

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 KUB 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

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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

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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.

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5-STEP-REVISION PROCESS



**Strategizing
& exploring**



**Mapping &
explaining**



**Writing the
statutes**



**Deciding &
approving**

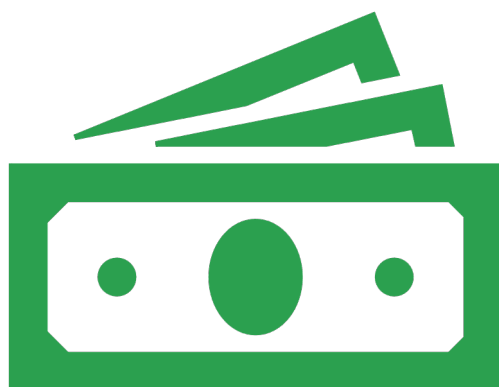


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Step 1

Strategizing & exploring

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Who?

- 1
Make a specific project of it
- 2
Appoint a working group
- 3
Appoint a team leader

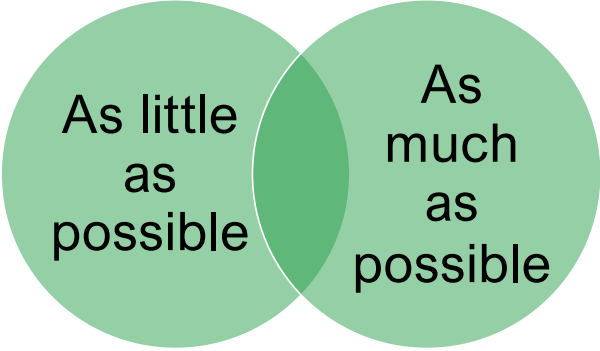
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Strategizing



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Exploring




WHAT COULD BE IMPROVED

WHAT MUST BE IMPROVED



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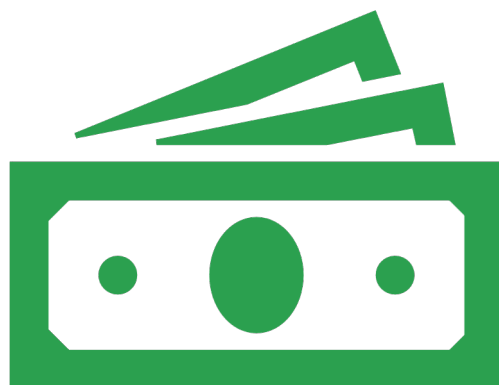
Exploring

CHALLENGES?

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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

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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

Risk: conflicting
Executive Board
Decisions

COLLEGIAL BODY

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

Risk: increased
Director's liability

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Step 3

Writing the statutes

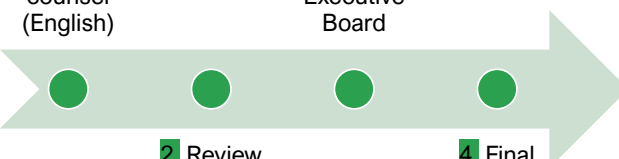
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Start to write

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




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Additional preparation

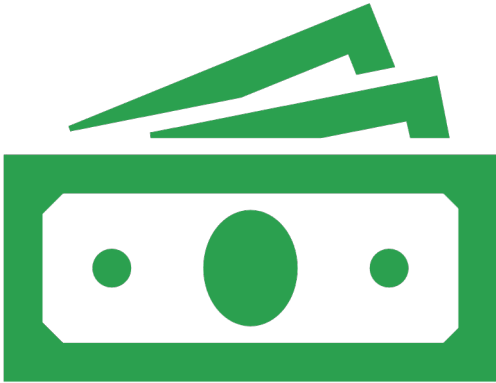
Submitting of final draft to the members for review and comments



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Step 4

Deciding
and
approving

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Two levels

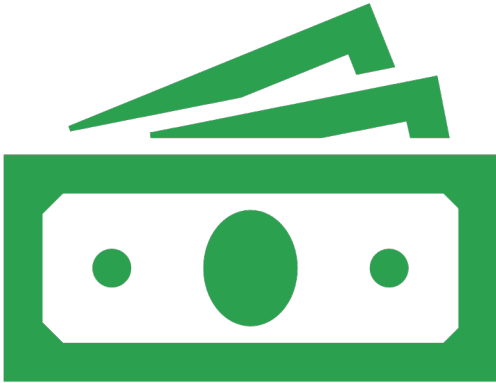
Board of Directors meeting
(approval final draft
and convocation
General Assembly)

General Assembly
of the Members
(notary public?)

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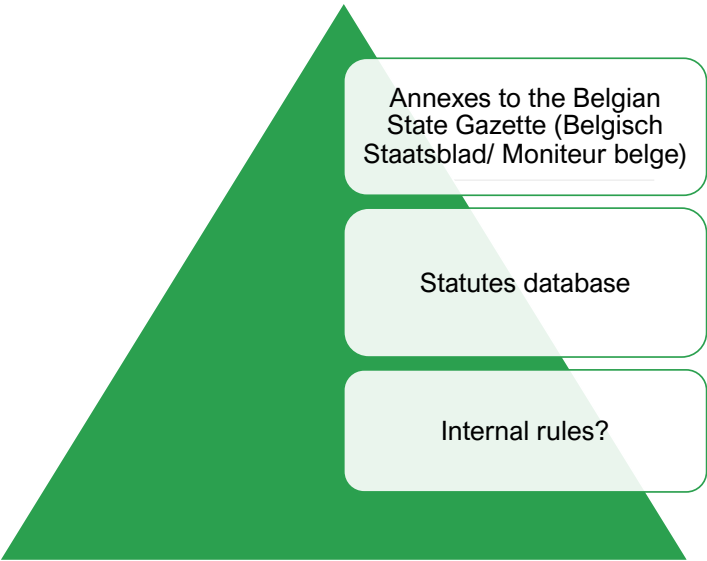

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Step 5
Publishing

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Annexes to the Belgian State Gazette (Belgisch Staatsblad/ Moniteur belge)

Statutes database

Internal rules?

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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**

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Feel free to reach out

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