Template

This template is intended to cover situations that frequently arise in practice. However, it should not be considered as definitive, complete or tailored to any specific case. It does not constitute legal advice. This template should not be used without possessing qualified know-how or without first consulting a qualified advisor regarding the specific circumstances.

**Minutes
of the Annual General Meeting regarding the financial year [2023]
of [Sample Ltd], of [date], at [time]**

1. **Welcome, appointment of the Secretary and statements**

[name] welcomes the participants, takes the Chair and appoints [name] as Secretary with the consent of the meeting. [*Alternative*: [name] takes the Chair and, with the consent of the meeting, acts as Secretary at the same time.]

The Chair states:

1. the invitation to this Annual General Meeting was issued in due time and form;
2. the following items were listed in the invitation as agenda items with the motions of the Board of Directors;
3. of the total share capital, divided into [number] registered shares with a nominal value of CHF [nominal value] each, the following are represented by:

shareholders (in person or

individually represented) [number] shares

by corporate bodies [number] shares

total [number] shares

1. the General Meeting is therefore duly constituted and has a quorum for the scheduled agenda items.

No objections are raised against these statements.

1. **[Report by the CEO on the financial year [2023] and outlook for [2024[[1]](#footnote-2)]**

[The CEO informs the General Meeting about the course of business in the past financial year and provides an outlook for the new financial year.]

1. **Approval of the annual financial statement [2023]**

[The General Meeting decides without discussion and with the following voting result to waive the presence of the auditor:[[2]](#footnote-3)]

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

[The General Meeting takes note of the auditor’s report.[[3]](#footnote-4)]

The General Meeting decides without discussion and with the following voting result to approve the annual financial statement:

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

1. **Use of the financial result**

The General Meeting decides without discussion and with the following voting result to carry forward the balance [profit / loss] to the new account:

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

1. **Discharge of the members of the Board of Directors and the Executive Management**

The General Meeting decides without discussion and with the following voting result to grant discharge to the following members of the Board and the Executive Management for the past financial year[, whereby the shareholders concerned abstained from voting [[4]](#footnote-5)]:

[name]

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

[name]

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

[name]

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

1. **Election / Re-election of the Board of Directors**

[The General Meeting takes note of the resignation of [name] from the Board.[[5]](#footnote-6)]

The General Meeting decides without discussion and with the following voting result to elect the following members of the Board for a further term of office[, whereby the shareholders concerned abstained from voting [[6]](#footnote-7)]:

[name]

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

[name]

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

[name]

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

[The General Meeting decides without discussion and with the following voting result to elect the following person as new member of the Board for a term of office[, whereby the shareholder concerned abstained from voting[[7]](#footnote-8)]:

[name][[8]](#footnote-9)]

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

1. **[Election / Re-election of the auditor**[[9]](#footnote-10)**]**

[The General Meeting decides without discussion and with the following voting result to elect [company], [registered office] as auditor for [another] term of office:]

|  |  |  |
| --- | --- | --- |
| Voting result | Number of votes | Percentage |
| Approval | [number] | [•]% |
| Rejection | [number] | [•]% |
| Abstention | [number] | [•]% |

1. **Varia**

[No comments were made.]

The Chair closes the meeting at [time].

Chair [and Secretary] [Secretary]

[name] [name]

1. According to the invitation. [↑](#footnote-ref-2)
2. Unless the limited audit has been waived («*opting-out*»). [↑](#footnote-ref-3)
3. Unless the limited audit has been waived («*opting-out*»). [↑](#footnote-ref-4)
4. If the members of the Board are also shareholders. [↑](#footnote-ref-5)
5. Optional. [↑](#footnote-ref-6)
6. If the members of the Board are also shareholders. [↑](#footnote-ref-7)
7. If the members of the Board are also shareholders. [↑](#footnote-ref-8)
8. Optional. [↑](#footnote-ref-9)
9. According to the invitation. [↑](#footnote-ref-10)