

The invitations for the annual meeting are coming

Six months after the closing of the financial year managers/directors are obliged to convene the annual meeting. The financial year should not necessarily equal the calendar year, but for companies for which this is the case, the time for the annual meetings has come. The legal form of your company determines the method for the convocation to be followed.

Legal convocation formalities

In an NV (public limited liability company) and a Comm. VA (limited partnership with a share capital) all or a part of the shares can be registered shares. In case all shares are registered shares (BVBA or private limited liability company and CVBA or cooperative company with limited liability), every shareholder/partner can be invited by registered letter. This can also be made through other communication means provided that the shareholders have individually and explicitly agreed (e.g. fax, electronic registered mail or email with receipt, publication on the company's website). It is important that shareholders communicate every address change to the company, since they will be convened on the address mentioned in the shares register.

If not all shares are registered shares, in other words when there are dematerialised shares or bonds, it is important that the convocation is made in the broadest possible way. The shareholders can be convened through an announcement in the Belgian Official Journal, whether or not together with an announcement in a national newspaper.

Companies can also send an electronic registered letter. A European regulation deals with the legality of such letter. Europe created a legal framework with regulation n° 910/2014 in order to enhance trust in electronic transactions. An important chapter deals with 'trusted services'. Such services include sending electronically registered messages. This European regulation has been transposed into Belgian legislation last year.

Timing

The convocation for the meeting should be made at the latest fifteen days prior to the general meeting. These do not have to be fifteen free days. The sending date (stamp date) is determining. To be on the safe side the invitation should be sent at least sixteen days prior to the day of the meeting, since it is being discussed whether or not the sending day can be the fifteenth day before the meeting. The day of the meeting itself does not count. When the general meeting will be held e.g. 20 June, the invitation can be sent on 5 June or earlier.

The articles of association of a CVBA (cooperative company with limited liability) or CVOA (cooperative company with unlimited liability) can freely determine the how and when the invitation should be send. Without statutory provision the invitation should be made at the latest fifteen days prior to the general meeting, by registered letter.

Agenda

Finally. The agenda is an essential part of the convocation. On the basis of the agenda shareholders will decide whether or not they participate in the general meeting or give a proxy. Therefore the agenda should be drafted unambiguously and clearly.