

Publications in the Belgian Official Journal: costs and other concerns . . .

Effective 1 March 2015, new rates will apply for publishing deeds of legal entities in the Annexes to the Belgian Official Gazette. From its incorporation to its dissolution, such publication is a legal requirement at several points in the life of the company.

The list of deeds and resolutions that must be published is long. Without even attempting to be exhaustive, publications are necessary for the appointment or dismissal of directors, general managers and permanent representatives, for an amendment of the articles of association, a relocation of the registered office, a capital increase or reduction, a conversion of shares without voting right, certain convocations of shareholders meetings, but naturally also in the event of a merger, a demerger, the contribution of a business unit or the entirety of a company or its dissolution. Moreover, several publications are often required for a single change; for example, first of a merger proposal and then of a merger resolution.

Concretely, publication in the Belgian Official Gazette is done by completing the relevant model forms (which can be found via [this link](#)) and filing them - accompanied by the necessary originals and additional documents, duly signed (and in the right number of copies) - with the Registrar of the competent Commercial Court. Some court registries, like the one in Antwerp, have a specialised legal entities department for these publications.

The cost of the publication has to be paid by the time of filing at the latest, and it is these costs that are changing at the beginning of next month. As of 1 March 2015 the following rates apply:

			Rate	
			excl. VAT	incl. VAT
Company	Incorporation	on paper	€ 216,70	€ 262,21
		electronically	€ 175,00	€ 211,75
	Amendment	on paper or electronically	€ 127,10	€ 153,79
Non-profit association	Formation	on paper	€ 150,00	€ 181,50
		electronically	€ 108,40	€ 131,16
	Amendment	on paper or electronically	€ 101,70	€ 123,06

Experience has shown that the drafting and filing of the publication forms is a highly formalistic procedure. The formalities are applied with great stringency. For example, publication is refused if the text does not fully comply with the requirements of the relevant clerk of court's office, if certain original underlying documents are missing, or if the signatures were not affixed in exactly the right place. Moreover, the application of the relevant rules sometimes depends in part on the particular registry involved. For example, certain registries require a copy of the identity card of resigning directors, while at other offices this is not necessary.

Naturally, compliance with these formalities is important. Third parties must be correctly and precisely informed about the legal entities with which they collaborate and about the representatives with whom they come into contact when doing so. Yet this often leads to frustrations.

Consequently, one often devotes more time than money on the (various attempts at) publication. All of this means that, for the filing, many companies call on the services of specialists in the matter (such as lawyers), who often play a major role in drafting the underlying resolutions. These resolutions then contain a power of attorney on the basis of which they can prepare, sign and file the publication forms.

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