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A few fundamental rules must be respected scrupulously when convening a meeting of the Board of Directors

The holding of a meeting of the Board of Directors is governed by a relatively liberal system in Swiss law.

For instance, minutes must only be written of meetings of a Board of Directors comprising at least two members. This does not necessarily mean that the sole Director of a limited company will not have an interest in recording his decisions in writing. That may be appropriate, for example, in respect of his relations with the tax authorities, e.g. when dividends are awarded in his favour or when the fraction of a shareholder's current account is apportioned.

Decisions of the Board of Directors must be taken by a simple majority of members present. Members cannot ask to be represented at a meeting of the Board of Directors. However, the legal principle of the relative majority may be amended by the articles of association to stipulate absolute or qualified majorities. The articles of association may likewise stipulate a required attendance quorum, which is not laid down by law.

The proceedings of the Board of Directors may consist in the first place of collegial deliberations at a meeting held at a particular place on a date and at a time fixed in advance. That is the conventional and ordinary way in which a meeting of the Board of Directors must be conducted. This meeting may include participants who are present only via telephone or video conference links.

The law likewise stipulates that meetings may be held by circular consultation. However, all the members of the Board of Directors must have been invited to attend and given an opportunity to request a discussion. If such a request is made, the method of deliberation must be adopted for the items which are to be discussed. If not, the meeting will take place in the form of approval given to the decisions set out in the minutes circulated to the Board members. The law does not stipulate a quorum or require a particular majority. However, Article 23, para. 2, of the Implementing Ordinance on the Register of Companies (ORC/HRevV) stipulates that requests lodged with the Register of Companies in respect of facts to be entered in the Register must be signed by all the Board members (even those who voted against) if they have been taken by circular consultation.

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