

## The general meeting of members

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The general meeting of members is, by law (Article 64 of the Swiss Civil Code), the supreme body (the legislative power) of the association and a fixed component of the association year. It is also known as the association meeting, annual general meeting, general meeting or, in associations, the assembly of delegates. It is convened on an ordinary basis once a year.

### Tasks and competencies of the general meeting of members

- It authorises and monitors the executive committee by approving (or rejecting) the annual report, i.e. committee management, and the annual financial statements. If approval is granted, it formally approves the actions of the executive committee.
- It is responsible for changes to the articles of association.
- It elects members of the committee and the auditors, as well as other bodies if called for under the articles of association.
- It is responsible for admitting members, unless otherwise laid down in the articles of association.
- It decides on items on the agenda that have been put forward by the executive committee or members.
- It sets member fees.
- It is responsible for all association business that has not been assigned to another body.
- It decides on the disbandment of the association and, depending on what is laid down in the articles of association, on the use of remaining funds.

Decisions are taken in accordance with the majority principle, or as otherwise laid down in the articles of association.

Meetings must be convened in a timely manner in accordance with the articles of association, with agenda items to be clearly specified so that members can prepare and, if necessary, submit a motion themselves. Items put forward by members to be included on the agenda in a timely manner must be discussed.

Extraordinary meeting of members must be held by law (Article 64 of the Swiss Civil Code) if requested by a fifth of the members.

In addition, the provisions set out in the articles of association must be observed.

## **Possible sequence of the statutory part of the general meeting of members**

*(italics depending on articles of association and items)*

- Welcome address and opening of the meeting
- *Election of tellers (if there are many attendees)*
- *Establishment of quorum and eligible voters or votes (important for votes with a qualified majority)*
- *Election of an interim meeting chair (if necessary)*
- Approval of the agenda
- *Approval of the minutes of the last general meeting of members*
- Annual report of the executive committee, discussion and approval or rejection
- Annual financial statements, explanations, discussion and acknowledgement of the auditor's report
- Approval or rejection of the accounts
- Decision on whether or not to formally approve the actions of the executive committee
- *Admittance of new members*
- Setting of member fees *(unless linked to an amendment to the articles of association)*
- *Presentation, discussion and approval or acknowledgement of the budget*
- *Presentation, discussion and approval or acknowledgement of the annual programme*
- Election (executive committee, commissions, auditors) *and tributes*
- Addressing other business (agenda items) put forward by members or the executive committee: discussion and decision-making (motions relating to agenda items must be heard and dealt with)

## **Preparing for the general meeting of members**

- Create a schedule early on.
- Consult the articles of association and available regulations: deadlines for convening meetings and submitting motions, competencies, necessary majorities, etc.
- Plan a suitable accompanying programme: What are interesting topics? How can members be motivated to participate and get involved?
- Which personnel and financial resources are available?
- Distribute tasks: Who should do what before and during the meeting?
- Set a suitable date, location and premises with infrastructure
- Draw up reports or have them drawn up (progress report and accounts) and obtain the auditor's report

- Prepare for discussion of motions submitted by the executive committee and members
- Prepare for discussion of the individual agenda items
- Compile documents in accordance with the invitation and agenda items
- Should guests be invited? The media?
- Send an invitation, including details of the agenda items, in a timely manner
- Appoint a chairperson for the meeting; provide for a replacement in case the chairperson is unable to attend

## **Invitation with agenda items**

Content of the invitation:

- details of time and place, possibly with site plan
- Programme (with schedule)
- List of agenda items including any specifications and explanations: decision-making, acknowledgment, titles of motions, etc.
- As needed, other documents such as the annual report, annual accounts, information on candidates or individual agenda items, etc.
- If there are any agenda items concerning amendments to the articles of association, a comparison of the old and new versions may be helpful.
- Contact options for registering/deregistering and submitting questions in advance
- Send the invitation to the members in a timely manner:
- As per the articles of association, but at least ten days in advance (two to three weeks is better)
- At the time of the meeting, it must be clear who is a member and is eligible to vote.

## **Meeting chairperson**

In most associations, the chairperson of the association runs the general meeting of members. There are associations that traditionally appoint an interim meeting chairperson.

If there is a very sensitive matter on the agenda, it may make sense to appoint an external person to run the meeting. If legal or procedural issues are expected to arise, an experienced guest (lawyer) can be invited along to answer any ad hoc questions.

Rights and obligations of the meeting chairperson:

- The meeting chairperson opens and closes the meeting and ensures that agenda items are dealt with swiftly and lawfully.
- They ensure that the meeting runs properly.
- They lead the discussions and ensure that the members wishing to speak are duly heard.

- They take action in response to those who speak at length or are disturbing the peace by setting restrictions on speaking time, forbidding them to speak or expelling them from the meeting.
- They act impartially but can participate in the discussions.

## **Addressing agenda items at the general meeting of members**

A motion is a proposal that must be presented to the meeting for a decision.

Motions put forward by committee members are items they have added to the agenda.

Motions put forward by members are proposals submitted by the members to the meeting.

A countermotion or an amendment may be made in response to a motion. These may be submitted at the meeting directly and must be discussed.

Alongside substantive motions (related to an issue), there are also motions of order (related to the course of the meeting). These must be discussed immediately.

Items to be discussed should be presented briefly: What do they concern? What is the background? What are the objectives? Afterwards, an open discussion should be held, and after a certain amount of time a decision can be made thereon. <https://www.vitaminb-e.ch/tools/work-aids/>

## **Voting, elections, decision-making**

Only members are permitted to take part in votes and elections. Proxies are only permitted if laid down in the articles of association. Items on the agenda must be brought to a vote unless the person who put forward the motion withdraws it.

Many articles of association set out the majority with which decisions are to be made or persons elected. These provisions are not always clearly interpretable. Standard association practices in this regard can be applied. If nothing is prescribed, the absolute majority of those present shall be taken as the basis for decision-making.

Members of the executive committee may also cast votes, apart from on the formal approval of their own actions; they are also permitted to participate in their own election.

## **Minutes, purpose and significance**

The minutes set out how many members were present at the meeting, the majority with which decisions were made and who was elected. The minutes have legal significance and must be prepared truthfully and signed by the person taking the minutes. The minutes form the basis for challenges to decisions.

## **Unforeseeable events at the meeting: interruptions, revolts and termination of the meeting**

If the meeting gets out of hand and complicated motions cause confusion, the meeting may be briefly interrupted so that the committee can discuss how to proceed.

If the meeting becomes unmanageable because the members are talking loudly over each other and are no longer listening to the chairperson's instructions, the meeting may be terminated and a new appointment set for its continuation.

If it is clear in advance that there will be big differences in opinion or strong emotions, it's important to prepare for the meeting especially carefully.

## **Entry into force of decisions**

Decisions taken generally come into force when the meeting ends, unless otherwise agreed. It's possible to put forward a motion to reconsider the matter (motion of order) before the end of the meeting.

### **Literature**

- [https://www.vitaminb-e.ch/keywords/?\\_locale=en](https://www.vitaminb-e.ch/keywords/?_locale=en)
- <https://www.vitaminb-e.ch/tools/work-aids>
- Daniel Leiser/Vreni Schawalder: So funktioniert unser Verein. ("How our association works.") Beobachter-Edition (4th edition 2013)
- Urs Scherrer: Wie gründe und leite ich einen Verein? Vereine und Verbände im schweizerischen Recht. ("How do I establish and run an association? Associations and clubs in Swiss law.") Schulthess § (12, revised and extended edition)