

NEW ASBL

Guidelines – Registration





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Foreword:

Notes presented by the Luxembourg Trade and Companies Register ("RCS") manager:

- Are of a general nature and are not aimed at any particular situation of a natural person or legal entity;
- Are of an explanatory and documentary nature;
- Aim at answering a number of questions raised by "RCS" users, are of no legal value, and no liability may be imparted to the "RCS" manager following these notes;
- Are not necessarily complete, exhaustive or completely up to date;
- May not be used as a substitute for legal or professional advice;
- Reflect only the opinion of the "RCS" manager on a number of issues, and is subject to any interpretation issued by Courts and Tribunals.

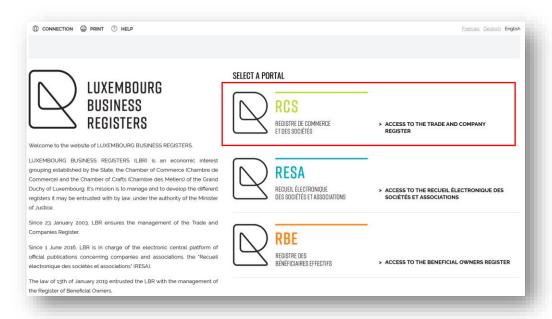


Summary:

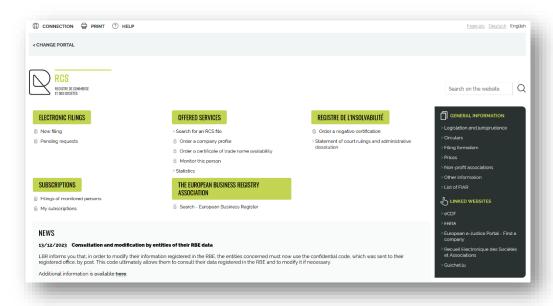
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1. Choice of service on the LBR website

When I access the LBR site, I click on the "green" RCS heading:



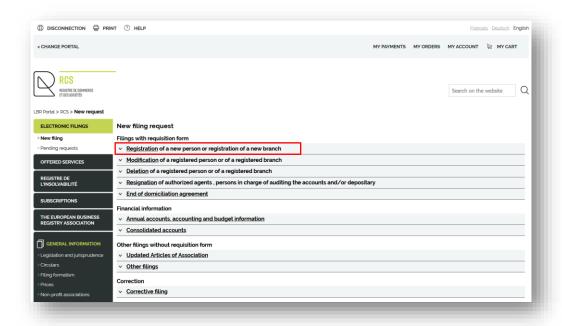
I click on "New filing":

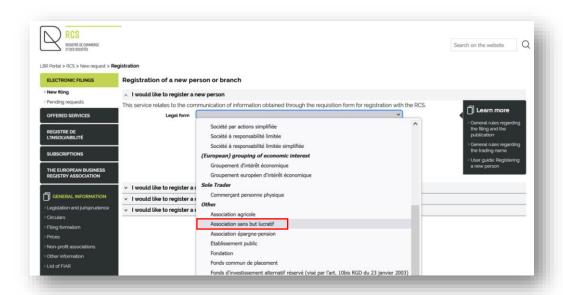


Once authenticated via a product issued by Luxtrust S.A. or a Luxembourg eID card, or an eIDAS electronic certificate (see connection procedure here):

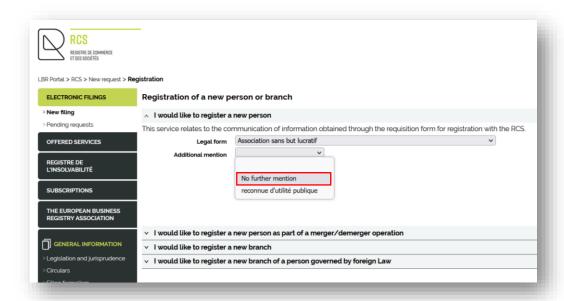


I click on "Registration of a new person or registration of a branch" and select the legal form (here an ASBL):





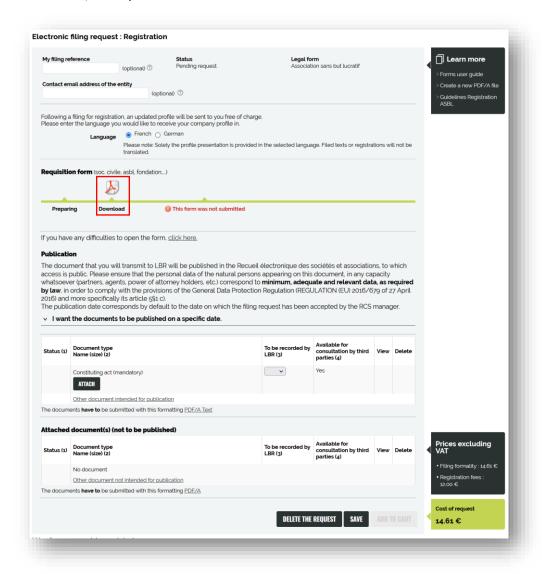
And don't forget to include the additional wording (here I click on "No further mention"; PLEASE NOTE: for ASBL "recognised as being of public utility", ministerial authorisation is required):



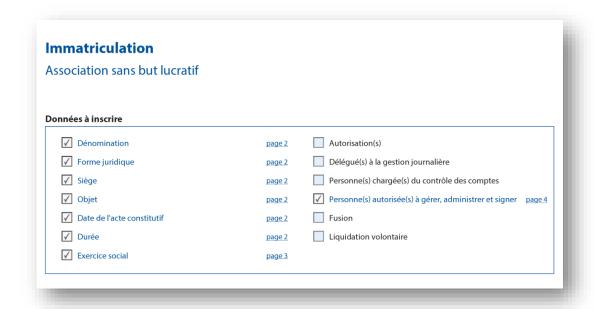
I continue by clicking on the "NEXT STEP" button and after having clicked on OK when the warning window appears stating "The entity must make its declaration of beneficial owners to the RBE within 1 month, after its registration with the RCS.", I then enter to the filing screen.

2. Requisition form to be complete

After a few seconds, the requisition form is available to download:



Once downloaded by clicking on the Adobe logo (the file named FormulaireDepot... should be in your "Downloads" folder if it doesn't open automatically), I complete the necessary information (checked on page 1):



I can also choose to tick the optional blue boxes (for example: I appoint an approved statutory auditor):



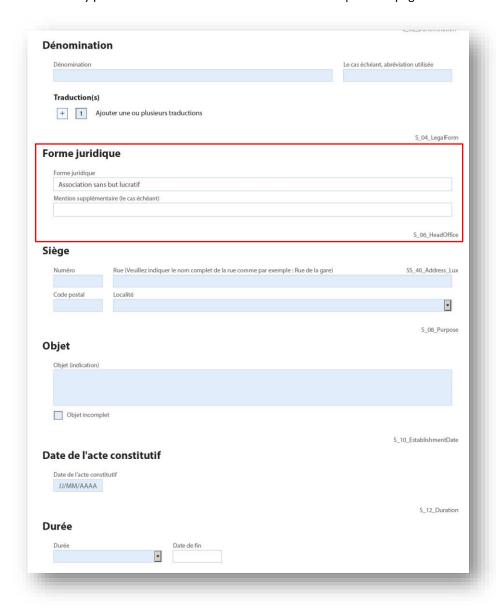
I must complete the following on page 2:

- the trade name of my ASBL or foundation;
- the precise address of the registered office in the Grand-Duchy of Luxembourg (corresponding to an address listed in the land register);
- the purpose (pursued by my association);
- the date of incorporation (the date shown on the deed of incorporation);
- the duration of the association or foundation (unlimited by default).

All information must comply with those recorded in the articles of association included in the deed of incorporation.

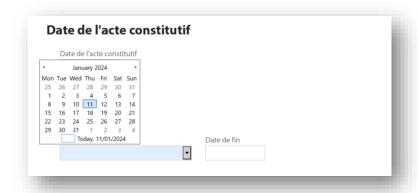
· Legal form

The legal form is already pre-filled with the information entered on the previous page.

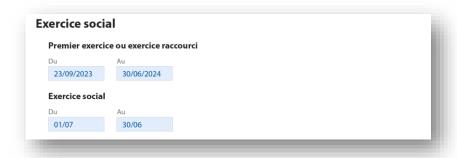


• Date of incorporation and financial year

To fill in the date, I can either enter it manually in DD/MM/YYYY format or select a date from the calendar by clicking on the drop-down menu in the cell.



L'exercice raccourci correspond au laps de temps entre la constitution de l'ASBL et la fin de l'exercice annuel. Par exemple, pour une ASBL qui veut établir ses comptes annuels du 01/07 au 30/06 et qui a été constituée au 23/09/2023, le premier exercice (ou exercice raccourci) sera : du 23/09/2023 au 30/06/2024 ; et l'exercice annuel à inscrire en-dessous est : du 01/07 au 30/06.

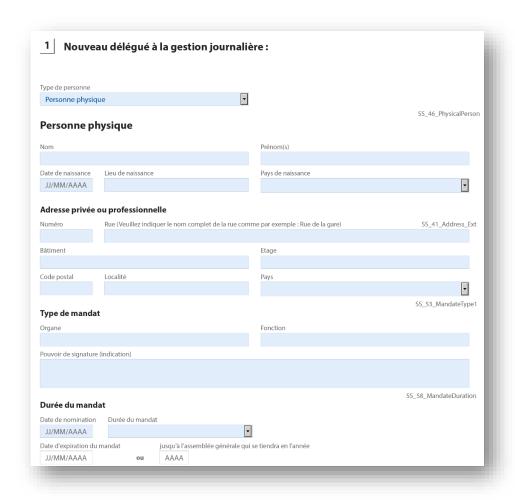


• Day-to-day management delegate

If I have chosen to register a daily management delegate (optional), I must complete the relevant pages 4 et seq. after ticking the boxes on the first page :



I then fill in the information on the next page (here page 5).



In the "Type of mandate" (*Type de mandat*) section, the "Function" (*Fonction*) field is mandatory (e.g. *day-to-day management delegate, director-delegate...*).

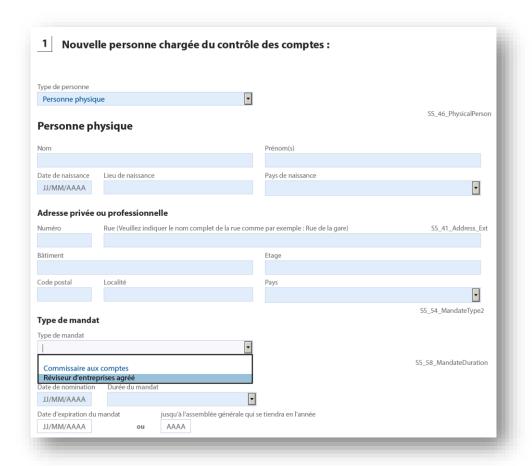
The "Managerial Structure" (Organe) field does usually not to be filled in.

Company auditor

If I have chosen to register an approved statutory auditor (only mandatory for large ASBL and public interest ASBL), I must complete the relevant pages 4 et seq. after ticking the boxes on the first page:



I then fill in the information on the next page (here page 5).



In the "Type of mandate" (Type de mandat) section, I must select "Réviseur d'entreprises agréé".

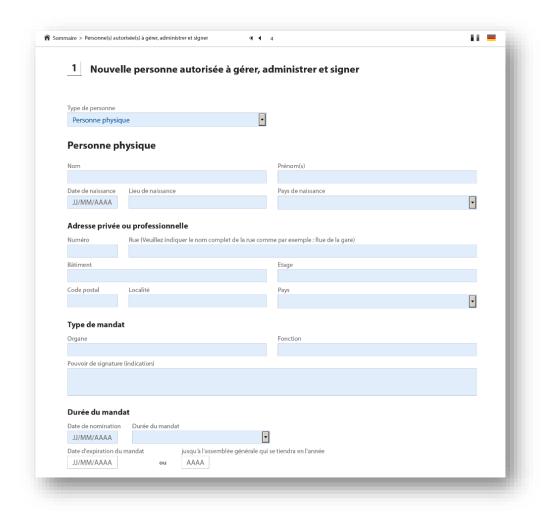
• Persons authorised to manage, administer and sign

If I do not have any optional entries to make, page 4 will in most cases concern the representatives or "Persons authorised to manage, administer and sign".

I must fill in the "General power" section repeating the articles of association provide for such a power.



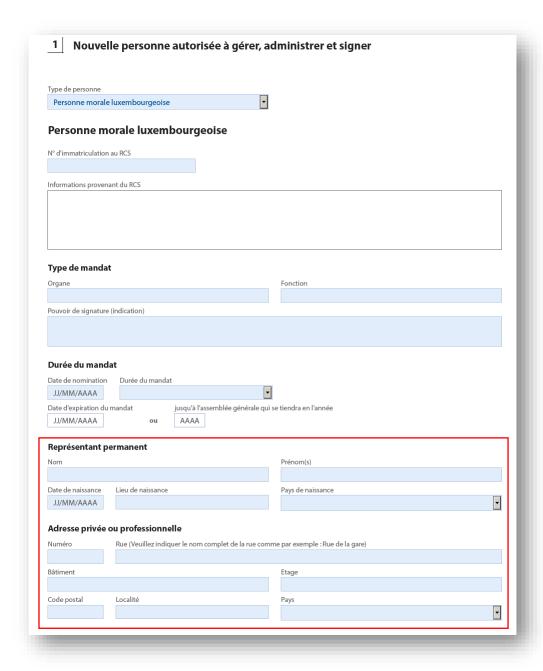
I need to add at least two directors (three if my ASBL has more than two founding members):



In the "Type of mandate" (*Type de mandat*) section, the "Function" (*Fonction*) field is mandatory (e.g. *Chairman, Vice-Chairman, Treasurer, Secretary, Member, etc.*).

In the "Managerial Structure" (Organe) field, I need to write it into line with the Articles of Association (e.g. Board of Directors).

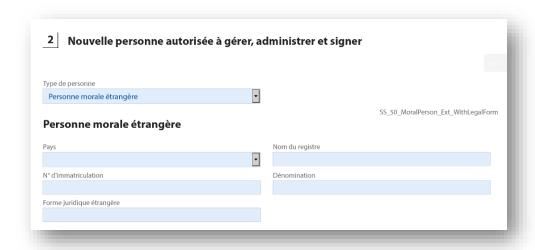
If I have ticked "Legal entity (Luxembourgish or foreign)" in the drop-down menu, I must also complete the "Permanent representative" section (identity, date and place of birth, address).



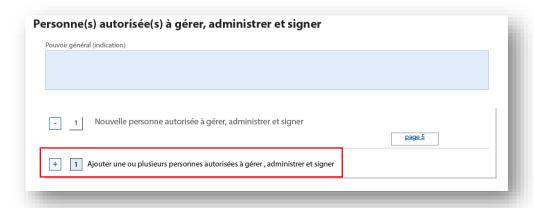
In the "Type of mandate" (*Type de mandat*) section, the "Function" (*Fonction*) field is mandatory (e.g. *Chairman, Vice-Chairman, Treasurer, Secretary, Member, etc.*). In the "Managerial Structure" (*Organe*) field, I need to write it into line with the Articles of Association (e.g. Board of Directors).

For all Luxembourgish legal person, I will first enter the registration number in the Trade and Company Register: the information will be imported directly from the RCS number.

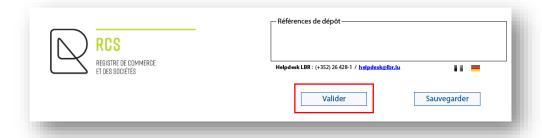
For foreign legal persons, different information must be filled in manually :



To add agents or administrators, I simply need to return to page 4 and click on the + button "Add one or more people authorised to manage, administer and sign".



When all the "blue" fields have been completed, I return to the first page and click on "Valider" to check if my data is correct.



If a yellow banner has appeared at the top of the page stating "Some features have been disabled to avoid potential security risks. Only enable these features if you trust this document", I click on Options on the right.

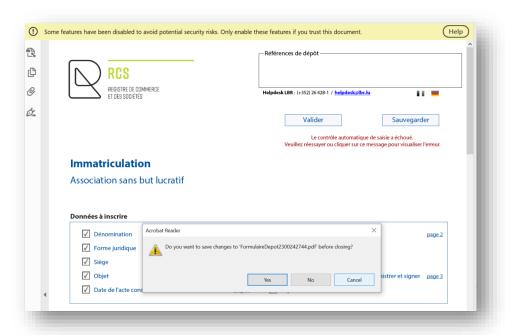


Then I select « Trust this document one time only":

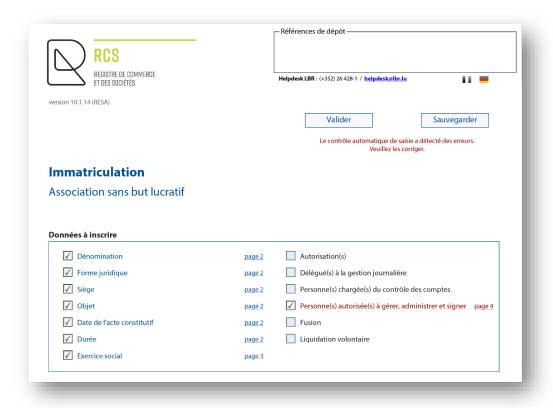




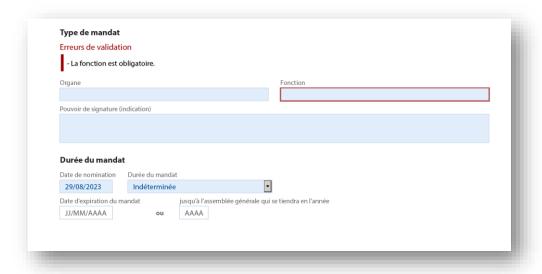
And I cancel the closing of the document by clicking on "Cancel".



If I have forgotten any mandatory fields, an error message will appear in red: « Le contrôle automatique a détecté des erreurs, veuillez les corriger. » (« The automatic input check has failed. Please try again or click on this message to view the error.").



I click on the page(s) concerned and correct the errors :



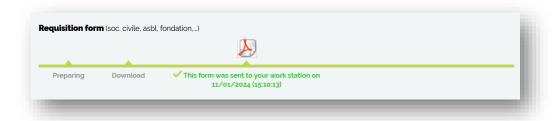
I click on "Valider" again. A green confirmation message appears: "Le contrôle automatique de saisie n'a détecté aucune erreur. Prière de cliquer sur le bouton « Sauvegarder »" ("The automatic input check has not detected any errors. Please click "Sauvegarder").



A green confirmation message is displayed: « Le formulaire a été sauvegardé dans votre demande de dépôt. Vous pouvez fermer le formulaire. Pour envoyer votre demande de dépôt, vous devez l'ajouter au panier et valider le panier. » (« The form has been saved in your filing request. You can now close the form. To send your filing request, you must add it to the cart and validate").



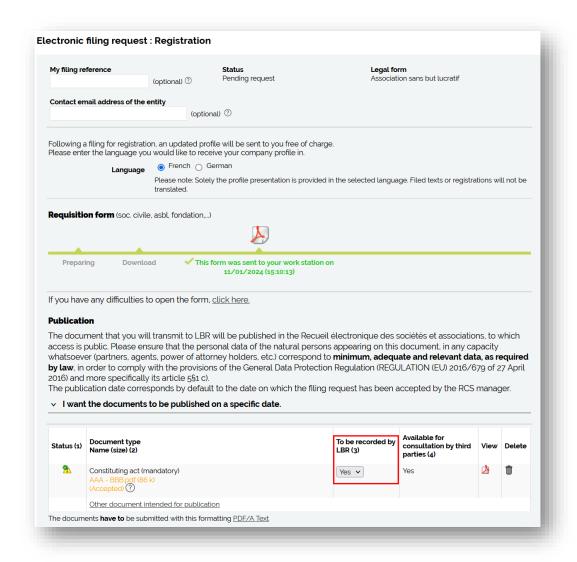
The requisition form has been added: a green label specifies "This form was sent to your work station" with the date and time.



3. Document to attach

I must now attach the deed of incorporation of my ASBL containing the articles of association.

If this deed was drawn up under private agreement (without going through a notary), I must record it and select "Yes" in the "To be recorded by LBR (3)" menu (€12 service):



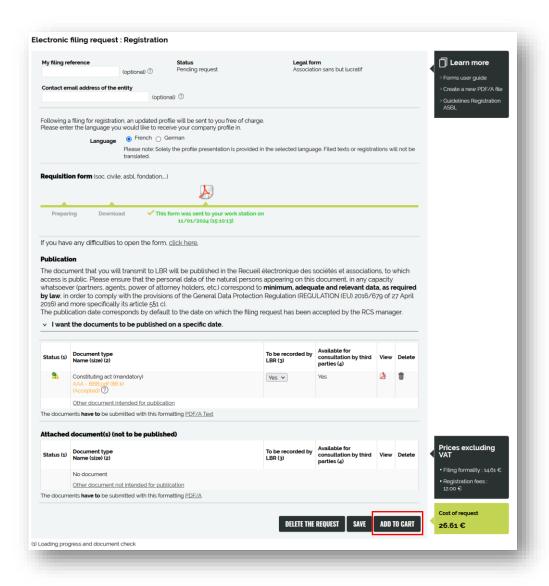
The deed of incorporation must be transmitted in compliance with the following criteria:

- 1. Format: PDF/A Text (voir tutorial ici) en A4;
- 2. Presentation:
 - I reserve a horizontal white area of at least 35 millimetres at the top of each page, allowing LBR to affix a virtual label representing the electronic filing receipt;
 - I write in a commonly accepted font, **black** on white, in one of the three administrative languages (Luxembourgish, French or German);
 - I must include the following information in the header of my documents:
 - Trade name ;
 - Legal form (ASBL)
 - Head office address ;

Once my document has been attached, its status is validated by the (2) icon and the words "Accepted", which means that the check on the technical form of the document has been successful: the process can continue.

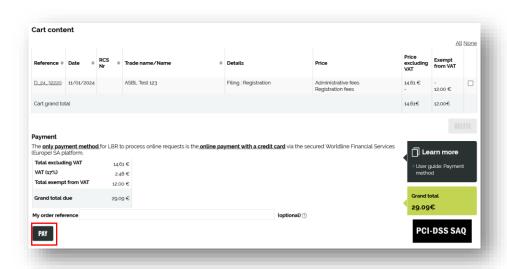
I can check it by clicking on the icon 🔼 .

And I'm adding my registration application to the cart.



4. Send my application to RCS

Then I have to go to the cart to make the payment.



Payment will be made in two steps: first the card will be authorised, and then it will be debited only if the request is validated. In the case of a regularization request (non-compliant data), the amount will not be debited and a new payment procedure must be initiated.

5. Contact

Should you experience technical issues or have any further questions related to the use of the website of the LBR, please contat the helpdesk on the LBR using the following contact information:

Tel: (+352) 26 428 -1
Fax: (+352) 26 42 85 55
E-mail: helpdesk@lbr.lu

Opening hours of the helpdesk are Monday to Friday from 8:00 am to 5:30 pm.