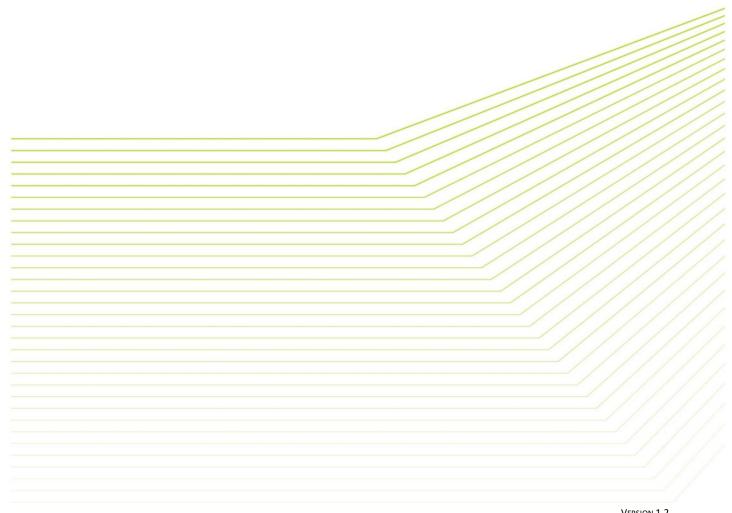


# **ASBL**

## **Guidelines – Modifications**





## **ASBL**

## **Guidelines – Modifications**



#### 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.

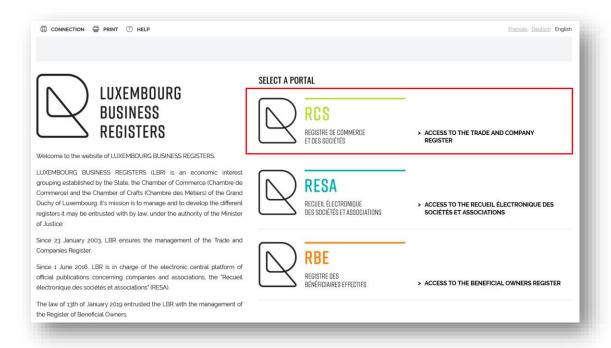


## **Summary:**

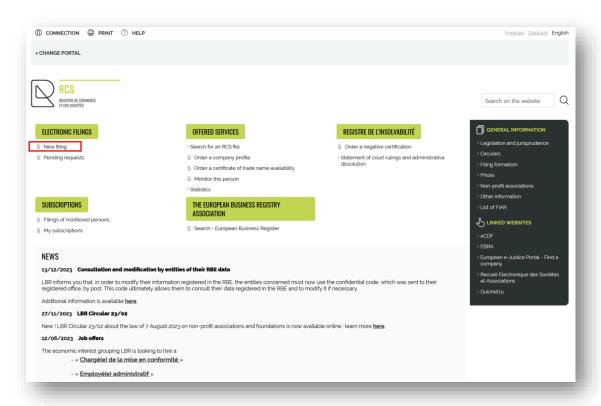
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#### 1. Choice of service on the LBR website

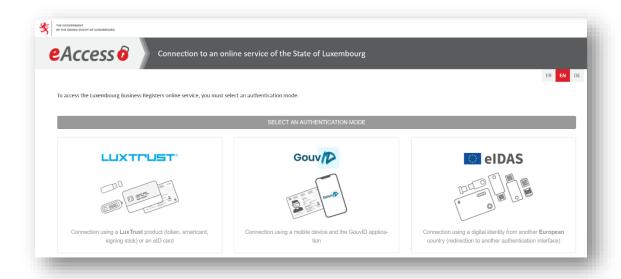
When I access the LBR site, I click on the green RCS heading:



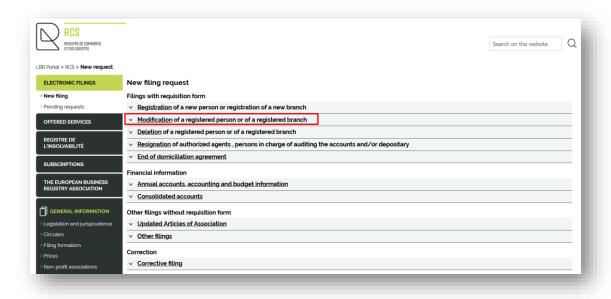
#### I click on "New filing":

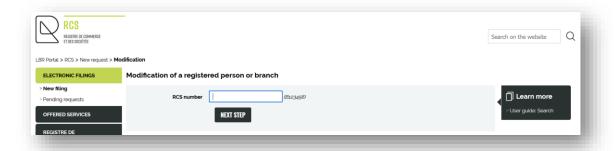


Once authenticated via a product issued by Luxtrust S.A. or a Luxembourg eID card, or an eIDAS electronic certificate (see <u>connection procedure here</u>):



I click on "Modification of a registered person or a registered branch" and fill in the RCS number of my ASBL:





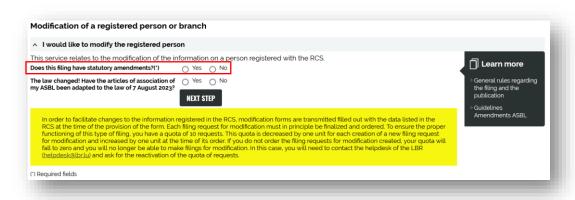
I continue by clicking on the "NEXT STEP" button.

### 2. Modification of the registered person

This is the "I would like to modify the registered person" drop-down menu.



#### A question will pop up:



• Does this filing have statutory amendments ?

The answer is needed.

Depending on the answer, I will be redirected to either:

- If I have ticked « Yes »: a STATUTORY modification ( @ 2.1 Statutory modification);
- If I have ticked « No »: a NON-STATUTORY modification ( 2.2 Non-Statutory modification).

Depending on when the ASBL was set up, I might need to choose the following:

• The law changed ! Have the articles of association of my ASBL been adapted to the law of 7 August 2023 ?

#### Concerning ASBL created before the commencement of the law in 2023:

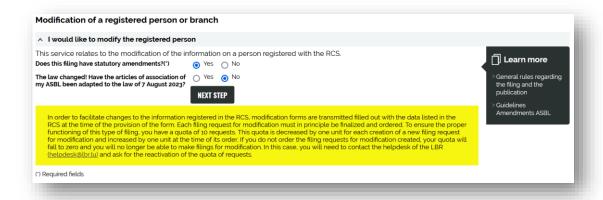
This question will be asked when a modification is filed (statutory or non-statutory) as long as the compliant articles of association have not been filed and accepted by the RCS administrator.

#### Concerning ASBL created after the commencement of the law in 2023:

No question will appear.

I click on "NEXT STEP" and enter to the filing request screen.

#### 2.1 Statutory modification



As with any application, I can enter a personal reference to find my way around my current applications (for example: Change of registered office 2023).

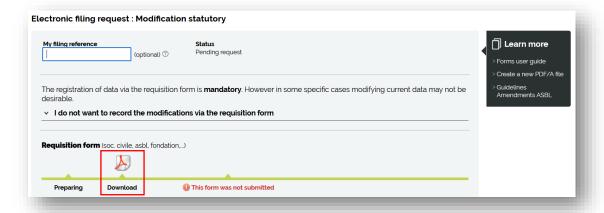


### 2.1.1. Statutory modification with requisition form

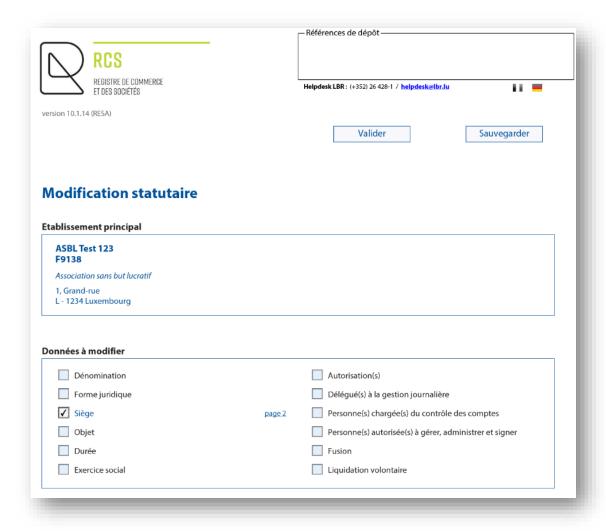
For any statutory modification request concerning information registered with the RCS, I must complete the requisition form.

#### • The requisition form

After waiting a few seconds, the form is ready to download:



Once downloaded by clicking on the Adobe logo (the file named FormulaireDepot... should be in my "Downloads" folder if it does not open automatically), I click on the section to be modified (example: I want to change the address of the registered office because the ASBL has moved to another city):



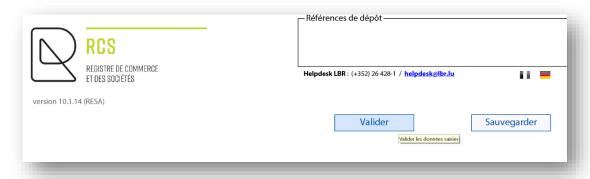
The form is pre-filled using the information previously registered with the RCS. So when I go to page 2 of the form, I get the information currently listed :



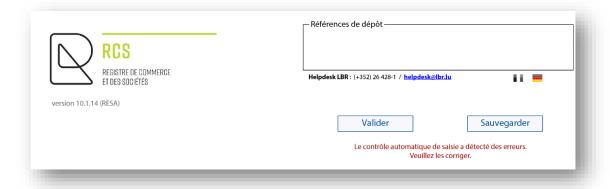
And I edit directly in the blue fields:



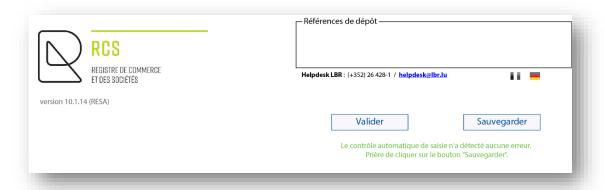
When all the fields to be modified have been completed, I return to the first page and click on "Valider" to check the conformity of my information.



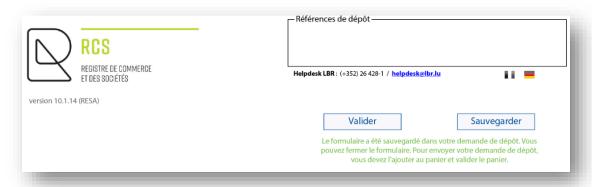
If I have forgotten any mandatory fields, an error message will appear in red « Le contrôle automatique de saisie a détecté des erreurs. Veuillez les corriger » (« The automatic check has detected errors. Please correct them").



I click on the page(s) concerned and correct the errors, then 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 on the Save button").



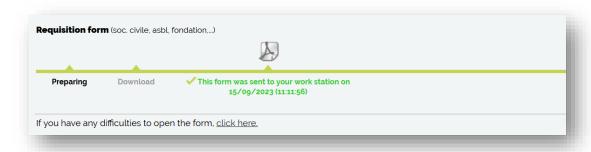
I can then click on « Sauvegarder".



Un 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 close the form. To send your filing request, you must add it to cart and validate").

I can close the form and return to the RCS page.

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



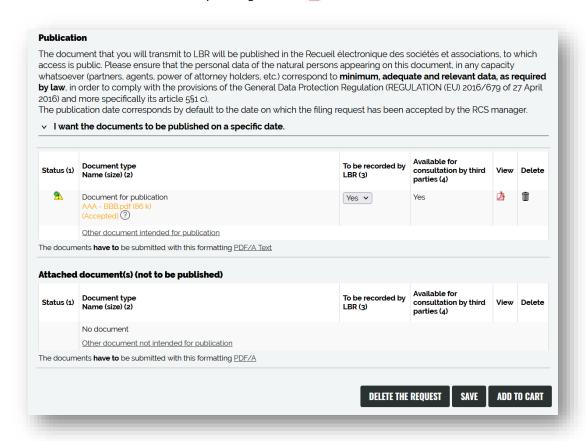
#### The document to be attached

I must now attach the amending deed (for example, the minutes of the general meeting) in compliance with the :

- 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;
    - RCS number.

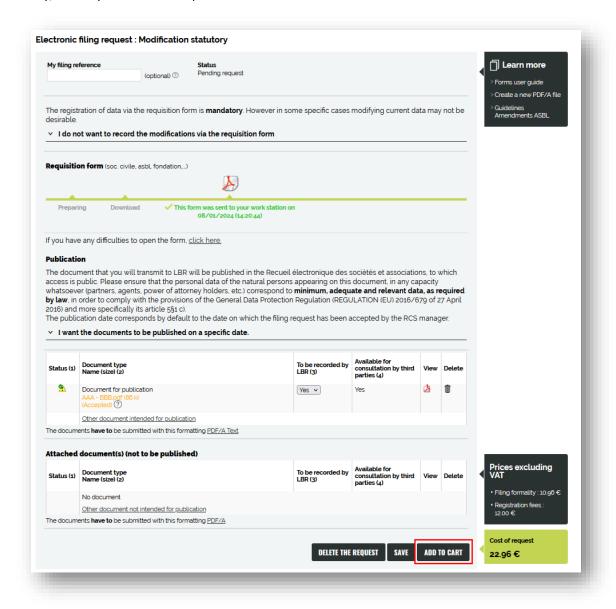
Once my document has been attached, its status is validated by the <u>a</u> icon and the words "Accepted", which means that the check on the technical form of the document has been successful: the process can continue.

I can view the document to check it by clicking on the <a> icon</a>.



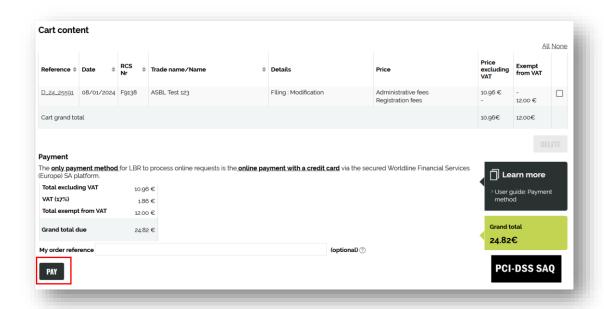
If this deed was drawn up under private agreement (i.e. not before a notary), I must record it and select "Yes" in the "To be recorded by LBR (3)" menu (€12 fee).

Finally, I add my modification request to the cart.



I then need to go to my cart to make my payment.

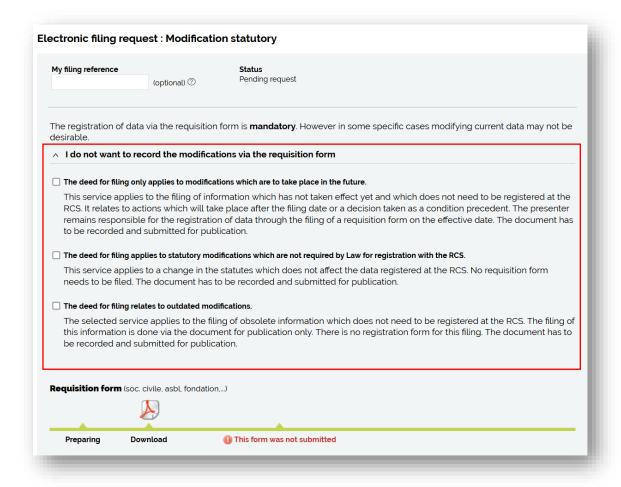
Transmission of my deposit request to LBR



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 regularisation request (non-compliant data), the amount will not be debited and a new payment procedure will have to be initiated.

#### 2.1.2. Statutory modification not requiring a requisition form

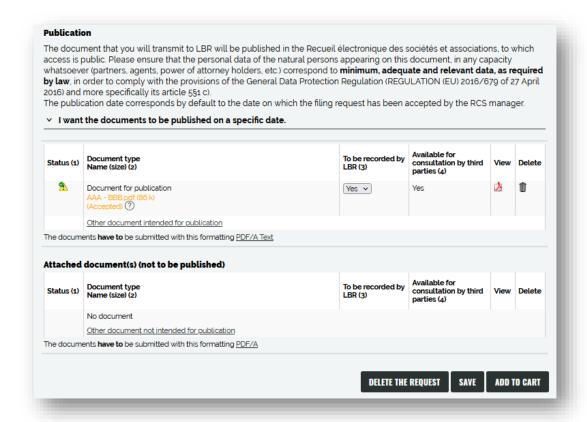
I click on the "I do not want to record the modifications via the requisition form".



I then tick the reason why I do not need the requisition form:

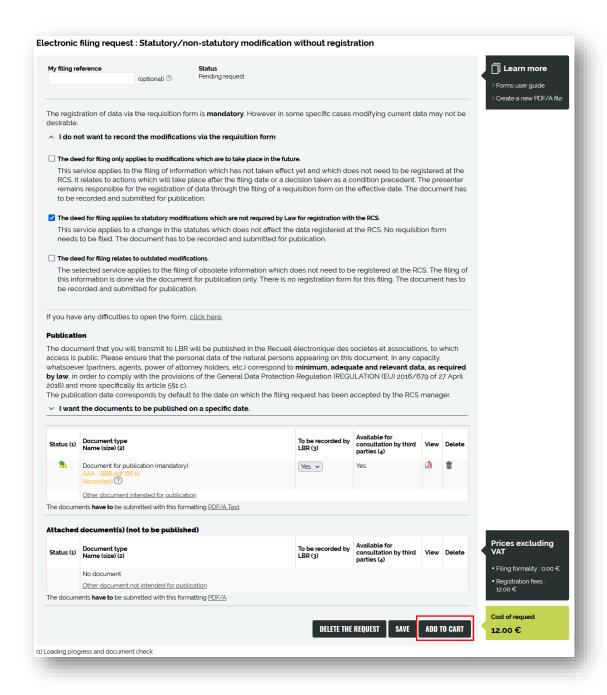
- Modification with future effect (I will then have to complete the form on the due date);
- Statutory modification which does NOT affect information registered in the RCS (e.g. maximum membership fees)
- Outdated modification (I am filing the deed of amendment out of conscience and obligatation to publish, but it is no longer current).

In any case, I must attach my complete deed of amendement for publication in the RESA:



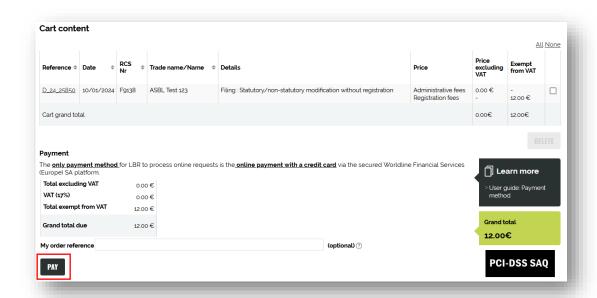
If this deed was drawn up under private agreement (i.e. not before a notary), I must record it and select "Yes" in the "To be recorded by LBR (3)" menu (€12 service).

Finally, I add my modification request to the cart.



The deposit formalities are free ! I therefor only have to pay for the registration of my deed. I then need to go to my cart to make the payment.

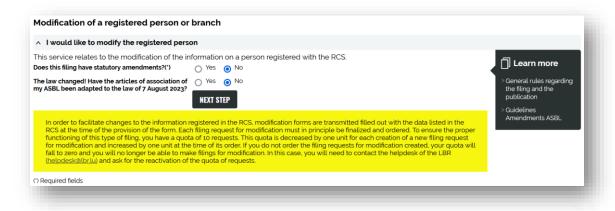
Transmission of my deposit request to LBR



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 will have to be initiated.

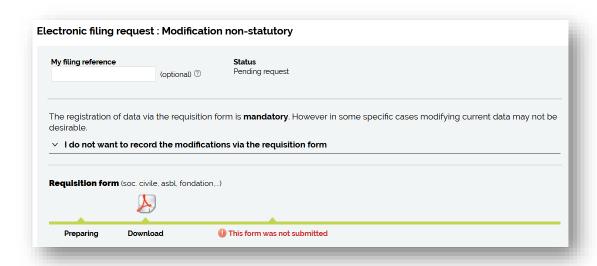
#### 2.2 Non-Statutory modification

This is the electronic filing request screen after having clicked on the "I would like to modify the registered person" menu and ticked "No" to the question "Does this filing have statutory amendments?"



In this case, I only need to complete the requisition form; no additional documents are required.

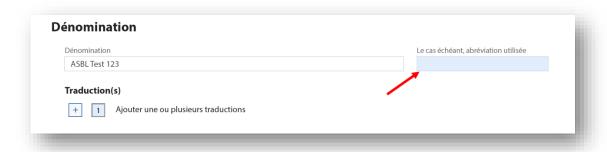
After a few seconds, the requisition form is available to download:



Once downloaded by clicking on the Adobe logo (the file named FormulaireDepot... should be in my "Downloads" folder if it doesn't open automatically), I click on the heading to be modified (*example: I want to change or add an abbreviation used for my ASBL*):

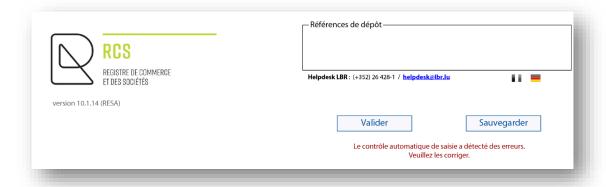


The form is pre-filled using the information previously registered with the RCS. So, when I go to page 2 of the form, I get the information currently listed and I can <u>only</u> change the <u>"blue" fields</u> (in fact, a change of name would be a change to the articles of association):

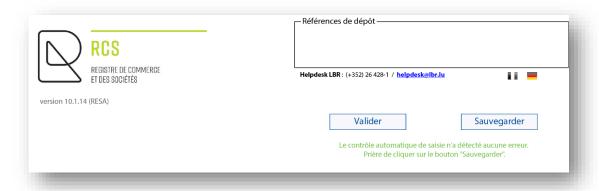


When all the fields to modify have been completed, I return to the first page and click on "Valider" to check the conformity of my information.

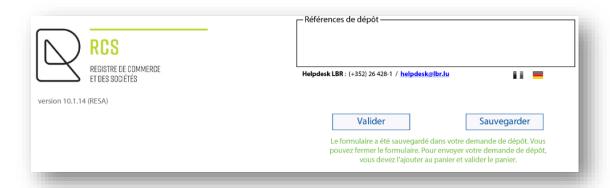
If I have forgotten any mandatory fields, an error message will appear in red « Le contrôle automatique de saisie a détecté des erreurs. Veuillez les corriger » ("The automatic check has detected errors. Please correct them").



I click on the page(s) concerned and correct the errors, then 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 on the "Save button").



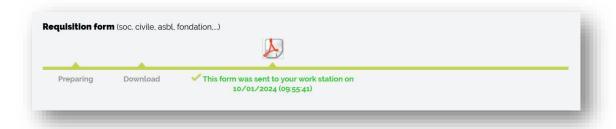
I can then click on « Sauvegarder".



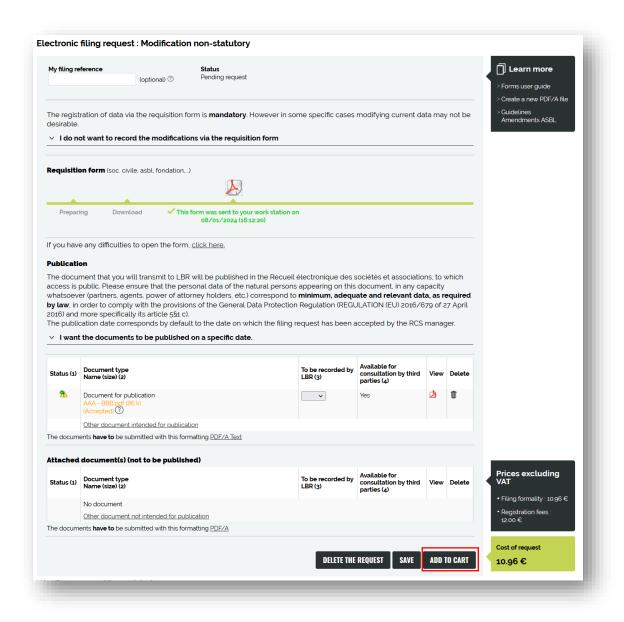
A green confirmation message is displayed: « Le formulaire a été sauvegardé dans votre demande de dépôt. Vous pouvez fermer le formulaire. Pour envoyer votre demande de dépôt, vous devez l'ajouter au panier et valider le panier. » (« The form has been saved in your filing request. You can now close the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

I can close the form and return to the RCS page.

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

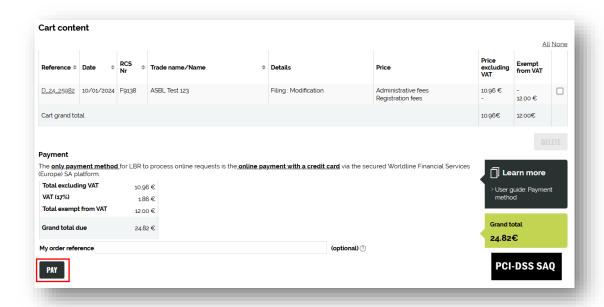


Finally, I'll add my modification request to the cart.



I then need to go to my cart to make my payment.

• Transmission of my deposit request to LBR

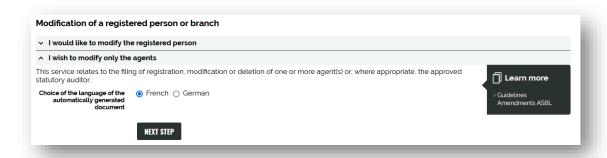


Payment will be made in two steps: first the card will be authorised, and then it will be debited only if the request is validated. In the case of a regularisation request (non-compliant data), the amount will not be debited and a new payment procedure will have to be initiated.

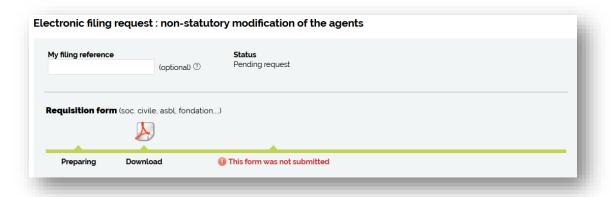
### 3. Change of authorised representative

The RCS administrator will automatically publish any change of representative. I can choose the language of the published document.

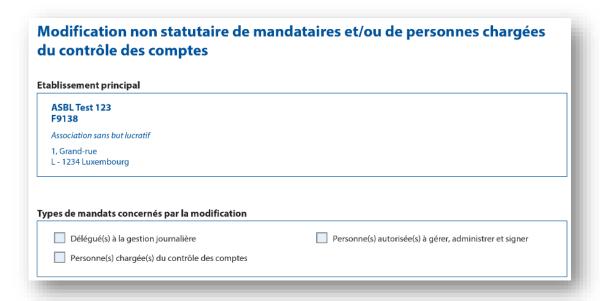
After clicking on the "I wish to modify only the agents" menu and selecting the language: French or German.



A few seconds after clicking on "NEXT STEP", I'm taken to the screen for requesting the filing of changes to the authorised representatives: all I have to do is complete the requisition form; no additional documents need to be attached.



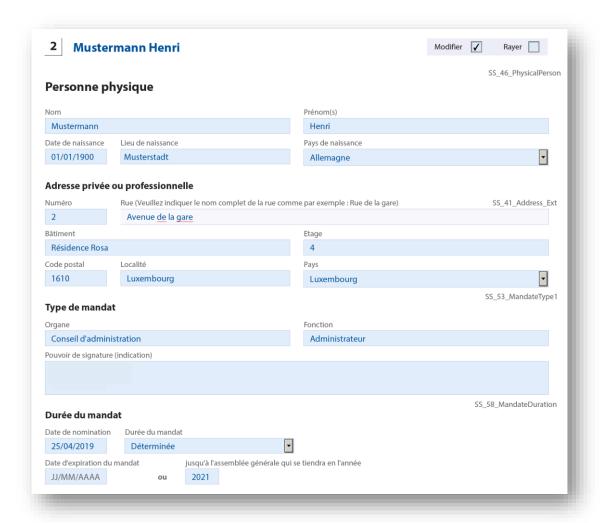
I access the form by clicking on the Adobe logo (the file named FormulaireDepot... should be in my "Downloads" folder if it does not open automatically):



To add, modify or delete representatives or administrators, simply tick "Person(s) authorised to manage, administer and sign". I will then have the option of modifying a representative already registered (tick "Modify") or deleting him (tick "Delete"), or registering new ones ("click + "Add one or more persons authorised to manage, administer and sign"). The form is pre-filled using the information entered in the RCS:

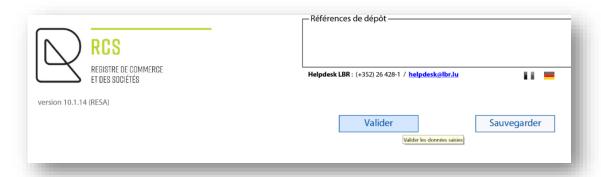


If I click on modify, I access a new page of the form where all the information previously entered in the RCS is pre-filled. I **only** change **the information relating to the change.** 

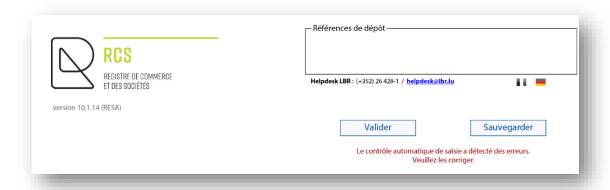


I can also register a delegate for the daily management (optional: I then tick "Delegate(s) for daily management" on the cover sheet) or an approved auditor (only for large ASBL, public interest ASBL and foundations: I then tick "Person(s) responsible for auditing the accounts" on the cover sheet).

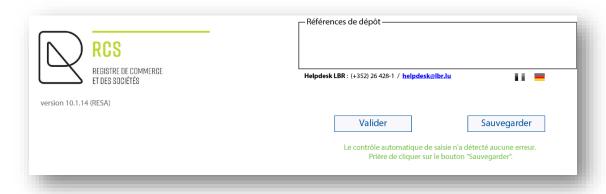
When all the fields to modify have been completed, I return to the first page and click on "Valider" to check the conformity of my information.



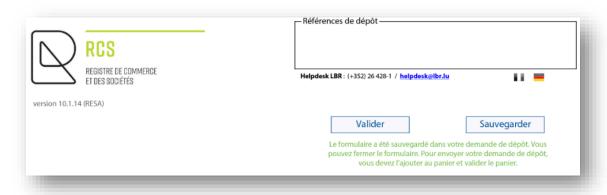
If I have forgotten any mandatory fields, an error message will appear in red « Le contrôle automatique de saisie a détecté des erreurs. Veuillez les corriger. » ("The automatic check has detected errors. Please correct them").



I click on the page(s) concerned and correct the errors, then 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 on the "Save button"").



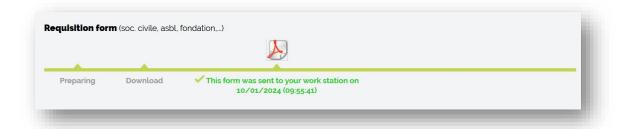
I then click on « Sauvegarder ».



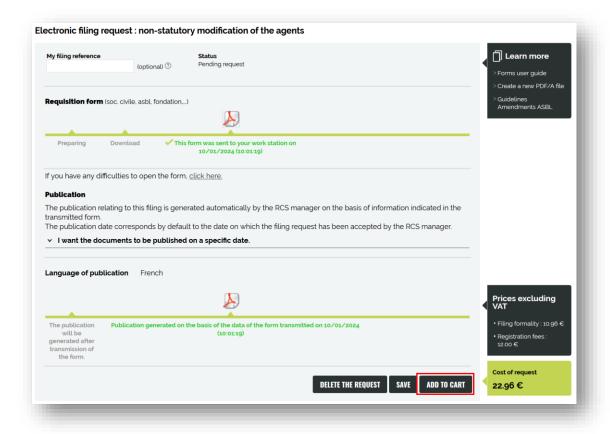
A green confirmation message is displayed: « Le formulaire a été sauvegardé dans votre demande de dépôt. Vous pouvez fermer le formulaire. Pour envoyer votre demande de dépôt, vous devez l'ajouter au panier et valider le panier. » (« The form has been saved in your filing request. You can now close the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

I can close the form and return to the RCS page.

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

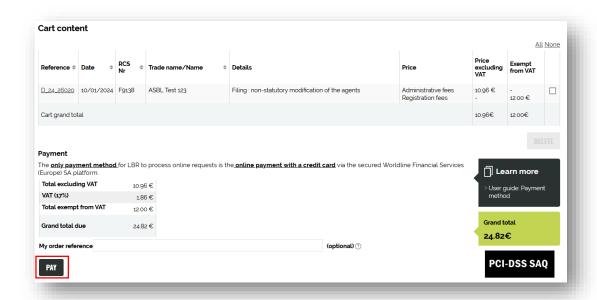


Finally, I add my modification request to the cart.



I then need to go to my cart to make my payment.

Transmission of my deposit request to LBR



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 regularisation request (non-compliant data), the amount will not be debited and a new payment procedure will have to be initiated.

#### 4. Contact

Should you experience technical issues or have any further questions related to the use of the website of the LBR, please contact 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.