socialplatform

International non-profit organisations (INPA) = AISBL

ADMIN SSS, Brussels, 09 May 2012

Difference between AISBL and ASBL

- association for Belgians and foreigners
- with registered office in Belgium
- has a non-profit **international** goal
- under the Belgian law (27 June 1921 with insert, Title III, on AISBL of 2 May 2002)
- legislation is more flexible than for ASBL
- principle of freedom of contract will apply

Creation of an AISBL

- More complex than for an ASBL: need of:
  - a notarial act
    - The notary has to verify and certify compliance with legal policy on AISBL
  - a royal recognition
    - The AISBL acquires legal status only on day of recognition
    - To obtain royal recognition, a file has to be sent to the Ministry of Justice
      - Notarial act + annexes
      - Request to Minister of Justice to obtain legal personality
      - List of the board members with specific data
    - Royal decree will be sent to the notary and a copy needs to be sent to the court of commerce

Statutes, what should they mention ?

- Name
- Address of registered office in Belgium
- Description of purposes and goals, and the activities planned to achieve these
- Conditions and formalities for admission of members with categories if applicable
- Rights and duties of members in various categories
- General management body (General Assembly) : attributions, way of calling and how members are informed about their resolutions

- Governing body (Management committee) :
  - Mode of appointment of administrator
  - Termination or annulation of mandate
  - Minimum number of administrators
  - Duration of mandate
  - Method of selection
  - Extend of power
  - Method of selecting persons who represent legally the AISBL
- Conditions of modification of statutes
- Conditions of dissolution and disposal of assets to desinterested purpose
- Conditions of liquidation

Observation :

- Absence of certain requirements in regard to ASBL
  - No minimum number of members
  - No maximum membership fees can be required
  - No requirements regarding identification of the founders
- Changes of name, address, goals and activities need a royal decree
- Changes regarding the management and administrative bodies, administrators and persons representing the association are subject to new statutes
- Modifications of other statutory references ar done under private seal

Functionning of an AISBL

- **The Bodies**

  - The Law refers to a General Management body (General Assembly) and a Governing body (Management Committee)
  - No list of powers is reserved to GA, only approval of accounts and budget, discharge of the board and director, appointment of new board members and decision upon new members
  - If other powers, these should be established in the statutes
  - Two new bodies can legally be created : the person in charge of the daily management (director) and the representatives of the association

Advertising rules

- All official documents, publications, etc, must specify
  - Name
  - « AISBL »
  - The address of registration
- All AISBL have a record kept at the Court of Commerce of their district with the necessary updated files :
  - The royal decree of recognition
  - Statutes with amendments, if any
  - Acts relating appointment, revocation and termination of administrators, director and persons representing the association
  - Decisions acting dissolution or liquidation
  - Annual accounts

- Acts to be published in the Moniteur Belge
  - Statutes and amendments thereto
  - Acts relating appointment, revocation and termination of administrators, director and persons representing the association
  - Decisions acting dissolution or liquidation

- It is the task of the Court of commerce to forward the documents to the Moniteur Belge

Accounting

- Identical for both ASBL and AISBL
  - Small associations can keep simplified accounts
  - Large associations must keep a double-entry accounting in accordance with the Law of 17 July 1975 for companies

- Are considered large associations, those who comply with 2 out the 3 criteria :
  - 5 full time staff members on annual average
  - 250,000 euro total income
  - 1,000,000 euro as total of balance