IVZW vs VZW: een verschil dat niet (noodzakelijkerwijze) bekend is

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The ASBL and the AISBL are two forms of associations with a non-profit purpose. However, the incorporation, the structure and the organisation of those associations are absolutely not the same, and often not known by the founding members.

Belgium knows two forms of association with a non-profit purpose: the non-profit association (ASBL) and the international non-profit association (AISBL).

Even though the ASBL is the more often used form of association, the AISBL proved to be less burdensome than the ASBL. Indeed, the AISBL has many advantages which are not reflected by the ASBL.

1.- The AISBL has an international character, carried by the international nature of its purpose. Practically, this means that the achievement of its purpose must potentially be useful beyond the Belgian territory.

2.- The AISBL is recognised by Royal Decree, which strengthens its image in the minds of third parties. An ASBL cannot enjoy this kind of recognition;

3.- The AISBL is less constrained by legal rules, meaning that the founders have a greater liberty in setting up the content of the articles of association. Practical examples would be:

- the functioning of the bodies of the AISBL: while an ASBL has well-defined bodies, such as a general assembly and a board of directors with at least three directors (or two if there are only three members) and specific attributed powers, an AISBL has two mandatory bodies with only some specific powers and more flexibility in their functioning and organisation;
- the membership rights and obligations are not defined for the AISBL.
4.- The AISBL incorporation requirements are more simplified: indeed, an AISBL only requires a minimum of two founding members in contrast to the three mandatory founding members for an ASBL;

5.- If an AISBL wants to change its registered office, it may, if provided by the articles of association, proceed by decision of the management and is not required to convene the general assembly. On the other hand, the ASBL has to convene the general assembly and amend its articles of association.

However, some requirements are more cumbersome for an AISBL than for an ASBL.

1. - The incorporation for an AISBL has to be made by notarial deed: the notary will submit the purpose of the association to the Ministry of Justice for approval. By contrast, ASBL could choose to incorporate the association by private agreement, which can substantially reduce the costs of incorporation.

2. - The approval procedure and the publication of the Royal Decree may take some time. From a practical point of view, this can take up to three months.

3. - The legal personality of an AISBL is granted on the day of the Royal Decree, while for an ASBL, it is the day of the filing at the commercial court.

On balance, the AISBL has wider potential for founders who are keen on having a non-profit association with a flexible structure in international matters.