

PROPOSED AMENDMENTS TO THE SKÅL INTERNATIONAL STATUTES 2022

ORIGINAL	PROPOSED CHANGE	RATIONALE	Nº
<u>GENERAL COMMENTS</u>	New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.	<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 Statutes:</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. 	1.

<p style="text-align: center;">ARTICLE II Vision, Mission, Objectives, Principles and Structures</p> <p>Section 3 – Organisational Structure</p> <p>(c) International Skål Council - The Council is an advisory body to Skål International</p> <p>(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.</p> <p>(e) Skål International Executive Committee - The Executive Committee is the governing body of Skål International and oversees the management of Skål by the General Secretariat. It comprises six elected members who are accountable to the General Assembly. The President of Skål International represents the Association.</p>	<p style="text-align: center;">ARTICLE II Vision, Mission, Objectives, Principles and Structures</p> <p>Section 3 – Organisational Structure</p> <p>(c) International Skål Council - The Council is an advisory body to Skål International</p> <p>(c) General Secretariat - The General Secretariat is the administrative body of Skål International, led by a Chief Executive Officer Secretary General and personnel, all of whom receive a salary. It is accountable to the Executive Board.</p> <p>(d) Skål International Executive Committee Board – The Executive Board is the governing body of Skål International and oversees the management of Skål by the General Secretariat. It comprises thirteen elected Directors who are accountable to the General Assembly. The President of Skål International represents the Association. The Immediate Past President and the Secretary General shall be non-voting members of the Executive Board.</p>	<p>New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.</p> <p>Change to Secretary General and Executive Board.</p> <p>To make the change to the correct name and number of members of the Executive Board.</p>	<p>2.</p>
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<p style="text-align: center;">ARTICLE V International Skål Council</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 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.</p>	<p style="text-align: center;">ARTICLE V International Skål Council</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 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.</p>	<p>New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.</p>	3.
<p style="text-align: center;">ARTICLE VI Executive Committee</p> <p>Section 1 - Composition and Term of Office of the Executive Committee</p> <p>(a) The Skål International Executive Board shall comprise six elected members of the Executive Committee, the International Skål Council President and the Chief Executive Officer. 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. The International Skål Council President and the Chief Executive Officer are not voting members of the Executive Board.</p> <p>(b) The maximum term of office for a member of the Skål International Executive Committee shall be six years in total.</p>	<p style="text-align: center;">ARTICLE VI Executive Board Committee</p> <p>Section 1 - Composition and Term of Office of the Executive Board Committee</p> <p>(a) The Skål International Executive Board shall comprise thirteen elected members Directors Committee, the International Skål Council President and the Immediate Past President and the Secretary General Chief Executive Officer. All members Directors of the Executive Committee Board shall have been elected individually by the vote of the Clubs in their Region, announced at the General Assembly and shall cover the following positions: President, two Vice President and eleven Directors. The Secretary General is a non elected member of the Executive Board.</p> <p>(b) The maximum term of office for a member of the Skål International Executive Committee Board shall be four years in total, unless elected to Vice President and subsequently assuming the Presidency.</p>	<p>Change name to Board from Committee.</p> <p>To make the change to the correct number of members of the Executive Board. Remove ISC President and add the Immediate Past President.</p> <p>Positions in the Board.</p> <p>State the terms of office.</p>	4.

<p style="text-align: center;">ARTICLE VI Executive Committee</p> <p>Section 2 - Powers of the Executive Committee</p> <p>(d) To appoint, if deemed necessary, 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.</p>	<p style="text-align: center;">ARTICLE VI Executive Committee Board</p> <p>Section 2 - Powers of the Executive Committee Board</p> <p>(d) To appoint, if deemed necessary, until the next General Assembly, a replacement for any Executive Committee Board 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. In case of a vacancy in the position of Vice President, the Deputy Vice President shall assume the position of Vice President and, in turn, that of President.</p>	<p>Removal of the words “between Assemblies” in section (d) to clarify that this action can be taken by the Executive Board at any time</p> <p>To clarify that the Deputy can assume the position of VP but would not automatically move up unless elected President by the vote of the GA.</p>	5.
<p style="text-align: center;">ARTICLE VI Executive Committee</p> <p>Section 2 - Powers of the Executive Committee</p> <p>(h) To approve the formation, modification, suspension, expulsion or termination of any Skål body except the International Skål Council, Executive Committee or General Assembly.</p>	<p style="text-align: center;">ARTICLE VI Executive Committee Board</p> <p>Section 2 - Powers of the Executive Committee Board</p> <p>(h) To approve the formation, modification, suspension, expulsion or termination of any Skål body except the International Skål Council, Executive Committee Board or the General Assembly.</p>	<p>New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.</p>	6.

<p style="text-align: center;">ARTICLE VI Executive Committee</p> <p>Section 2 - Powers of the Executive Committee</p> <p>(I) All submitted proposals to host a World Congress, meeting the established criteria and accepted by the Secretariat, will be presented to the International Skål Council for their review and confirmation. Once reviewed and confirmed by the Skål Council, the proposals will be presented to all Accredited Clubs for an electronic vote to determine the winning bid. The destination selected by membership through the electronic vote, will be invited to make a presentation during the next General Assembly.</p>	<p style="text-align: center;">ARTICLE VI Executive Committee Board</p> <p>Section 2 - Powers of the Executive Committee Board</p> <p>(I) All submitted proposals to host a World Congress, meeting the established criteria and accepted by the Secretariat, will be presented to the International Skål Council Executive Board for their review and confirmation. Once reviewed and confirmed by the Skål Council, the proposals will be presented to all Accredited Clubs for an electronic vote to determine the winning bid. The destination selected by membership through the electronic vote, will be invited to make a presentation during the next General Assembly.</p>	<p>Substitute Executive Board to review World Congress Hosts</p>	<p>7.</p>
<p style="text-align: center;">ARTICLE VI Executive Committee</p> <p>Section 5 – Quorum</p> <p>The quorum at all Executive Committee meetings is a minimum of four members.</p>	<p style="text-align: center;">ARTICLE VI Executive Committee Board</p> <p>Section 5 – Quorum</p> <p>The quorum at all Executive Committee Board meetings is a minimum of eight members.</p>	<p>Correctly define the Quorum at EB Meetings.</p>	<p>8.</p>

<p>ARTICLE VII Annual Congress and General Assembly of Club Delegates</p> <p>Section 2 - Extraordinary General Assemblies</p> <p>(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.</p>	<p>ARTICLE VII Annual Congress and General Assembly of Club Delegates</p> <p>Section 2 - Extraordinary General Assemblies</p> <p>(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.</p> <p>(c) It must also be summoned within a period of three months of a request being made by one-third of the member Clubs. The request for this EOGA must be made by one third of the member Clubs within 45 days of the first such request having been received by the Secretariat. The time period of three months will begin once it is certified that one third of the member Clubs have made such a request.</p>	<p>Addition of to clarify action of how and when an Extraordinary General Assembly can be called by the Clubs.</p>	<p>9.</p>
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<p style="text-align: center;">ARTICLE VIII Finance and Auditors</p> <p>(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 to express an independent, objective 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. The Auditors may send a written report to the members as needed or required via the General Secretariat supported by factual information, however, may not direct or influence the membership in any way. The Senior Auditor will be responsible to confirm and ratify that a quorum has been reached. An Internal Auditor cannot hold any other office in Skål International at any level.</p>	<p style="text-align: center;">ARTICLE VIII Finance and Auditors</p> <p>(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 to express an independent, objective 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. The Auditors may send a written report to the members as needed or required via the General Secretariat supported by factual information, however, may not direct or influence the membership in any way. The Senior Auditor will be responsible to confirm and ratify that a quorum has been reached. An Internal Auditor<u>s and the Deputy Auditor</u> cannot hold any other office in Skål International at any level.</p>	<p>To clarify that all 3 Auditors cannot hold another office.</p>	<p>10.</p>
<p style="text-align: center;">ARTICLE X Statutes Amendments</p> <p>Section 2 – Proposals for amendments</p> <p>Only Clubs, National and Area Committees, the International Council and the Executive Committee can propose amendments to the Statutes.</p>	<p style="text-align: center;">ARTICLE X Statutes Amendments</p> <p>Section 2 – Proposals for amendments</p> <p>Only Clubs, National and Area Committees,the International Council and the Executive Committee Board can propose amendments to the Statutes.</p>	<p>New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.</p>	<p>11.</p>

<p style="text-align: center;">Section 3 – Notice</p> <p>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 Executive Committee to submit proposals shall be two (2) months prior to the opening date of the Assembly in question.</p> <p>The General Secretariat shall forward to the Executive Committee, in an appropriate format, all proposals received, immediately after the deadlines.</p> <p>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.</p> <p>All proposals shall be debated and voted on by the General Assembly.</p>	<p style="text-align: center;">Section 3 – Notice</p> <p>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 Executive Committee Board to submit proposals shall be two (2) months prior to the opening date of the Assembly in question.</p> <p>The General Secretariat shall forward to the Executive Committee Board in an appropriate format, all proposals received, immediately after the deadlines.</p> <p>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.</p> <p>All proposals shall be debated and voted on by the General Assembly.</p>	<p>New elevated structure resulting in a merger of the ISC and EC to create an Executive Board.</p>	<p>12.</p>
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