

Agenda Items and Motions

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The right to submit agenda items and put forward motions is among the incontrovertible basic democratic rights held by members of associations.

The members have the right to put items on the agenda and submit motions regarding individual agenda items at general meetings. Misunderstandings and disputes often occur in connection with the terms “agenda item” and “motion”, especially since the German word “Antrag” (motion) can have different meanings in the articles of association. To avoid ambiguity, it is principally advisable to formulate clear regulations in the articles and explain terms where necessary. Such stipulations may be included according to the needs of the individual association, although the legal bases must be complied with.

The following explanations provide some guidelines on this subject. Examples of suitable formulations in the articles of association are available at: www.vitaminb-e.ch/work_aids/

1. Agenda items

“Traktanden” (agenda items): Defined by the Duden dictionary of the German language as the Swiss word for “Verhandlungsgegenstand” (subject for negotiation).

Origin of the word “Traktand”: “was behandelt werden soll” (subject to be addressed).

In Germany and Austria, the equivalent term is “Tagesordnungspunkt”, and the “Traktandenliste” is the “Tagesordnung” (agenda).

All members are entitled to have additional items placed on the agenda. In many cases, the articles of association specify a deadline for the submission of agenda items. This allows the board of directors to prepare for the item and form its own opinion on the matter before the meeting takes place. Where no deadline is stipulated in the articles of association, the members are responsible for submitting their agenda items in due time, i.e. before the invitation to the meeting.

If the articles of association specify that submissions can be made before the meeting, as a rule, this does not apply to motions on agenda items, but to new matters in the sense of additional agenda items.

→ *Tip* *It is advisable to use the expression “submissions” or “submission of agenda items” in the provisions on invitations in the articles of association instead of “motions”. This choice of term makes a clear distinction between motions on agenda items and independent matters (agenda items).*

→ *Tip* *The formulation of submitted agenda items should clearly state the contents, the grounds for submission and the form in which the matter should be dealt with, e.g. discussion, resolution.*

Stipulation in Article 67 3 ZGB

... Resolutions on matters that have not been duly announced are only admissible if the articles of association expressly allow for this.

The agenda items must be listed in the invitation to allow the members to prepare for the general meeting and decide in advance whether they want to attend.

An agenda item entitled “members’ submissions” under which unannounced matters should be brought to the vote is not sufficient. This procedure is only admissible if the articles of association expressly allow for resolutions to be passed without prior announcement!

- *Tip* *The articles of association should specify a sufficient time period for the submission of agenda items to allow the board of directors and the members to prepare for the general meeting. The deadline must be earlier than the deadline for the invitation unless a second invitation with the submitted agenda items is subsequently sent out. This version requires that the date of the meeting is announced sufficiently early.*

- *Tip* *Where spontaneous submissions of agenda items during the general meeting are to be allowed, the articles of association must contain an express stipulation to this effect. If such a stipulation is included, it may be more likely that members are “taken by surprise”; on the other hand, it may also lead to resolutions on (good) ad hoc ideas. Every association must decide which version is better suited to its needs.*

- *Tip* *Agenda items must be announced in precise terms to ensure that members are clear on the matter at hand. If a resolution is to be passed on the matter, a respective formulation should be included. For instance, if a member is to be excluded, the name of the member must be specified.*

2. Motions

All members principally also have the right to submit motions. This means that they may put forward motions on submitted agenda items during the discussion of such items at the general meeting. A distinction is made between the following types:

Procedural motions relate to the procedural organisation of the meeting: change of the order of the agenda items, secret ballot, limited speaking time, suspension of discussions, rejections of certain matters, return to a matter that has already been dealt with, postponement or suspension of the meeting, etc. Procedural motions may be submitted at any time and will be voted on immediately.

Subject motions relate to the content of the agenda items. A distinction is made between main motion, counter motion, amendment motion and subsidiary amendment motion.

The right voting procedure: from detailed to main motion

Most associations have experienced the following situation: The board of directors has prepared an agenda item and submits its ideas to the general meeting. There is general consensus but members put forward various additional proposals. The right voting procedure helps achieve a result that is acceptable to the members. The chair of the meeting must arrange the votes on individual items in the right order.

As a first step, the individual motions must be assessed and classified as main, counter, amendment or subsidiary amendment motions.

Principally, subsidiary amendment motions should be voted on first, followed by amendment motions which govern the details in contingency votes. Main motions are voted on last. The results of the votes on amendment motions will not be valid unless the main motion is been adopted.

Relevant literature (in German)

Vreni Schawalder "Unser Verein. Aktiv als Mitglied und Vorstand." Beobachter-Buchverlag (3rd updated edition 2009)

Urs Scherrer "Wie gründe und leite ich einen Verein?" Schulthess § (12th edition)

Wolfgang Ernst "Kleine Abstimmungsfibel, Leitfaden für Versammlungen" Verlag Neue Zürcher Zeitung (2011)

"Der Verein von A-Z. Eine Anleitung in 400 Stichworten." Migros-Kulturprozent, Kontrast Verlag (2nd revised edition)

Urs Scherrer, Prof. Dr. iur. Hans Michael Riemer "Vereins- und Stiftungsrecht (Art. 60-89 bis)." Stämpfli Verlag 2012 (law literature)