

Procedure to follow for registration of international associations at the Commercial Court

Elisabeth Soudant
Assistant Registrar, Registry of Companies in Brussels

On October 29th 2009 I was fortunate enough to be invited to come to a conference-debate and explain the formalities of registration of international non-profit associations.

From the outset, it seemed to me important to distinguish between non-profit associations (ASBL), international non-profit associations (AISBL) and foreign non-profit associations (ASBL).

An international non-profit association is an association open to both Belgians and other nationalities, with its registered headquarters in Belgium and a non-profit purpose of an international character. That is to say, an association under Belgian law. It is the international nature of its purpose which distinguishes it from a 'simple' non-profit association.

By foreign non-profit associations I mean non-profit associations legally constituted according to the law of another state, in which they have been founded, and which open an operating centre in Belgium.

How can an international non-profit association be created?

Establishment of an international non-profit association requires an authenticated deed and also official royal recognition.

The deed necessitates the intervention of a notary. But the authenticated deed alone is not sufficient. The international non-profit association becomes a legal entity only on the day that royal recognition is accorded.

In order to obtain royal recognition, the following documents must be sent to the Federal Public Justice Service, General Directorate of Legislation and of Liberties and Fundamental Rights, 115 boulevard de Waterloo, 1000 Brussels:

- stamped copy of the authenticated deed of the creation of the international association and, as necessary, its attachments;
- a request, addressed to the Minister of Justice, for a legal entity to be granted;
- the list of members of the board of management.

When the royal recognition has been signed, the administrative services send one copy to the notary concerned and three copies to the international association.

Rules of publicity

As for non-profit associations, all deeds, invoices, announcements, publications and other documents sent out by the international non-profit association must state:

- its registered name;
- the words 'international non-profit association' or the initials AISBL;
- the address of the registered headquarters.

International non-profit associations each have a file kept by the registrar of companies of the region in which the registered headquarters is situated. In addition to a copy of the royal decree recognising its foundation, it is necessary for the file to contain:

- the charter and modifications to the charter;
- the full updated charter incorporating all modifications;
- deeds regarding the nomination, resignation and termination of activities of the directors and, as appropriate, of persons authorised to act on behalf of the international non-profit association;
- decisions resulting in the dissolution of the international non-profit association and its liquidation;
- the annual accounts of the international non-profit association.

(art.51,§2, of the law)

And finally, certain deeds must be published in the annexes to the Moniteur belge (Belgian Gazette). These are:

- the charter and modifications to the charter;
- deeds regarding the nomination, resignation and termination of activities of the directors and, as appropriate, of persons authorised to act on behalf of the international non-profit association;
- decisions resulting in the dissolution of the international non-profit association and its liquidation.

(art.51,§3, of the law)

It is the registrar of companies who is responsible for transmitting the documents for publication in the Moniteur belge.

Modifications to the charter

Modification of the purpose or purposes

Changes to the purpose or purposes for which the international non-profit association was established, or to the activities which the international non-profit association intends to use to achieve those purposes, require a royal decree. To carry this out, the following documents must be submitted:

1. a copy of the most recent version of the updated charter as deposited with the registrar;
2. an extract from the minutes of the general assembly, signed by the authorised person or persons, including the purpose as modified and which shows clearly that the modified purpose was approved by decision of a meeting which fulfilled all requirements of quorums for presence and voting;
3. a request, addressed to the Minister of Justice, for approval of the modification;
4. the list of members of the board of management currently in office

to

General Directorate of Legislation and of Liberties and Fundamental Rights,
115 boulevard de Waterloo,
1000 Brussels
Charlotte Sevenants, tel. 02 542 75 63.

When the royal decree has been granted, the administrative service will send one copy of the decree to the notary and three copies to the international association. One of the three latter copies will then be sent to the registrar of companies.

Please note!

Legal modifications relative to

- the powers, method of calling a meeting and method of decision-making of the general board of management of the international non-profit association, as well as the conditions for bringing such decisions to the attention of the members;
- conditions for the modification of the charter, dissolving and liquidating the association as well as the destination of the remaining funds of the international non-profit association

must be confirmed by a deed authenticated by a notary (draft law of 27/12/2004).

Modifications to the charter other than those specified above are to be confirmed by a private deed.

Must the accounts be published?

Each year non-profit associations, foundations and international non-profit associations must file their annual accounts with the registrar of companies. Failure to file accounts for three consecutive years may cause the association or foundation to be closed down.

The conference ended with some constructive exchanges which were illuminating for both speaker and audience.

As I advised the participants at the time, if they have any problems, they can make an inquiry by telephone to the service for international non-profit associations, which will be sure to reply to any remaining questions.

elisabeth.soudant@just.fgov.be
tel: 02 346 03 33 or 02 346 14 53