Section 6 – Succession Committee</p> <p>A Succession Committee to fill vacancies on the Executive Committee, will be set up in order to propose potential, competent and willing candidates for the Executive Committee. Candidates should be evaluated on professional acumen, leadership, communications, understanding of cultural diversity and sensitivity, professional skills and qualifications and Skål experience. The Committee will identify, evaluate and recommend qualified candidates for elected offices to ensure that positions are filled with actively engaged individuals. The Committee will consist of the Immediate Past-President of Skål International, the President of the International Skål Council or International Skål Council Senior Vice-President, if the International Skål Council President is seeking election for the Executive Committee, and up to three additional members who will be appointed by the Immediate Past-President of Skål International.</p>	<p>Removed since it's redundant with the new organization.</p>	<p>11.</p>
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<p style="text-align: center;">ARTICLE VI SKÅL INTERNATIONAL GENERAL ASSEMBLY OF DELEGATES</p> <p>Section 1 - Organisation - Time and Place</p> <p>The General Assembly will be held annually, upon call by the President at the time and at the Congress site determined by the General Assembly. For reasons of force majeure the venue and dates may be changed and the annual general meeting may be held virtually, if circumstances exist, or government regulations prevent the participation of delegates in person. The President shall issue and the General Secretariat shall address the formal notice of the meeting of the Assembly at least three months before the date fixed to the:</p> <ul style="list-style-type: none"> (i) President and Secretary of each Club (ii) President and Secretary of each National and Area Committee (iii) Members of the International Council (iv) Members of the Executive Committee (v) Honorary Presidents, Past-Presidents and "Membres d'Honneur" of Skål International. (vi) Internal Skål Auditors 	<p style="text-align: center;">ARTICLE VI SKÅL INTERNATIONAL GENERAL ASSEMBLY OF DELEGATES</p> <p>Section 1 - Organisation - Time and Place</p> <p>The General Assembly will be held annually, upon call by the President at the time and at the Congress site determined by the General Assembly. The Assembly can take place in person, virtually, or in a hybrid format. For reasons of force majeure the venue and dates may be changed and the annual general meeting may be held virtually, if circumstances exist, or government regulations prevent the participation of delegates in person. The President shall issue and the General Secretariat shall address the formal notice of the meeting of the Assembly at least three months before the date fixed to the:</p> <ul style="list-style-type: none"> (i) President and Secretary of each Club (ii) President and Secretary of each National and Area Committee (iii) Members of the International Council (iv) Members of the Executive Committee Board (v) Honorary Presidents, Past-Presidents and "Membres d'Honneur" of Skål International. (vi) Internal Skål Auditors 	<p>To enhance the way Assemblies should take place, so as to make them more participative.</p> <p>New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.</p>	<p>12.</p>
<p>Section 2 - Officers of the Assembly</p> <p>(a) The officers of the Assembly shall be the members of the Executive Committee and the President of the International Council assisted by the Chief Executive Officer and the staff of the General Secretariat.</p>	<p>Section 2 - Officers of the Assembly</p> <p>(a) The officers of the Assembly shall be the members of the Executive Committee Board and the President of the International Council assisted by the Chief Executive Officer Secretary General and the staff of the General Secretariat.</p>	<p>Replace CEO with SG. New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.</p>	<p>13.</p>

<p style="text-align: center;">ARTICLE VII PROCEDURES FOR ASSEMBLIES</p> <p>Section 2 - Matters for discussion</p> <p>(a) Matters for a General Assembly Agenda, except Statutes amendments proposals (which are covered in Statutes, Article X), but including any protest against a By-Laws amendment, as stated in Article XV, (c) may be submitted by:</p> <ul style="list-style-type: none"> (i) the member Clubs (ii) the National and Area Committees (iii) the International Skål Council (iv) the Executive Committee of Skål International (v) The Chief Executive Officer of Skål International 	<p style="text-align: center;">ARTICLE VII PROCEDURES FOR ASSEMBLIES</p> <p>Section 2 - Matters for discussion</p> <p>(a) Matters for a General Assembly Agenda, except Statutes amendments proposals (which are covered in Statutes, Article X), but including any protest against a By-Laws amendment, as stated in Article XV, (c) may be submitted by:</p> <ul style="list-style-type: none"> (i) the member Clubs (ii) the National and Area Committees (iii) the International Skål Council (iv) the Executive Committee Board of Skål International (v) The Chief Executive Officer Secretary General of Skål International 	<p>New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.</p>	<p>14.</p>
<p>Section 4 – Minutes</p> <p>(a) The minutes of each Assembly must be recorded electronically and then transcribed by the General Secretariat and kept in a book/file for this purpose. The minutes must be signed by the President and a Vice President.</p> <p>(b) A copy of the minutes must be sent to each member Club, National and Area Committee, the International Councillors, the Internal Skål Auditors, the Executive Committee of Skål International and the Skål International Honorary Presidents, Past-Presidents and Membres d'Honneur, within two months of the close of the Assembly.</p>	<p>Section 4 - Minutes</p> <p>(a) The minutes of each Assembly must be recorded electronically and then transcribed by the General Secretariat and kept in a book/file for this purpose. The minutes must be signed by the President and the Vice President.</p> <p>(b) A copy of the minutes must be sent to each member Club, National and Area Committee, the International Councillors, the Internal Skål Auditors, the Executive Committee Board of Skål International, and the Skål International Honorary Presidents, Past-Presidents and Membres d'Honneur, within two months of the close of the Assembly.</p>	<p>In the new organizational structure there is only ONE VP</p>	<p>15.</p>

<p>Section 5 - Congress - Bids - Time and Place</p> <p>(d) All proposals, which are accepted by the Executive Committee, will be presented to the International Skål Council for their study and consideration. The Council will select two of the proposals and these proposals will be presented 60 days prior to the General Assembly, to all Clubs for an electronic vote. Voting will conclude 30 days prior to the General Assembly, at midnight in Torremolinos Spain. The destination selected by membership will be invited to make a presentation during the next General Assembly.</p>	<p>Section 5 - Congress - Bids - Time and Place</p> <p>(d) All proposals, which are accepted by the The Executive Committee, Board will be presented to the International Skål Council for their study and consideration. The Council will select two of the proposals and these proposals will be presented 60 days prior to the General Assembly, to all Clubs for an electronic vote. Voting will conclude 30 days prior to the General Assembly, at midnight in Torremolinos Spain. The destination selected by membership will be invited to make a presentation during the next General Assembly.</p>	<p>The EB will now be in charge of the evaluation of the Congress sites.</p>	<p>16.</p>
<p style="text-align: center;">ARTICLE IX</p> <p>FINANCES</p> <p>Section 2 - Expenditures</p> <p>(a) The funds of Skål International are used as authorised for:</p> <p>(i) administrative expenses</p> <p>(ii) expenses of the meetings of the Executive Committee and International Skål Council</p> <p>(iii) expenses in connection with the Assemblies, Congresses and/or other special events approved by the Executive Committee</p> <p>(iv) cost of publications issued by Skål International.</p> <p>(v) travelling expenses of the Executive Committee and the Chief Executive Officer and, where necessary, of other persons designated by the Executive Committee for specific duties.</p> <p>(vi) Any other authorised expense</p> <p>(b) All expenditures above must be approved by the Executive Committee. The Executive Committee may</p>	<p style="text-align: center;">ARTICLE IX</p> <p>FINANCES</p> <p>Section 2 - Expenditures</p> <p>(a) The funds of Skål International are used as authorised for:</p> <p>(i) administrative expenses</p> <p>(ii) expenses of the meetings of the Executive Committee and International Skål Council Board</p> <p>(iii) expenses in connection with the Assemblies, Congresses and/or other special events approved by the Executive Committee Board.</p> <p>(iv) cost of publications issued by Skål International.</p> <p>(v) travelling expenses of the Executive Committee Board and the Chief Executive Officer Secretary General and, where necessary, of other persons designated by the Executive Committee Board for specific duties.</p> <p>(vi) Any other authorised expense</p> <p>(b) All expenditures above must be approved by the</p>	<p>New elevated structure resulting in a merger of the ISC and EC to create an EB.</p>	<p>17.</p>

<p>delegate all or part of this authority to the Finance Director.</p> <p>(c) The members of the Executive Committee and other members officially authorised or delegated to attend meetings of the Executive Committee, are entitled to the refund of their travelling expenses within the scale established by the Executive Committee.</p> <p>(d) The members of the International Skål Council are not entitled to a refund of their travelling expenses from Skål International. Only the Council President has the right to claim reimbursement of travelling expenses when attending an Executive Committee meeting.</p>	<p>Executive Committee Board. The Executive Committee Board may delegate all or part of this authority to the Finance Director.</p> <p>(c) The members of the Executive Committee Board and other members officially authorised or delegated to attend meetings of the Executive Committee Board are entitled to the refund of their travelling expenses within the scale established by the Executive Committee Board.</p> <p>(d) The members of the International Skål Council are not entitled to a refund of their travelling expenses from Skål International. Only the Council President has the right to claim reimbursement of travelling expenses when attending an Executive Committee meeting.</p>	<p>This section will no longer apply as the ISC was elevated to become part of the EB.</p>	
<p>Section 6 – Chief Executive Officer Authority</p> <p>The Chief Executive Officer shall have the authority to sign contracts and commit funds of Skål International to the level stipulated in the Job Description and as amended or updated by the Executive Committee of Skål International. In addition the Chief Executive Officer shall be directly involved in the employment of staff in the Secretariat.</p> <p>The Executive Committee may grant the Chief Executive Officer a proxy to sign documents and contracts up to the commitment decided by the Executive Committee when it is not possible for the President and Vice President to sign within the required time limit.</p>	<p>Section 6 – Chief Executive Officer Secretary General Authority</p> <p>The Chief Executive Officer Secretary General shall have the authority to sign contracts and commit funds of Skål International to the level stipulated in the Job Description and as amended or updated by the Executive Committee Board of Skål International. In addition the Chief Executive Officer Secretary General shall be directly involved in the employment of staff in the Secretariat.</p> <p>The Executive Committee Board may grant the Chief Executive Officer Secretary General proxy to sign documents and contracts up to the commitment decided by the Executive Committee Board when it is not possible for the President and Vice President to sign within the required time limit.</p>		<p>18.</p>

<p style="text-align: center;">ARTICLE X AUDITORS</p> <p>Section 2 - Duties of the Internal Skål Auditors</p> <p>(e) Presentation of a written report to the Assembly on the conduct of the finances and operations of Skål International. Highlights and salient points of this report must be read to the Assembly by the Auditor(s) present, otherwise by a person specially designated for the task by the Auditors. The Auditors may submit additional reports to the Membership as needed. A copy of the written report must be addressed to the Executive Committee, the President of the Council, the Presidents of the National/Area Committees and all the Clubs. The report(s) may not be amended in any respect by the Executive Committee or by any of its members.</p>	<p style="text-align: center;">ARTICLE X AUDITORS</p> <p>Section 2 - Duties of the Internal Skål Auditors</p> <p>Internal Auditors are required to review the finances and operations quarterly in real time including</p> <p>(e) Presentation of a written report to the Assembly on the conduct of the finances and operations of Skål International. Highlights and salient points of this report must be read to the Assembly by the Auditor(s) present, otherwise by a person specially designated for the task by the Auditors. The Auditors may submit additional reports to the Membership as needed. A copy of the written report must be addressed to the Executive Committee, Board the President of the Council, the Presidents of the National/Area Committees and all the Clubs. The report(s) may not be amended in any respect by the Executive Committee Board or by any of its members</p>	<p>Addition to Auditor duties.</p> <p>New elevated structure resulting in a merger of the ISC and EC to create an EB.</p>	<p>19.</p>
<p>Section 3 - Nomination and election of Internal Skål Auditors</p> <p>(a) Nominations for election as Auditor must be made by the member Clubs, in writing, to the General Secretariat not later than the 30 June of the year of the General Assembly at which election for these officers will occur. The nomination shall be accompanied by a full professional and Skål Curriculum vitae, which should include details of previous accounting experience.</p> <p>(b) The names of the candidates nominated will be advised to the member Clubs by the General Secretariat.</p>	<p>Section 3 - Nomination and election of Internal Skål Auditors</p> <p>(a) Nominations for election as Auditor must be made by the member Clubs and endorsed either by their National or Area Committee, in writing, to the General Secretariat not later than the 30 June of the year 60 days of the date of the General Assembly at which election for these officers will occur. The nomination shall be accompanied by a full professional and Skål Curriculum vitae, which should include details of previous accounting experience.</p> <p>(b) The names of the candidates nominated will be advised to the Executive Board and member Clubs as well as the National and Area Committees by the General Secretariat.</p>	<p>New election Procedures.</p>	<p>20.</p>

NEW SECTION (c)

(c) The Executive Board will vet all Auditor candidates

(d) **Elections** - The Assembly vote is by secret ballot. Two Internal Auditors and one Deputy Auditor shall be elected on the same time and in the same ballot as those for Directors, Vice President and Membres d'Honneur. The Internal Auditors will be elected to two year terms in alternating years. The Deputy shall be elected to a one year term only. The candidate securing the highest number of votes will be declared elected as Auditor. The candidate obtaining the next highest number of votes will be declared elected as Deputy **Auditor**, except when two vacancies for Auditor have to be filled, in which case he will also be declared elected as Auditor. In such case, the candidate with the third highest number of votes will then be declared elected as Deputy **Auditor**. If two Auditors and one Deputy must be elected, they will be declared elected in accordance with the number of valid votes received i.e.: 1. first Auditor; 2. second Auditor; and 3. Deputy Auditor.

(e) An Auditor or Deputy Auditor who is candidate for the office of Director of Skål International will be considered to have resigned from the office of Auditor or Deputy Auditor.

(e) A Deputy Auditor who is candidate for the office of **Internal Auditor** of Skål International will be considered to have resigned from the office of Deputy Auditor.

(f) The position of Auditor and/or Deputy Auditor may not be occupied by more than one member of Clubs in the same ~~country~~ **Region**. If more than one person is nominated from the same ~~country~~ **Region**, the candidate receiving the most votes shall be the only candidate from that ~~country~~ **Region** elected.

(c) The Assembly vote is by secret ballot. The candidates will be listed according to the number of votes received. The candidate securing the highest number of votes will be declared elected as Auditor. The candidate obtaining the next highest number of votes will be declared elected as Deputy, except when two vacancies for Auditor have to be filled, in which case he will also be declared elected as Auditor. In such case, the candidate with the third highest number of votes will then be declared elected as Deputy. If two Auditors and one Deputy must be elected, they will be declared elected in accordance with the number of valid votes received i.e.: 1. first Auditor; 2. second Auditor; and 3. Deputy Auditor.

(d) An Auditor or Deputy Auditor who is candidate for the office of Director of Skål International will be considered to have resigned from the office of Auditor or Deputy Auditor.

(e) A Deputy Auditor who is candidate for the office of Auditor of Skål International will be considered to have resigned from the office of Deputy Auditor.

(f) The position of Auditor and/or Deputy Auditor may not be occupied by more than one member of Clubs in the same country. If more than one person is nominated from the same country, the candidate receiving the most votes shall be the only candidate from that country elected.

To unify the time when the Internal and Deputy Auditors are elected.

To clarify the term in office of both, the Internal Auditors and the Deputy Auditor.

Section 4 - Term of Office of Internal Skål Auditors

The term of office of the Auditors and the Deputy Auditor will commence on 1 January following the election at the Annual General Assembly and end on 31 December two years later.

At each Assembly one Auditor shall vacate his office. The term of office will be two years with possibility of reelection for one further term of office, making a maximum of four consecutive years as Internal Auditor.

The Deputy Auditor will be elected for a term of two years up to a maximum term of four consecutive years in office.

Section 4 - Term of Office of Internal Skål Auditors

The term of office of the Auditors and the Deputy Auditor will commence on 1 January following the election at the Annual General Assembly and end on 31 December two years later.

At each Assembly one Auditor shall vacate his office. The term of office will be two years with possibility of reelection for one further term of office, making a maximum of four consecutive years as Internal Auditor.

The Deputy Auditor will be elected for a term of ~~two~~ **one** years up to a maximum term of four consecutive years in office.

To correct the term in office of the Deputy Auditor

**ARTICLE XII
BADGES, LOGOTYPE AND INSIGNIA**

Section 3 - Special Badges

- (a) The members of the Executive Committee are entitled, during their term of office, to wear a special gold pin provided by and which remains the property of Skål International.
- (b) The Honorary Presidents of Skål International are entitled to wear a special gold pin provided by Skål International.
- (c) The Past-Presidents of Skål International are entitled to wear a special gold pin provided by Skål International.
- (d) The Membres d'Honneur of Skål International are entitled to wear a special silver pin provided by Skål International.
- (e) The International Skål Councillors have the right to wear a special red pin provided by Skål International.
- (f) Young Skål members have the right to wear a special green pin.
- (g) The only membership pins/badges, which may be worn at international meetings, are those provided by Skål International. Any other membership pin/badge should be worn exclusively during local Club functions.

**ARTICLE XII
BADGES, LOGOTYPE AND INSIGNIA**

Section 3 - Special Badges

- (a) The members of the Executive ~~Committee~~ **Board** are entitled, during their term of office, to wear a special gold pin provided by and which remains the property of Skål International.
- (b) The Honorary Presidents of Skål International are entitled to wear a special gold pin provided by Skål International.
- (c) The Past-Presidents of Skål International are entitled to wear a special gold pin provided by Skål International.
- (d) The Membres d'Honneur of Skål International are entitled to wear a special silver pin provided by Skål International.
- ~~(e) The International Skål Councillors have the right to wear a special red pin provided by Skål International.~~
- (e) Young Skål members have the right to wear a special green pin.
- (f) The only membership pins/badges, which may be worn at international meetings, are those provided by Skål International. Any other membership pin/badge should be worn exclusively during local Club functions.

New elevated structure resulting in a merger of the ISC and EC to create an EB.

**ARTICLE XIII
FLORIMOND VOLCKAERT FUND**

Section 4 - Contributions

(b) Since the maintenance and vitality of the Fund are official objectives of the Skål Movement, sustaining and promoting are the responsibilities of each International Councillor in his own territory, and the President of the Clubs, which are included as Affiliated Clubs.

(c) The International Council must appoint a Committee to coordinate the activities of the Councillors as in (b) above. The head of the Committee must be in close communication with the Trustees throughout his term of office by correspondence or otherwise.

(d) The International Councillors may decide, in consultation with their National/Area Committee or their Clubs, the best methods of obtaining and maintaining contributions in the light of local circumstances and customs.

(e) All contributions received must be sent to the Fund's account(s) as directed by the Trustees in agreement with the Executive Committee. In any case where difficulties arising from exchange control or similar restrictions affect the remittance of contributions, the International Councillor or the Club concerned must consult with the Trustees, submitting proposals for alternative arrangements, which the Trustees, if they approve, shall recommend for acceptance to the Executive Committee.

(f) Each International Councillor must submit a report to the Committee, at least once per annum, concerning the support given by the Clubs for which he is responsible. The decision whether such reports are to be published will be subject to approval of the International Council hearing the report.

**ARTICLE XIII
FLORIMOND VOLCKAERT FUND**

Section 4 - Contributions

(b) Since the maintenance and vitality of the Fund are official objectives of the Skål Movement, sustaining and promoting are the responsibilities of **the National and Area Committee Presidents and each International Councillor in his own territory**, the Presidents of the Clubs, which are included as Affiliated Clubs.

~~(c) The International Council must appoint a Committee to coordinate the activities of the Councillors as in (b) above. The head of the Committee must be in close communication with the Trustees throughout his term of office by correspondence or otherwise.~~

~~(d) The International Councillors may decide, in consultation with their National/Area Committee or their Clubs, the best methods of obtaining and maintaining contributions in the light of local circumstances and customs.~~

(e) All contributions received must be sent to the Fund's account(s) as directed by the Trustees in agreement with the Executive **Committee Board**. In any case where difficulties arising from exchange control or similar restrictions affect the remittance of contributions, ~~the International Councillor or~~ the Club concerned must consult with the Trustees, submitting proposals for alternative arrangements, which the Trustees, if they approve, shall recommend for acceptance to the Executive **Committee Board**.

~~(f) Each International Councillor must submit a report to the Committee, at least once per annum, concerning the support given by the Clubs for which he is responsible. The decision whether such reports are to be published will be subject to approval of the International Council hearing the report.~~

Responsibility to promote the fund devolves to National, Area and Club Presidents.

Section 5 - Requests for Aid

(b) Requests for assistance should be addressed to the Coordinating Trustee, or one of the other Trustees if more convenient, by the President of the Club concerned or the International Councillor. The request should be made on the application form designed to this effect and sent by e-mail or electronically through the website. It will assist in the assessment of the request, especially if the Coordinating Trustee is unobtainable, if a copy of the Request Form can be sent to each of the Trustees. Full details of the circumstances must be included (see Section 2). Applications must not be sent to the General Secretariat.

(c) Only in cases of extreme urgency, which must be fully authenticated, the application may be referred by the Club President to the International Councillor, who may act in accordance with Section 6 (b). If the International Councillor decides that the case does not justify urgent treatment, he shall forward the application, with comments, to the Trustees for normal consideration.

Section 5 - Requests for Aid

(b) Requests for assistance should be addressed to the Coordinating Trustee, or one of the other Trustees if more convenient, by the President of the Club concerned or **the National Committee President International Councillor**. The request should be made on the application form designed to this effect and sent by e-mail or electronically through the website. It will assist in the assessment of the request, especially if the Coordinating Trustee is unobtainable, if a copy of the Request Form can be sent to each of the Trustees. Full details of the circumstances must be included (see Section 2). Applications must not be sent to the General Secretariat.

~~(c) Only in cases of extreme urgency, which must be fully authenticated, the application may be referred by the Club President to the International Councillor, who may act in accordance with Section 6 (b). If the International Councillor decides that the case does not justify urgent treatment, he shall forward the application, with comments, to the Trustees for normal consideration.~~

Remove the ISC from the procedure New elevated structure resulting in a merger of the ISC and EC to create an EB.

24.

<p>Section 6 - Payments - Control of Fund</p> <p>(b) In any case of extreme urgency, a Councillor who receives an application in accordance with Section 3(c) may authorise the Club or National/Area Committee concerned to make a payment before consulting the Trustees. This authority is limited to the equivalent, in local currency, of US \$1000. The facts must be reported immediately to the Trustees. It is essential that the case be within the qualifications of Section 2 and that full details, together with the reasons why the urgent procedure was necessary, be submitted. If this report contains the necessary information, the Trustees will authorise repayment of the sum concerned and will be prepared, if necessary, to consider an application for an extra payment. The Trustees reserve the right to refuse a refund if the conditions of Section 2 are not observed. No Councillor may authorise more than one urgent payment in respect of any case, but may submit a normal application for further consideration.</p>	<p>Section 6 - Payments - Control of Fund</p> <p>(b) In any case of extreme urgency, a Councillor who receives an application in accordance with Section 3(c) may authorise the Club or National/Area Committee concerned to make a payment before consulting the Trustees. This authority is limited to the equivalent, in local currency, of US \$1000. The facts must be reported immediately to the Trustees. It is essential that the case be within the qualifications of Section 2 and that full details, together with the reasons why the urgent procedure was necessary, be submitted. If this report contains the necessary information, the Trustees will authorise repayment of the sum concerned and will be prepared, if necessary, to consider an application for an extra payment. The Trustees reserve the right to refuse a refund if the conditions of Section 2 are not observed. No Councillor may authorise more than one urgent payment in respect of any case, but may submit a normal application for further consideration.</p>	<p>Remove Section 6 (b) dealing with the ISC making disbursements from the FVF, given the new elevated structure resulting in a merger of the ISC and EC to create an EB.</p>	<p>25.</p>
<p>Section 7 - Reports</p> <p>(b) International Skål Council - The Committee (see Section 4(c)) must receive reports from the Councillors and present a summary and any recommendations which it has discussed to the meeting of the International Council immediately prior to the General Assembly. The Council must discuss the report and the results of such discussions must be included in the report by the International Council to the General Assembly.</p>	<p>Section 7 - Reports</p> <p>(b) International Skål Council - The Committee (see Section 4(c)) must receive reports from the Councillors and present a summary and any recommendations which it has discussed to the meeting of the International Council immediately prior to the General Assembly. The Council must discuss the report and the results of such discussions must be included in the report by the International Council to the General Assembly.</p>	<p>Remove Section 7 (b) dealing with the ISC making reports about collections for the FVF, given the new elevated structure resulting in a merger of the ISC and EC to create an EB.</p>	<p>26.</p>

**ARTICLE XV
AMENDMENTS TO THE BY-LAWS**

(a) The By-Laws may be reviewed by the Statutes Director in consultation with the International Skål Council as necessary. If the Executive Committee approves the proposed amendments they will become effective immediately. No proposal for amending the By-Laws may be submitted during the two months immediately preceding a General Assembly.

(b) Once the changes have been approved by the Executive Committee the General Secretariat will incorporate them into the By-Laws and post the same on the Skål International website. The General Secretariat will advise the President and Secretary of all Clubs, National and Area Committees, International Skål Councillors, Honorary and Past-Presidents and Internal Auditors on a quarterly basis, when necessary.

(c) Five percent (5%) or more of the total Clubs in Skål International, comprising a minimum of two countries, are entitled to oppose a By-Laws amendment immediately following its promulgation. The opposition must be made, in writing, to the Statutes Director, with a copy to the General Secretariat, to be received no later than 45 days after notification of the amendment, or no later than 45 days prior to the opening of the next Assembly, whichever is the soonest. For Clubs, which are members of National or Area Committees, such Committees and their International Councillor must also be informed of the opposition. In the event of opposition, the By-Law in question shall be held in abeyance until a final decision is made. The next Assembly will decide the validity of the amendment by an absolute majority vote (50% + 1 of the valid votes cast).

**ARTICLE XV
AMENDMENTS TO THE BY-LAWS**

(a) The By-Laws may be reviewed by the Statutes Director ~~in consultation with the International Skål Council as necessary~~. If the Executive ~~Committee~~ **Board** approves the proposed amendments they will become effective immediately. No proposal for amending the By-Laws may be submitted during the two months immediately preceding a General Assembly.

(b) Once the changes have been approved by the Executive ~~Committee~~ **Board** the General Secretariat will incorporate them into the By-Laws and post the same on the Skål International website. The General Secretariat will advise the President and Secretary of all Clubs, National and Area Committees, ~~International Skål Councillors~~, Honorary and Past-Presidents and Internal Auditors on a quarterly basis, when necessary.

(c) Five percent (5%) or more of the total Clubs in Skål International, comprising a minimum of two countries, are entitled to oppose a By-Laws amendment immediately following its promulgation. The opposition must be made, in writing, to the Statutes Director, with a copy to the General Secretariat, to be received no later than 45 days after notification of the amendment, or no later than 45 days prior to the opening of the next Assembly, whichever is the soonest. For Clubs, which are members of National or Area Committees, such Committees ~~and their International Councillor~~ must also be informed of the opposition. In the event of opposition, the By-Law in question shall be held in abeyance until a final decision is made. The next Assembly will decide the validity of the amendment by an absolute majority vote (50% + 1 of the valid votes cast).

New elevated structure resulting in a merger of the ISC and EC to create an EB.

	<p><u>TRANSITION ARTICLES</u></p> <p><u>NEW ARTICLE XVI</u> Interim procedures for transition year to new governance structure for Directors, Vice President and President 2022/2023 elections:</p> <p>(I) The only candidate for President for 2023 will be the current elected Senior Vice President.</p> <p>(II) The three Directors currently serving on the Executive Committee will continue to serve as Directors thru the end of 2023.</p> <p>(III) All three Directors will be eligible to run for Vice President in the 2022 election.</p> <p>(IV) The current International Skål Council President who was elected for a two year term will be transitioned to the position of Director and will serve to the end of 2023.</p> <p>(V) Two new Directors will be elected to a one year term as per the election procedures outlined in article V. These Directors will be from the USA and Canada.</p> <p>Six new Directors will be elected to a two year term as per the election procedures outlined in article V. These candidates shall be from Regions 6, 7, 8, 9, 10, 12,</p>	<p>To define procedure for the transition to the new structure for the first year.</p>	<p>28.</p>
	<p><u>NEW ARTICLE XVII</u> Interim procedures for transition year 2022/2023 for auditor's duties</p> <p>Internal Auditors, starting 2023, are required to review the finances and operations of Skål International quarterly in real time. Hence, they will also be required to complete and present to the 2023 Annual General Assembly the result of their 2022 audit.</p>	<p>To define the duties of the Internal Auditors for the transition to the new structure for the first year.</p>	<p>29.</p>

SKÅL INTERNATIONAL ELECTION REGIONS

AMERICAS

Director 1

United States of America

Director 2

Canada
Bahamas

Director 3

Mexico

Director 4

Argentina
Brazil
Colombia
Bolivia
Ecuador
Panama
Paraguay
Peru
Venezuela
Uruguay
Tres Fronteras

EUROPE

Director 5

Belgium
Finland
Germany
Ireland
Luxembourg
Netherlands
Norway
Sweden
United Kingdom

Director 6

Andorra
Spain
France
Greece
Italy
Monaco
Portugal

Director 7

Austria
Croatia
Czech Republic
Estonia
Hungary
Macedonia
Romania
Russia
Switzerland

Director 8

Turkey

ASIA

Director 9

India

Director 10

Azerbaijan
Bahrain
Chinese Taipei
Israel
Hong Kong
Guam
Japan
Korea
Macau
Nepal
Thailand
Sri Lanka

OCEANIA

Director 11

Australia

Director 12

Indonesia
Malaysia
Singapore
New Zealand
Phillipines
Vanuatu
Papua New Guinea
Fiji

AFRICA

Director 13

Ethiopia

Ghana

Kenya

Mauritius

Nigeria

Zimbabwe

Uganda

South Africa