Revising your association’s statutes: how to get started

Ready, set, go!

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Background
Marijke Roelants

• Germanic languages KU Leuven
• European Studies UCL
• Law studies KU and VUB (Intern European Parliament, know-how assistant Allen & Overy, Paralegal at Bogaert & Vandemeulebroeke PwC)
• Lawyer since 2004 (NautaDutilh, Dechert, ...)
• Managing Partner BoldLAW since 2018
• Member Editorial Board TRV-RPS (Legal Magazine on company law, association law, financial law and tax law) since 2009
• Article series in bilingual accountancy magazine Balans/Bilan on association law reform
• Other publications in legal magazines for instance on partnerships and insolvency proceedings
Articles Balans/ Bilan (French/ Dutch)

Restructuring of associations and foundations: novelties in the Companies and Associations Code
New company and association law: the ‘mandatory provisions’
Agricultural company and social enterprise: recognitions and presumptions
The new law on associations: entry into force and transitional rules
Association law reform: transitional rules and novelties
The digital annual meeting: how to organise it in practice
Judicial reorganisation and the role of the mediator
Internal rules: state of affairs

SCHEDULE OF THE WORKSHOP

1. **Session 3**: 13.45 p.m. to 14.45 p.m.
2. **Session 4**: 16.15 p.m. to 17.15 p.m.

Questions?
• Feel free to ask on the spot.
• Last 15 minutes of the workshop are reserved for your questions.
5-STEP-REVISION PROCESS

Strategizing & exploring  Mapping & explaining  Writing the statutes  Deciding & approving  Publishing

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Step 1
Strategizing & exploring

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Who?

1. Make a specific projet of it
2. Appoint a working group
3. Appoint a team leader

Strategizing

As little as possible
As much as possible
Step 2
Mapping & explaining

1. Overview of revisions

1. Proposed revision
2. What has changed compared to the former law
3. Why is it important to adopt it
Who can be a Director (bestuurder/administrateur)?

**NATURAL PERSON**

**LEGAL PERSON**

• Legal person must appoint a permanent representative
• Permanent representative must be a natural person
• Permanent representative carries the same liability as the Director-legal person

Executive Board (raad van bestuur/conseil d’administration)

**BODY WITH INDIVIDUALLY COMPETENT DIRECTORS**

• Each Director is allowed to act on their own and to take alone decisions binding on the association

**COLLEGIAL BODY**

• Directors take joint decisions with the majority provided in the statutes

Risk: conflicting Executive Board Decisions

Risk: increased Director’s liability
2. Hold a Board Meeting and select revisions

Step 3
Writing the statutes
Start to write

1. First draft by legal counsel (English)
2. Review by the working group
3. Review by the Executive Board
4. Final draft by legal counsel

Additional preparation

Submitting of final draft to the members for review and comments
Step 4
Deciding and approving

Two levels

- Board of Directors meeting (approval final draft and convocation General Assembly)
- General Assembly of the Members (notary public?)
Step 5
Publishing

Annexes to the Belgian State Gazette (Belgisch Staatsblad/ Moniteur belge)
Statutes database
Internal rules?
Internal Rules

**ISSUED BY THE BOARD OF DIRECTORS**

• relate to the working groups, information rights, the organisation and working method of the Board of Directors etc..

• can be modified by a **simple majority**

**ISSUED BY THE GENERAL ASSEMBLY**

• relate to the rights of the members, the powers of the bodies, or the organization and working method of the General Assembly …

• can only be changed by the **majority applicable to a modification of the statutes**

Feel free to reach out

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