

HOW TO INCORPORATE AN INTERNATIONAL ASSOCIATION IN BRUSSELS ?

What is the incorporation procedure?

The INPO is incorporated, under pain of being declared null and void, by a notarial deed. By virtue of the Notary's involvement, the legal validity of the organisation's Articles of Association is ensured and the Notary will confirm this in the deed of incorporation.

The organisation then acquires legal personality through a Royal Decree of recognition. To achieve this, the Notary sends the deed of incorporation to the FPS (Federal Public Service) Justice, and the latter verifies whether the object defined in the Articles of Association do actually pursue an aim of international utility. If this is indeed the case, the authorities draw up and refer a draft Royal Decree to the King for the issuance of a Royal signature. It is recommended to refer the activities that constitute the organisation's object to the departments of the FPS Justice for approval, prior to the signing of the deed of incorporation, in order to avoid any risk of refusal to grant legal personality.

Once the Royal Decree has been issued, extracts of the organisation's Articles of Association are published in the Appendices to the Moniteur belge (Official Journal), making the existence of the international non-profit organisation enforceable against third parties.

What information do I need?

The deed of incorporation shall at least contain the data to be indicated in the extract that is to be published in the Appendices to the Moniteur belge. For instance, in addition to indicating its legal form (INPO), the Articles of Association will contain at the very least the following provisions:

- Name and indication of the Region in which the organisation has established its registered office in Belgium
- Exact description of the disinterested purpose that it is pursuing and the activities that are the organisation's object
- Conditions and formalities for the admission and departure of members, and, if applicable, specific rules for members of various categories, together with their rights and obligations
- Powers, convening formalities and decision-making process of the general meeting, as well as the manner of communicating the resolutions to the members
- Powers, convening formalities and decision-making process of the administrative body; the method of appointment of directors and termination of the duties of directors as well as revocation of their powers, the minimum number of directors, their term of office, the extent of their powers

and the procedures for exercising those powers; the method of appointing persons who have the power to represent the INPO towards third parties; if appropriate, the method of appointment and termination of the duties of persons to whom authority is delegated for day-to-day management and the manner in which they exercise their powers, by acting either alone, jointly or as a collegiate body

- The conditions for amending the Articles of Association
- The conditions for dissolving and winding-up the INPO and the disinterested purpose to which the INPO shall allocate its assets in the case of dissolution and winding-up.
- In addition to these items of information, the founders may indicate in the Articles of Association all other items that they might consider useful and/or necessary for their organisation to operate effectively. As soon as the deed of incorporation has been signed, they will also ensure to designate the exact address of the organisation's registered office and the full address of the directors and of the persons who are empowered to represent the organisation, and, if they so wish, the electronic address and the website of the INPO.
- It is also possible for the founders to arrange to have the commitments made by them on behalf of the organisation being formed to be taken over, provided that those commitments were not made more than two years before the organisation obtained legal personality.
- Lastly, these Articles of Association may be accompanied by by-laws which would stipulate some rules established in the Articles of Association.

What are the financial requirements?

No prior financial contribution is required for the incorporation of the organisation.

The INPO is now authorised to conduct commercial or industrial operations, even as a principal activity, in order to obtain the resources necessary for the achievement of its disinterested object, and in addition to the traditional sources of financing of the associative world, such as subsidies, gifts, bequests, etc.

Its only limitation lies in the fact that it cannot seek to distribute directly or indirectly pecuniary benefits or profits to its founders, its members, its directors or any other person concerned – except to the extent that such distribution is consistent with the organisation's non-profit-making aim. Although the organisation must refrain from distributing benefits or profits, this in no way prevents the organisation from using its assets and its profits to allocate them to the implementation of its object or to the realisation of its disinterested purpose.

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