

**Submission of Changes to the General Assembly**  
**INNCO STATUTES OF THE ASSOCIATION – UPDATED FOR VOTE 13 JUNE 2019**

## **Introduction**

INNCO is taking steps to develop a more formalised Association to attract new donors and enhance opportunities for participation of members. The Governing Board is recommending that the Statutes of the Association be revised to bring greater transparency to the Association and to match the membership structure with the changing priorities.

The changes to the Statutes strengthen our Membership as it more clearly defines the levels of membership and addresses some challenges in the Governing Board of continuity of the leadership.

The INNCO Governing Board is inviting members to vote these changes through and invites questions and comments from those eligible to vote at the General Assembly on 13 June 2019.

## **Changes to the Articles**

The Articles show a more defined structure (i.e., Article 1.1, 1.2) – this does not change the terms of the Articles and make the Statutes much easier to follow.

Article 1: Non-substantive changes to clarify that INNCO will exist indefinitely unless it affirmatively decides to disband.

Article 2: Non-substantive changes.

Article 3: No changes.

Article 4: Non-substantive changes to refine our aim and to make certain our commitment to our member organizations is paramount.

Article 5: Non-substantive changes.

Article 6: No changes.

Article 7: No changes.

Article 8: This reflects a change in membership of two classes: Full Members with voting rights and Associate Members with no voting rights. The idea behind this is INNCO intends to aggressively grow its numbers over the next several years, and many of those organisations will need help in establishing a firm foundation. As discussed below, the Associate Member track allows us to grow and provide support and guidance to new organisations with an aim towards helping them become Full Members if they wish.

Article 9:

1. In order to qualify as a full member, an organisation must be formally recognised as a legal entity within their own country or be subject to a written constitution. They must be consumer controlled and focused on tobacco harm (THR) issues with a minimum 18-month track record of work in this area. We are also requiring that they agree to INNCO's aims and provide an annual report (on a form we will provide) so that we can better promote our members' efforts. (As a practical matter, all current "Regular Members" will be considered Full Members if this change is adopted.)

Article 9.1.b. provides that the Governing Board may develop policies, rules, procedures and/or requirements associated with Full Membership qualifications. We intend to develop rules that show, for example, the ways in which "consumer control" can be demonstrated. We are attaching a document entitled "INNCO Member Categories" to give you an idea of the Governing Board's current thinking on the matter.

2. Associate Members are organisations that for one reason or another are not able to meet the requirements for being a Full Member. Since Associate Members do not have voting rights, the requirements are less stringent. We anticipate that most Associate Members will wish to pursue Full Membership, and INNCO plans to work closely with those organisations to help them develop to the point where Full Membership is possible.

While Associate Members do not have the right to vote, or serve on the Governing Board, they will otherwise be able to participate fully in INNCO activities. To the extent INNCO is in the position to offer funding assistance and special programs, Associate Members will be included.

Article 10: This Article is being revised to ensure that it is clear that Affiliated Organisations are not members.

Article 11: These changes are non-substantive.

Article 12: These changes are non-substantive.

Article 13: These changes are non-substantive.

Article 14: These changes are non-substantive.

Article 15: These changes are mostly non-substantive. The only substantive change involves removing the limitations on the number of delegates who can attend General Assembly. This allows us to open our meetings to a broader group of attendees if we wish.

Article 16: These changes are mostly non-substantive. Paragraph 9 (allowing the Governing Board to establish rules of conduct for the General Assembly) is a power the Governing Board is generally presumed to have, but it is now specifically included as a point of clarification.

Article 17: No changes.

Article 18:

1. Currently, Board members serve a term of one year. While this allows the Board to bring on new members each year, it does not necessarily allow for much continuity since we could have a complete turnover each year. Instead, the Governing Board is recommending that Board members serve two-year staggered terms.
  - a. Each year, approximately half of the Board seats would be up for election, ensuring that each year, we will have approximately half the Board from the previous year. The Governing Board believes this strikes a good balance between ensuring continuity while still allowing for new Governing Board members each year.
  - b. The first year, the Board members elected would divide into two approximately equal groups, with one group serving a one-year term and the other group serving a two-year term.
2. In order to provide better continuity, the Governing Board is suggesting that we add the position of Vice President of the Governing Board. The expectation is that the Vice President will work closely with the President of the Board and assume the position of President at the end of the then President's service.

Article 19: No changes.

Article 20: No changes.

Article 21: No changes.

Article 22: No changes.

Article 23: No substantive changes.

Article 24: Currently, the General Assembly may either select two auditors from its Regular Members or hire a qualified external accounting office to perform the audit task. We are suggesting this Article be changed to allow a third option of allowing the General Assembly to entrust the Secretariat with hiring a qualified external accounting office to perform the audit task. At present, INNCO is exploring accounting firms, but has no recommendation as of yet because we do not yet have a good idea of what our budget is going to be moving forward.

Article 25: No changes.

Article 26: No changes.

## INNCO Member Categories

- Full Member
- Associate Member

### FULL MEMBER

A full member of INNCO is a formally recognised non-profit organisation that has a legal status in a country and works in consumer advocacy. Members are reflective of INNCO and must demonstrate support and commitment to INNCO and fellow members.

A full member must meet the following qualifications to be eligible:

- Formally recognised: registered as a non-profit organisation within their own country or operate under a written constitution. Note that if there are not substantial legal barriers to formally organising, a group will be required to be formally recognised or registered. Where significant barriers exist (e.g., vaping illegal), the less formal pathway of a written constitution may be permitted.
- Be a consumer-controlled organisation focused on consumer issues, which can be demonstrated by two key areas:
  - Consumer focus:
    - Mission statement and/or
    - Organizational documents (bylaws, constitution, etc.) or documents filed with government

AND

  - Consumer Control:
    - Governing documents provide sufficient safeguards to ensure that consumer interests control the organisation.
    - The presence of one or more board members with ties to the nicotine-product industry will not disqualify an organisation from full membership so long as INNCO, in its sole discretion, determines that:
      - (i) Adequate safeguards are in place to ensure that the organisation is consumer controlled;
      - (ii) Such ties are restricted to companies which are involved in the manufacture, distribution, or sale of only nicotine-containing products that are recognised by INNCO as tobacco harm reduction (THR) products.
      - (iii) The organisation or individual representing the organisation do not propose the representative as a Governance Board candidate (the representative will not be entitled to hold a position on the Governance Board of INNCO)
- A minimum 18-month track record of engagement (which can occur before formal organisation/registration) on consumer issues, which can be demonstrated by:

- Written communications with members/supporters/consumers at large via website, email, newsletter, and/or social media.
- Formal, written communications to government and/or media.
- Must submit to INNCO an official letter (on the organisation's letterhead) that it supports INNCO's goals, as set forth in INNCO's Statutes and governing documents.
- Must complete and submit an annual report to INNCO, sharing updated information about the organisation and its activities.

Any member that does not meet the qualification of a Full Member may be eligible to apply as an Associate Member.

## **ASSOCIATE MEMBER**

While an organisation is welcome to remain an Associate Member indefinitely, most Associate Members will wish to eventually become a Full Member. INNCO is committed to supporting and assisting Associate Members who wish to work towards Full Membership.

An Associate Member must meet the following qualifications to be eligible:

- Must be an organisation focused on consumer issues with a significant consumer involvement in the governance and operation of the organisation.
- Must submit to INNCO an official letter (on the organisation's letterhead) that it supports INNCO's goals, as set forth in INNCO's Statutes and governing documents.
- Must complete reports regularly, sharing updated information about the organisation and its activities.
- Will be required to sign a Memorandum of Understanding (MOU) with INNCO if they wish to pursue the Full Member track. An MOU may be initiated at any time if their Associate Membership is approved.

<b>Organisational Member Benefits</b>	<b>Full Member</b>	<b>Associate Member</b>
<b>Governance</b>		
Attend General Assembly	✓	✓
Vote at General Assembly	✓	
Nominate a Candidate for Governing Board	✓	
Serve on Governing Board	✓	
Serve on Working Groups / Committees	✓	✓
Serve as Regional Coordinator	✓	
<b>Access to Information</b>		
Access Members-Only Section of INNCO Website	✓	✓
Engage in the Members Forum	✓	✓
Receive Member Alerts and Member Specific Emails	✓	✓
Receive INNCO Newsletter	✓	✓
<b>Organisational Assistance</b>		
Apply for Funding for Projects	✓	✓