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Service public fédéral Justice

Direction Générale de la Législation et des
Libertés et Droits Fondamentaux

Commercial Law Department

The new procedure as laid down in Articles 46 and 50, §3 of the Law of 27th June 1921, as modified by Articles 282 and 284 of the Programme Law of 27th December 2004 is as follows:

1. Acquisition of legal personality and filing of documents on date of recognition:

International non-profit making organisations are to be formed by notarised instrument. This means first contacting a Notary.

However, it is still the SPF Justice which has jurisdiction to recognize AISBLs; these associations acquire legal status on the date of signature of the Royal Decree of recognition (Article 46 of the Law of 27th June 1921, as modified by Article 282 of the Programme Law of 27th December 2004).

AISBL Procedure to be followed

The following documents must be sent to the **Service Public Fédéral Justice** - Direction Générale de la Législation et des Libertés et Droits Fondamentaux - Associations Internationales - Boulevard de Waterloo, 115, 1000 Brussels, (Edmée Chretien - 02/210.57.66 or Claudine Gilson - 02/210.57.67) :

- a) **one copy of the notarized instrument creating the international association;**
- b) **an application to be granted legal status, addressed to the Minister of Justice;**
- c) **a list of the members of the Board of Directors (surname, forename, place and date of birth and address, and in the case of legal entities, the name, legal form and registered office address) if this is not shown in the notarized instrument;**

Once the Authorities have received all the necessary documents, it will submit the decree for royal signature.

When the Royal Decree has been issued, the Authorities will send four copies of the Royal Decree to the instrumenting Notary or the lawyer of the international association. One of the four copies must be submitted to the Clerk at the Commercial Court.

The following must be sent to the Clerks of the Court:

- one copy of the Royal Decree of recognition, attesting to the legal entity's acquisition of legal status,
- the documents mentioned in Article 51§3, to be deposited in the file held at the Court Office,
- and Form I for publication in the Appendices to the *Moniteur Belge* and registration with the Banque-Carrefour des Entreprises (BCE).

2. Modifications to Articles of Association requiring a Royal Decree:

Alterations to the description of the AISBL or the aims for which it was set up and the activities it intends to carry out in order to achieve these aims require a Royal Decree (Law of 27th June 1921, 50 §3, modified by Article 284.2 of the Programme Law of 27th December 2004).

The following documents must be sent to the Service Public Fédéral Justice - Direction générale de la Législation et des Libertés et Droits Fondamentaux - Associations internationales - Boulevard de Waterloo, 115, 1000 Brussels, (Edmée Chretien - 02/210.57.66 or Claudine Gilson - 02/210.57.67) :

- 1) **an extract from the Minutes of the General Meeting, signed by the competent person/s, containing the modified object and showing clearly that this has been approved by the required attendance and voting quora;**
- 2) **an application for approval of the modification, addressed to the Minister of Justice;**
- 3) **a list of the Board Members in office (surname, forename, place and date of birth and address; in the case of legal entities: name, legal form and registered office address;**
- 4) **the final text of the modified object to be sent by a diskette or to the following e-mail address : edmee.chretien@just.fgov.be, or claudine.gilson@just.fgov.be;**

When the Royal Decree has been issued, the Authorities will send four copies of the Decree to the Notary or to the lawyer of the international association. One of the four copies must be submitted to the Clerk at the Commercial Court.

The following must be sent to the Court Office:

- a copy of the Royal Decree approving the modifications,
- the coordinated version of the Articles of Association following the addition of the modifications (can be sent at a later date)
- and Form I for publication and, if appropriate, Form II for modifying the data held by the BCE.

3. Modifications to Articles of Association requiring notarisaton:

Alterations to the Articles of Association regarding

- powers, form of convocation and decision-making methods of the general management body of the AISBL as well as the conditions in which its resolutions are made known to the members;
- the conditions of modification of the Articles of Association, winding up and liquidation of the Association, and the destination of the assets of the AISBL

must be laid out in a notarized document (Article 50 §3 of the Law of 27th June 1921, as modified by Article 284.2° of the Programme Law of 27th December 2004).

The following must be sent to the Court Office:

- one copy of the notarized document recording the modifications made;
- the coordinated version of the Articles of Association following the addition of the modifications (can be sent at a later date)
- and Form I for publication in the Appendices to the *Moniteur Belge* and, if appropriate, Form II for modifying the data held by the BCE.

4. Modifications other than the above:

Other modifications to the Articles of Association which are not dealt with above shall be recorded in a private instrument.

The following must be sent to the Court Office:

- the private instrument stating the modifications made,
- the coordinated version of the Articles of Association with the modifications made (may be sent at a later date),
- and Form I for publication in the Appendices to the *Moniteur Belge* and, if relevant, Form II to modify the data held at the BCE.

Associations must have the Articles of Association, modifications and instruments regarding appointment, dismissal and termination of office published in the Appendices to the *Moniteur Belge* at their own expense.

Pursuant to Article 51 of the Law, instruments regarding directors must be placed filed at the Court Office and published in the Appendices to the *Moniteur Belge* as well as the Banque Carrefour.