

**Avocats**Saba PARSA (14) (22)  
Simone CASALENA (14) (22)Bruno VAN HAELST (1) (2) (6)  
Jean-Marc VAN GYSEGHEM (1) (3) (6)  
Dieter VAN TENDELOO (1) (4) (6)  
Laurent CHEVALIER (1) (5) (6)Risa TAKEUCHI (1) (7) (8)  
Filip RUTGEERTS (1) (7) (9)  
Stanislas LANCKRIET (1) (7) (10)Xavier VAN DEN BOSCHE (1) (11)  
Nathalie DEMART (1) (12)  
Marie LE JUGE DE SEGRAIS (1) (13)  
Simon RASQUIN (14) (15)  
Julie WATTIEZ (1) (16)  
Saskia DELBECQUE (1) (17)  
David LEYS (1) (30)  
Valentina DALLA GIOVANNA (1) (18)  
Charlotte DE BACKER (1) (19)  
Emilie JAVID MILANI (1) (20)  
Sylvain COURTOIS (1) (21)Caroline DENOEL (23) (24)  
Marie NUYTENS (23) (25)Alan Patrick GILES (26) (6)  
David GILES (27)Jean-Emmanuel KUNTZ (28) (29)  
Sabine KUNTZ (28) (29)  
Chloé GOTZORIDES (28)  
Pablo JAROSSAY-LOPEZ (28)

email :

**By email only**Waterloo, November 29<sup>th</sup>, 2023

Dear Sir,

**Subject : Responses to the questions formulated in the email dated November 17<sup>th</sup>, 2023**

We are coming back to you with regards to the questions you raised in your email from the 17<sup>th</sup> of November 2023.

You will find, there under, our answer under each of your question.

**1. What is the deadline to render the statutes compliant to the law ?**

According to article 39, 1<sup>st</sup> paragraph of the "Loi introduisant le Code des sociétés et des associations et portant des dispositions diverses", dated March 23<sup>rd</sup> 2019, « (...) Dans tous les cas, les statuts doivent être mis en conformité avec les dispositions du même Code **au plus tard le 1er janvier 2024.** ».

Accordingly, as previously indicated by Me Parsa, you have until December 31<sup>st</sup> 2023 to adapt your association's statutes.

**2. The sentence "suppletive provisions of the law apply to you" is also unclear. Which suppletive provisions would be applicable to APEEE EEB2 as an AISBL, in particular in view of the content already covered by the current articles.**

For your complete information, in law there are two kinds of provisions : mandatory and suppletive provisions.

A mandatory provision is a legal provision that cannot be derogated from because of its protective nature. If the statutes derogate from a mandatory provision, that part of the statutes will be deemed and rendered null and void, and the rule set out in the CSA will apply instead.

In contrast, suppletive provisions are provisions that may be derogated from. The statutes may provide for different arrangements than those set within the CSA. The content of suppletive provisions applies by default if nothing else has been provided for.

Provisions that are not mandatory are suppletive.

Therefore, on January 1st, 2024, if no changes are made in your statutes, the CSA's suppletive provisions will also automatically apply, if nothing against it is stated in your statutes.

3. ***In case the general assembly would not approve the proposed modifications of the statutes, what is the deadline to organize a new general assembly to render the statutes compliant with the law?***

Considering that you have until December 31st, 2023, to conform your statutes to the provisions of the CSA, in case the proposed modifications are not approved by the next General Assembly, we advise you to make sure you can still hold another assembly before the deadline of December 31st, 2023.

4. ***What are the consequences and risks for the association in case the statutes are not compliant with the law?***

According to article 39, 1st paragraph of the "Loi introduisant le Code des sociétés et des associations et portant des dispositions diverses", dated March 23rd 2019, « Les membres de l'organe d'administration sont personnellement et solidairement responsables des dommages subis par la société, l'association ou la fondation ou par des tiers résultant du non-respect de cette obligation. ».

Failing to comply with the requirements of the CSA with regards to statutes-related obligations, will have as a consequence that the joint and personal liability of the member of board the association will be engaged for any damages endured by the organization or third parties as a result of the non-compliance.

5. ***In your email of September 23rd 2022, you mention that in case of no approval, "The board of directors must convene a general assembly by 30 June 2024 at the latest to approve the changes you need to make." The legal basis of this data is unclear to us.***

In accordance with the risks incurred by the Board of Directors as explained in the previous point, we advise you to address the issue of compliance of the statutes with the CSA, as soon as possible.

At the latest, we recommend to address the question at the first General Assembly following the date of December 31st, 2023.

6. ***What are the consequences if only some, but not all, proposed articles have been approved by the general assembly?***

In the event that the general assembly approves some amendments but not others, it will be necessary to assess whether the unapproved proposed

amendments were within the suppletory or mandatory's. scope of application.

If the amendments are not adopted and the relevant articles of the statutes are therefore non-compliant to the CSA due to their non-adoption, the consequence will be the same as previously seen, namely, the joint and personal liability of the directors for the damages suffered by the organization or third parties resulting from the non-compliance with the obligation.

If you want to adopt later some provisions, please keep in mind that you will pay twice the publication cost.

\*\*\*

We hope these responses address your concerns and we remain at your disposal for all other inquiries.

For

Saba Parsa

Avocate | Lawyer

DPD certifiée | DPO Certified

[sparsa@rawlingsgiles.be](mailto:sparsa@rawlingsgiles.be)

[sp@rawlingsgiles.be](mailto:sp@rawlingsgiles.be)

Simone Casalena

Avocat | Lawyer

[sc@advisorsbysp.com](mailto:sc@advisorsbysp.com)

[scasalena@rawlingsgiles.be](mailto:scasalena@rawlingsgiles.be)