

Summary Guidelines and Procedures for Conducting Assemblies

1. Introduction

These *Summary Guidelines and Procedures* are published in the spirit of providing all AGAP members with an overview of the Swiss practices that AGAP has customarily adopted to ensure that an assembly is conducted democratically and efficiently, and with respect for the members' rights and feelings.¹

This document is not valid as a basis on which to challenge resolutions adopted by the General Assembly or any other orderly convening of the membership. Such challenges may be mounted only on the basis of claimed breaches of the Constitution and/or applicable provisions of the Swiss Civil Code.

2. The General Assembly

The General Assembly, sometimes called "the Business Meeting," is convened in accordance with the AGAP Constitution, Art. 11, §1, i.e. at least once every three years. The Executive Committee (ExCo) or one-fifth (1/5) of the membership may at any time call for the convening of an extraordinary assembly, accompanied by a statement of the purpose for it.

3. The Agenda and Assembly Invitation

The ExCo ordinarily publishes a tentative agenda at least 5-6 months in advance of the General Assembly, in the Annual Newsletter. In the same publication members are invited to debate the presented matters, to submit their own agenda items, and to run for election. The *final* assembly agenda must include the ExCo's proposed motions, items up for discussion only, a list of declared electoral candidates—and as well, motions and other agenda items submitted by members in a timely manner.

The ExCo's invitation to the assembly must include both the final agenda and notification about relevant documents, all of which must be communicated to the membership no later than 4 weeks before the scheduled assembly date (Art. 11, §3). Some final detailed information may be provided shortly before or at the assembly itself.

4. Proposing Motions: Basic Types, Conditions, and Submission Deadlines²

Every member has the right to propose items for inclusion in the final agenda (Art.7, §3). These can be items that are up for discussion only and items that require a vote. The latter items are of 2 basic types:

4.1 Substantive Motions (Sachanträge)

Substantive motions impact the contents of the agenda, and are themselves of 4 basic types:

- i) A main motion (Hauptantrag) presents a new agenda item and is formulated as a resolution (Beschluss) that decides how to handle the matter.
- ii) A counter-motion (Gegenantrag) is formulated as a resolution (Beschluss) that offers an alternative to a main motion. In the "hierarchy of voting" a counter-motion is handled with equal ranking to a main motion.³ For the meaning of this ranking, see below, §6.2.
- iii) A primary motion to amend or to supplement (Abänderungs- oder Ergänzungsantrag) is formulated as a resolution that aims to improve a main motion or counter-motion.
- iv) A secondary motion to amend or to supplement (Unterabänderungsantrag) is formulated as a resolution that aims to improve a primary motion to amend.

4.2 Procedural Motions (Ordnungsanträge)

Procedural motions deal with the sequence and/or the manner in which agenda items are handled. Such motions could call for: (i) a clarification of the procedural correctness of what is transpiring in the meeting; (ii) a secret ballot (geheime Abstimmung); (iii) a time limit on or extension of discussion of an agenda item or of the assembly itself; (iv) a temporary setting-aside of the assembly Guidelines and Procedures; (v) the return of an

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item for the ExCo's further development (Überarbeitung); (vi) the tabling (postponement) of a vote for a subsequent assembly (Verschiebung) or for a circular vote (Zirkularabstimmung); (vii) a return to an item that was already handled; (viii) a dividing or combining of agenda items; (ix) suspension or adjournment of the assembly due to the loss of the established quorum (Abbruch der Versammlung).

4.3 Further Conditions and Submission Deadlines

Main motions and other new items proposed for vote may not arise from the assembly floor; i.e. they can be considered for vote only when included in the final assembly agenda. Such items received or proposed after the deadline may be proposed at the assembly for discussion under "miscellaneous," but any voting on them must be postponed for a later assembly or circular vote.

Substantive motion types (ii), (iii), and (iv) may arise from the assembly floor, but they may also be included in the final agenda. Either way, they may be put up for vote provided they do not go so far as to develop into new main motions.

Procedural motions are always up for vote. They generally arise from the floor, but may be included in the final agenda.

On the foregoing basis, all motions, other voting items, and items proposed for discussion only will be included in the final agenda provided they are received by the president no later than six 6 weeks before the assembly date. *An exceptional deadline applies for main motions to amend the Constitution.* Experience shows that the President should best receive these motions about five 5 months before the assembly date (but certainly no later than 6 weeks before the assembly date).⁴

5. Chairing the Assembly

The assembly is chaired by the President or respectively by one of the Co-Presidents. In case of his/her absence, the Vice-President or another member of the ExCo steps in as substitute.

5.1 General Duties: The Chair conducts the assembly in a non-partisan manner, but may take part in discussions and support the ExCo's standpoints "without manipulating."⁵ When the Chair is also President, the conduct of the presidential election is handed over to the Vice-President or another member of the ExCo. When there is a tie on any given voting item, the President (or his/her substitute) casts the deciding vote (Art. 13.1).

5.2 Convening the Assembly: Following the agenda, the Chair's duties are to:

Item 1 (i) convene and greet the assembly; (ii) recall the assembly language and the right to speak in one's own language, with translation support; (iii) declare the timely manner of the ExCo's communication of the assembly invitation and agenda; (iv) name the minute-taker; (v) establish that members understand the rules and procedure for proxy voting; (vi) call for members to carry any proxies that remain undistributed.

Item 2 (i) call for election of the vote-counters; (ii) establish the quorum (Art. 13, §1);⁶

Item 2.1 call for approval of the Parliamentarian;⁷

Item 2.2 (i) review and call for approval of the conditions for guest attendance; (ii) call for the brief introduction and approval of guests.⁸

Item 3 (i) briefly review the agenda, noting especially any out-of-the-ordinary or sensitive items; (ii) call for adjustment of the agenda; (iii) call for approval of the agenda.

5.3 Continuation: When the agenda is approved, the Chair moves to progress through the remaining agenda items, and prepares to conduct the respective votes by ensuring opportunities for discussion and debate. (See §6 below.) The Chair him/herself may open discussion of the ExCo's announced items or invite a member of the ExCo to do so. The

Chair invites the members responsible to open discussion of their own submitted motions, reports, and other items.

For each agenda item, the Chair recalls any documents that were made available ahead of the assembly. The Chair may request the assembly's agreement to hear a summary rather than a *verbatim* reading of documents up for approval, in particular the Assembly Minutes and the President's Report. However, it is important to allow and even encourage ample scrutiny of the financial documents, which are ordinarily presented by the Treasurer.

5.4 Adjournment: It is crucial that the Chair formally adjourn the assembly, be it at, prior to, or later than the scheduled time.

6. Handling Motions from the Floor, Elections, Voting, and Approval

6.1 Procedural Motions: At any time during the assembly the Chair or any member present may propose procedural motions. As deemed necessary, all such motions must be discussed. At any rate, they must be put to a vote before the pertinent business progresses. For instance, a motion for or against a secret ballot must be put up for vote prior to the vote on a given item and/or a vote on electoral candidates.

6.2 Counter-Motions and Motions to Amend: In response to an existing main motion, any number of counter-motions may arise—and there may any number of motions to amend and/or supplement a main motion and/or a counter-motion. Before proceeding in such case, the Chair emphasizes that:

- (i) Swiss procedure requires a final vote between an amended main motion and an amended counter-motion. In the final line-up, the members vote first on the amended main motion. *If the amended main motion wins, there is no vote on the amended counter-motion.* (This is the meaning of the equal ranking of the main motion and the counter-motion in the hierarchy of voting [see §4.1, ii]).
- (ii) Leading up to any final vote, each motion for change must be discussed and voted on in turn. The assembly thus moves gradually to approve amendments, often in several stages.

In the course, the Chair does his/her best to explain the implications of amendments. When various proposals show substantial overlap, the Chair may invite proposers of amendments to consider withdrawing their motions.⁹

6.2 Elections: Members may nominate themselves and colleagues to run from the floor for all elected offices and committees. Nominated colleagues can be put up for vote only with their consent. New candidates coming from the floor introduce themselves; if time allows, the candidates announced in the agenda also introduce themselves.

6.3 Voting and Approval: The Chair opens a vote by naming the relevant item, and calling for a show of hands (or voting cards) "in favor of," "against," and "abstentions." The Chair usually announces all the counts, and closes the vote by declaring the majority-approved item or resolution. However, if a majority is immediately evident, the vote counting may be waived, and the Chair may declare the result for example as follows: "With an overwhelming majority of yes-votes [or no-votes] and only several abstentions, the assembly approves [or rejects] the financial plan."¹⁰

An absolute majority (50% + 1) of the members present and represented at the assembly is required to approve electoral candidates and procedural motions, and to adopt most resolutions (substantive motions) (Art. 13, §1). The exception: A qualified two-thirds majority is required to approve amendment of the Constitution (Art. 13, §3.1).

N.B. Approval of new members (Art. 6) does not take place at the assembly, but by circulation twice each year in the form of silent non-objection.

8. The Parliamentarian and Conventions of Assembly Conduct

- The Parliamentarian supports the Chair's endeavor to conduct a legally correct and orderly assembly that respects the right of every member to be heard. Among the Parliamentari-

an's duties are to help the Chair recognize members indicating the wish to speak, and to keep track of their speaking order. The Parliamentarian advises on questions of procedure, and alerts the Chair, for instance if he/she strays from the agenda or the voting rules, or cuts off debate too early, or neglects to end prolonged debate.

- Members wishing to speak raise their hands and wait to be called on by the Chair.
- Members speak as briefly as possible, usually for no more than five minutes.
- Members usually expect to speak no more than once on any one agenda item.
- Members concede that precedence is usually given to members who have not yet spoken.
- Members are careful not to interrupt one another, not to cut off a debate too quickly, and not to unnecessarily prolong a debate.
- Bearing in mind that individual simultaneous translation may be going on, new speakers allow time for translators to finish.
- The Chair and/or the Parliamentarian call members to order when they stray from the agenda, speak out of turn, violate the Constitution or these *Guidelines*, or in any other way disrupt the orderly assembly. Members who persist with disorderly conduct may be required to leave the room (Saalverweis an Störenfriede).¹¹

9. Enactment

In August 2015 the Executive Committee approved these *Summary Guidelines and Procedures* for immediate use at AGAP assemblies, with the understanding that supplementation by a reliable source may be required. The document as such shall remain effective until it may be revised by the ExCo or by the membership's vote. It is currently available in English only, and can be downloaded at www.agap.info under the rubrics "Constitution" and "Statuten."

Notes

¹ All Articles (Art.) herein refer to the AGAP Constitution, which is supplemented by these *Guidelines*. The *Guidelines* draw in part on "Guidelines and Procedures for Convening and Conducting the IAAP Delegates Meeting (1999)." They rest primarily on standard (and legal) Swiss Association practices as described in Vreni Schawalder, *Unser Verein: Aktiv als Mitglied und Vorstand. Ein Ratgeber aus der Beobachter-Praxis*, 3., aktualisierte Auflage, 2010, PDF version secured (Beobachter-Buchverlag, www.beobachter.ch).

² Motion Types translated and slightly expanded from Schawalder, p.139 and pp.140-144.

³ *Ibid.*, p. 141.

⁴ The AGAP Constitution stipulates no deadlines for the submission of agenda items. The 6-week deadline given here allows the ExCo to incorporate submitted items into the final agenda, and to ensure that all the assembly documents are printed and mailed to some 500 members worldwide in accordance with the constitutional deadline. The 5-month deadline for main motions to amend the constitution is not mandatory. However, it allows time for any revision that may be needed based on legal consultation to the effect that proposed amendments would breach the Constitution or the Swiss Civil Code.

⁵ Schawalder, p.53.

⁶ The quorum is constituted by 2/3 of all members attending and represented at the assembly.

⁷ AGAP has customarily benefitted from the services of the Parliamentarian, although Swiss practice does not require it. Indeed in Switzerland the Parliamentarian is an unknown figure, as the function is held to be among the duties of the Chair (see Schawalder, e.g., p.136 and p.232).

⁸ The Chair may propose that guests be approved *in globo*, as a group.

⁹ For details on voting on amendments and other matters see Schawalder, pp.142-151.

¹⁰ *Ibid.*, p.144.

¹¹ *Ibid.*, p.136.