



International Network of Nicotine Consumer Organisations

# Statutes of the Association

Updated for vote 13 June 2019

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## Association

### Article 1. Name, ~~Legal Form~~~~Quality~~ and Duration

- 1.1. The International Network of Nicotine Consumer Organisations, also known as INNCO, hereinafter referred to as ‘the Association’, is an international non-profit ~~making~~ organisation governed in accordance with Articles 60 et.seq. of the Swiss Civil Code and with these Statutes of Association.
- 1.2. The Association fully endorses voluntary commitment, responsibility and transparency.
- 1.3. The Association is non-discriminating, politically neutral and non-denominational.
- 1.4. The Association shall ~~be of unlimited duration.~~ exist indefinitely or until members decide to dismantle the Association and halt all its activities.

### Article 2. ~~Headquarters~~~~Seat~~

- 2.1. The ~~headquarters~~~~seat~~ of the Association is ~~located~~ in the Canton of Geneva, Switzerland.

### Article 3. Official Language

- 3.1. English is the official language for meetings, minutes, documents, official correspondence and announcements of the Association.

- 3.2. Documents may be translated into other languages. If there is any divergence in the wording, the English text shall be authoritative.

## Aims

### Article 4. Aims

- 4.1. The Association aims to support its member organisations and to safeguard and promote ~~minimise the global harm posed by combustible tobacco and unsafe forms of oral tobacco by monitoring, supporting and promoteing~~ the needs and rights of nicotine users to reduce their health risk by choosing significantly safer forms of use.
- 4.2. The Association may engage in all activities and take all actions necessary, appropriate and authorised by the Swiss law in pursuit of the following aims:
- 4.2.1. To ~~promote~~defend and ~~defend~~promote the right for low- risk nicotine consumer organisations, individual advocates and the Association to be recognised as legitimate stakeholders to be consulted in the formulation of any policies, laws and regulations which impact on the modification, availability, taxation or prohibition of low- risk forms of nicotine use.
- 4.2.2. To promote a globally accepted framework which acknowledges the public health benefits of low-~~risk~~ forms of nicotine use based on evidence-based quantitative and qualitative science that is the foundation for risk proportionate public health policies involving alternative nicotine products and their consumers.
- 4.2.3. To shape public guidance and advice on the comparative risks of safer alternative nicotine use to ensure this is aligned with the principles of harm reduction.
- 4.2.4. To work cooperatively with others to further global efforts civil society organisations, which support the aims and ethical framework of the Association, to further global efforts ~~towards the adoption of rights- based, risk- relative and balanced harm~~

reduction strategies as a legitimate human right in a broader context.

## Resources

### Article 5. Resources

- 5.1. The Association's resources shall be derived from:
  - a. donations and legacies as applicable;
  - b. sponsorships as applicable;
  - c. public subsidies as applicable;
  - d. membership fees as applicable;
  - e. its own assets;
  - f. any other resources as applicable and authorised by the Swiss law.
- 5.2. The Association shall issue guidance regarding the acceptance and usage of resources which will be ~~documented~~promulgated within its Governance documents.

### Article 6. Usage

- 6.1. All funds shall be used in accordance with the Association's aims and objectives.

### Article 7. Obligations and liability

- 7.1. The Association's assets shall only be used for obligations/commitments contracted in its name.
- 7.2. The Association's Members have no personal liability.

## Members

### Article 8. Membership Categories

- 8.1. The Association shall have the following membership categories:

- a. ~~FullRegular~~ Member;
- b. ~~Associate Member~~Affiliated Organisation.

## Article 9. ~~Regular~~ Members

### 9.1. Full Members:

- a. Organisations, entities and legal bodies may apply to become a ~~FullRegular~~ Member of the Association if:
  - i. they are a non-profit civil society consumer organisation formally recognized as a legal entity within their own country or are subject to a written constitution; and are subject to a written constitution;
  - ii. they are a consumer-controlled organisation focused on consumer tobacco harm reduction issues;
  - ~~ii.~~iii. they have a minimum 18-month track record of demonstrated engagement toward the aims of the Association through their actions at local, national or international level;
  - ~~iii.~~iv. they fully adhere to the aims of the Association; and
  - ~~iv.~~v. they agree to complete and submit an annual report to INNCO sharing updated information about the organisation and its activities

~~The Governing Board may develop policies, rules, procedures and/or requirements to implement the provisions of subparagraph a of this Article 9.1 and may require such proof of compliance that it deems appropriate.~~

~~Full Members shall remain independent entities and maintain total sovereignty and accountability for the governance and actions of their own organisations.~~

### 9.2. Associate Members:

- a. Organisations, entities and physical bodies, unable to fulfil the criteria required to become a ~~FullRegular~~ Member may apply to

become an Associate Member of the Association if: an Affiliated Organisation.

- i. they are an organisation focused on consumer tobacco harm reduction issues with a significant consumer involvement in the governance and operation of the organisation;
  - ii. they fully adhere to the aims of the Association; and
  - iii. they agree to complete and submit regular reports to INNCO sharing updated information about the organisation and its activities.
- b. The Governing Board may develop policies, rules, procedures and/or requirements to implement the provisions of subparagraph a of this Article 9.2 and may require such proof of compliance that it deems appropriate. In addition, the Governing Board may develop policies, rules, procedures, and/or requirements to provide a path to enable interested Associate Members to work toward eligibility for Full Membership.
- c. Associate Members are exempted of membership fees. They are able to attend the General Assembly but are not eligible to vote nor to nominate or have representatives elected to the Governing Board.
- d. Associate Members shall remain independent entities and maintain total sovereignty and accountability for the governance and actions of their own organisations. Regular Full Members shall remain independent entities and maintain total sovereignty and accountability for the governance and actions of their own organisations.

## Article 10. Affiliated Organisation

- 10.1. Organisations, entities, groups and legal bodies may apply to become an Affiliated Organisation, provided they declare to adhere to the aims of the Association.
- 10.2. The Governing Board may develop such policies, rules, procedures and/or requirements it deems appropriate in connection with affiliated organisation status. Affiliated Organisations are not members and have

~~no membership rights, but exempted of membership fees. They are able to attend the General Assembly. but, as nonmembers, they are not eligible to vote nor to nominate or to have representatives elected to the Governing Board.~~

- 10.3. Affiliated Organisations shall remain independent entities and maintain total sovereignty and accountability for their governance and actions.
- 10.4. Requests to become an Affiliated Organisation shall be addressed to the General Secretariat of the Association through an appropriate form.
- a. The request shall include a signed motivation letter clearly stating the adherence to the Association aims. Compliance rules may be specified in further detail in the Association's Governance documents.
  - b. The General Secretariat shall do the necessary compliance verifications and transmit the request to the Governing Board for approval or refusal.
  - c. The Governing Board can refuse a request for just cause. There is no right of appeal, but an organisation who has been denied Affiliated Organisation status may reapply (but not more frequently than once every calendar year).

## Article 11. Membership Admissions

- 11.1. Requests to become a ~~FullRegular~~ Member or an Associate Member~~Affiliated Organisation~~ shall be addressed to the General Secretariat of the Association through an appropriate form.
- 11.2. The request shall include a signed motivation letter clearly stating the adherence to the Association aims. For a ~~FullRegular~~ Member, the request shall also include all necessary documents to prove the compliance with Article 9.1. For an Associate Member, the request shall also include all necessary documents to prove the compliance with Article 9.2. Compliance rules may be specified in further detail in the Association's Governance documents.



- 11.3. The General Secretariat shall do the necessary compliance verifications and transmit the membership request to the Governing Board for approval or refusal.
- 11.4. ~~A new~~ ~~The new~~ ~~FullRegular~~ Full or Associate Member shall acquire the applicable membership rights and duties as soon as it has been admitted by the Governing Board.
- 11.5. The Governing Board can refuse a membership request for just cause and with a right of appeal to the General Assembly. Appeals must be lodged within thirty days of the Governing Board providing notification of its decision ~~being notified~~.

## Article 12. Membership Termination

- 12.1. Membership ceases:
- a. on the dissolution of a ~~FullRegular~~ Member or Associate Member ~~an Affiliated Organisation~~;
  - b. on receipt of a written signed resignation letter notifying the Governing Board;
  - c. by exclusion ordered by the Governing Board for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within thirty days of the Governing Board's providing notification of its decision ~~being notified~~; the appeal has no suspensive effect and is examined during the next ordinary General Assembly session;
  - d. for non-payment of membership fees for more than two years.
- 12.2. In all cases, the membership fee for the current year remains due.
- 12.3. Members who have resigned or who are excluded have no rights to any part of the Association's assets or decision-making processes.

## BodiesOrgans

### Article 13. BodiesOrgans

- 13.1. The Association shall include the following bodiesorgans:

- a. the General Assembly;
- b. the Governing Board;
- c. the General Secretariat;
- d. the Auditors.

## General Assembly

### Article 14. General Assembly Authority and functions

14.1. The General Assembly consists of all FullRegular Members.

14.2. The General Assembly is the Association's supreme authority and shall:

- a. review and approve the minutes of the previous meeting;
- b. review and approve the activities and the financial management of the Association during the year;
- c. review and approve the budget;
- d. elect and dismiss the Governing Board and the Auditors s-Organ;
- e. decide on the formal items proposed by the Governing Board or FullRegular Members;
- f. review and approve the list of members;
- g. adjudicate on the admission or expulsion of members upon appeal;
- h. decide on any amendments to the Statutes of the Association;
- i. set the amount of annual membership fees;
- j. decide on the dissolution of the Association;
- k. deal with all matters relating to the Association that do not fall within the responsibility of another bodyorgan.

### Article 15. General Assembly Sessions

15.1. The General Assembly shall hold a physical or virtual ordinary session at least once each year.

15.2. At the request of the Governing Board or at the written request of at least one-fifth of FullRegular Members, a physical or virtual extraordinary session may be convened. The extraordinary session

- shall be convened as soon as possible after the request but no sooner than ~~fifteen~~15 days after the request.
- 15.3. The General Assembly is composed of all the ~~FullRegular~~ Members, but a session shall be considered legally viable with at least 1/6th of the ~~FullRegular~~ Members represented by at least one delegate and provided the session has been called with due process.
- 15.4. The Governing Board shall inform the members of the date of a General Assembly ordinary session at least ~~seventy days~~ten weeks in advance.
- 15.5. The agenda and all necessary documents, shall be sent to each member at least ten working days prior to the date of an ordinary, extraordinary, physical or virtual session.
- 15.6. Formal items proposed by ~~FullRegular~~ Members to be added to the agenda of an ordinary General Assembly session shall be sent to the General Secretariat at least ~~45 days~~six weeks in advance.
- 15.7. General Assembly sessions shall be chaired by the Association's President or, ~~if a case of impeachment unavailable~~, an officer designated by the Governing Board.
- 15.8. ~~A maximum of three delegates for each Regular Member shall be allowed to attend the General Assembly sessions. In the event a Full Member has multiple delegates attending the General Assembly, o~~Only one of them shall hold the voting right.
- 15.9. ~~Associate Members shall be allowed to attend General Assembly as non-voting members.~~
- 15.10. Affiliated Organisations shall be allowed to attend General Assembly sessions as observers. ~~A maximum of two delegates shall be allowed.~~
- 15.11. A General Assembly session shall deal only with the formal items which are contained within the agenda.

## Article 16. General Assembly Votes

- 16.1. Only one delegate from each ~~FullRegular~~ Member shall be entitled to vote on their behalf. These voting delegates must:
  - a. be a member of the governing board of the organisation they represent, or
  - b. be duly ~~mandated~~~~authorized~~ by the organisation's governing board as that organisation's voting delegate.
- 16.2. ~~Non-mandated~~ ~~The remaining~~ delegates are not eligible to vote.
- 16.3. Proxy votes may be allowed, subject to provisions contained in the Governing Documents.
- 16.4. Electronic votes may be allowed, subject to provisions contained in the Governing Documents.
- 16.5. Decisions of the General Assembly shall be taken by vote with a simple majority.
- 16.6. Decisions to amend the Statutes of the Association shall be taken by vote with a two-thirds majority of ~~FullRegular~~ Members represented at the session.
- 16.7. If a show of hands does not result in a clear majority, the vote shall be taken by calling the roll.
- 16.8. Voting shall take place by secret ballot, if the Governing Board or at least five ~~FullRegular~~ Members represented at the session request it.
- 16.9. In case of deadlock, the chairperson of the session shall have the deciding vote.
- 16.10. The Governing Board may establish such rules and procedures it deems appropriate in connection with conducting General Assembly.

# Governing Board

## Article 17. Governing Board Scope

17.1. The Governing Board oversees all activities of the Association.

## Article 18. Governing Board Organisation

18.1. The Governing Board shall be composed of at least four officers with a maximum of seven.

18.2. Officers of the Governing Board shall be elected by the General Assembly and selected from ~~Full~~Regular Member's representatives.

18.3. The Governing Board should be elected with due regard to equitable geographical distribution of the Association's members together with any provisions contained in the Association's Governance documents.

18.4. At the first Governing Board meeting following the General Assembly meeting in June of 2019, the newly elected members of the Governing Board will divide into two groups, one group to serve a term of one year, and the other group to serve a term of two years. This division shall be accomplished as the Governing Board may agree (or if no such agreement is reached, then by lottery). At all subsequent annual elections, the appropriate number of Governing Board officers shall be elected for a term of two years to succeed the Governing Board Officers whose term then expires, provided that nothing shall be construed to prevent the reelection of a Governing Board officer. Each Governing Board officer's term of office shall last for one year. Their Governing Board officers' terms of office shall commence after the end of the General Assembly at which they were elected.

18.5. Upon being elected to office, each officer of the Governing Board shall undertake and accept responsibility to faithfully, loyally and independently act in the best interests of the Association and its aims.

18.6. The Governing Board shall have within its officers at least a President, a Vice President, a Secretary and a Treasurer. Their functions may be specified in further detail in the Association's Governance documents.

- 18.7. The Governing Board shall meet physically or virtually as often as the Association's activities requires, but at least four times a year. A minimum number of three officers shall be required to form a quorum.
- 18.8. In the event that an officer of the Governing Board resigns, is removed or is otherwise unable to continue to serve until the end of his/her term, the Governing Board may ~~appoint~~opt, another officer for the unexpired term, ~~another officer~~. The ~~appointed~~opted officer shall obtain the approval of the General Assembly at the next scheduled ordinary session.
- 18.9. The Governing Board's officers shall work on a ~~voluntary~~volunteer basis and as such shall only qualify for the reimbursement of travel and accommodation expenses. The ~~reimbursement~~expenses refunding rules may be specified in further detail in the Association's Governance documents.
- 18.10. Meeting attendance compensation may be paid to Governing Board's officers but shall not exceed those paid to the state of Geneva official commissions.

## Article 19. Governing Board Functions

- 19.1. The Governing Board shall:
- a. decide on any matter assigned or delegated to it under the Articles of the Association or by the General Assembly;
  - b. appoint and dismiss the Secretary General;
  - c. define policies within the framework determined by the General Assembly;
  - d. draw up the provisional agenda of the General Assembly;
  - e. give guidance and support to the Secretary General in implementing the decisions of the General Assembly;
  - f. review and approve the activity reports and financial reports of the Secretary General;
  - g. ratify general agreements concluded with other organisations;
  - h. take decisions of admission, resignation and possible expulsion of members and inform the General Assembly.
- 19.2. The Governing Board may:

- a. at its discretion, establish specific-purpose working groups, sub-committees or other bodies necessary for the effective functioning of the Association;
- b. in cases of emergency, take decisions on questions which, according to the Statutes, should be decided by the General Assembly. Such decisions will be ratified by the General Assembly at its next meeting.

## Article 20. Signatures

- 20.1. The Association is legally bound by the joint signature of two Governing Board officers.

## General Secretariat

### Article 21. General Secretariat Scope

- 21.1. The General Secretariat acts in accordance with the decisions of the General Assembly and the Governing Board to develop and manage relevant programs to give effect to the Association's vision, aims and objectives.

### Article 22. General Secretariat Organisation

- 22.1. The Secretary General is the Chief Executive Officer of the Association and is accountable to the Governing Board.
- 22.2. The General Secretariat shall be effectively organised and efficiently operated for the maximum benefit of the Association.
- 22.3. The Secretary General shall establish the structure, and is responsible for the organisation and functioning, of the General Secretariat, within the provisions of the approved budget.
- 22.4. The Secretary General shall attend all Governing Board meetings without voting right.

- 22.5. The Organisation of the General Secretariat and the functions of the Secretary General may be specified in greater detail in the Association's Governance Documents.

## Article 23. General Secretariat Tasks

- 23.1. The General Secretariat shall:
- a. manage new membership requests and submit it to the Governing Board for approval;
  - b. manage membership fees collection;
  - c. perform day to day management of affairs concerning the association and its external and member relations;
  - d. provide secretariat functions for the governing ~~bodies~~organs of the Association.
- 23.2. The tasks of the General Secretariat may be specified in greater detail in the Association's Governance document. Further functions may be assigned to the General Secretariat by the Governing Board in accordance with these Statutes.

## Auditors

Article 24. The Auditor ~~Body Organ~~The General Assembly shall appoint the Auditor ~~Organ~~. The Auditor ~~Organ~~ shall be independent of the Governing Board or the General Secretariat.

- 24.1. The Auditor ~~Body Organ~~ may be composed by two ~~Full Regular~~ Member's' representatives elected by the General Assembly, or the General Assembly may choose to either (a) entrust the Secretariat to hire one audit task to one financially qualified external accounting office to perform the audit task or (b) entrust the Secretariat to hire one financially qualified external accounting office to perform the audit task.



- 24.2. The Auditor ~~Body~~Organ shall operate a full audit of the annual financial operations of the Association and submit a written report to the annual Ordinary General Assembly.
- 24.3. The Auditor Body shall be independent of the Governing Board and the General Secretariat.

## General Provisions

### Article 25. Finances

- 25.1. The financial year shall begin on 1 January and end on 31 December of each year.
- 25.2. The Treasurer is responsible for the Association's accounting.

### Article 26. Dissolution of the Association

- 26.1. Should the Association be dissolved, the available assets shall be transferred to a non-profit Organisation pursuing public interest aims similar to those of the Association and likewise benefiting from tax exemption.
- 26.2. Under no circumstances should the assets be returned to the founders or members. Nor should any member or officer use any assets for their own benefit.

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*The present Statutes of the Association have been approved by the General Assembly on 13~~14~~ June 2019~~8~~. They enter into force immediately and replace any previous version.*