

Law of 1 March 2000 establishing an Institute of company lawyers

As amended notably by the law of 19 May 2010, the law of 14 March 2023, and the law of 7 April 2023. (Unofficial translation.)

CHAPTER I. - General stipulations

Article 1. This act regulates a matter as referred to in article 78 of the Constitution.

Article 2. An Institute of Company Lawyers, hereafter to be referred to as "the Institute" shall be established, which possesses legal personality. The Institute's seat is established in the Brussels Capital Region.

The tasks of the Institute are:

- to draw up the membership register;
- to lay down the deontological/professional rules of the profession of company lawyer and to see to it that they are complied with;
- to cooperate on the further development of the activities of the company lawyer;
- to organise and supervise the training of its members;
- to ensure respect for the fundamental values of the profession, being intellectual independence, loyalty, competence and confidentiality;
- to support its members in the exercise of their profession;
- to take all initiatives and measures that are useful for promoting the interests of the profession;
- to provide advice on matters that relate to its competence, either on its own initiative or on the request of government agencies or of public or private institutions.

The Institute may acquire all goods that it considers to be useful for the execution of its tasks, whether or not for valuable consideration.

Article 3. The organs of the Institute are:

- 1° the general meeting;
- 2° the council;
- 3° the disciplinary committee;
- 4° the appeals committee.

CHAPTER II. - The company lawyer

Article 4. § 1. The Institute confers the capacity of member of the Institute of Company Lawyers on any natural person who so requests it and who fulfils the following requirements. He/she must:

- 1° be the holder of a doctor's degree, masters or licentiate in law or in the notarial profession or of an equivalent foreign diploma;
- 2° be connected, by an employment contract or a statute, to an employer who exercises an economic, social, administrative or scientific activity in Belgium, in the public or private

sector. This employer is a company, a federation of companies or an institution with legal personality;

3° provide studies or recommendations, draw up legal documents, provide advice on the ascertainment of the legal position and provide assistance in legal terms, on behalf of this company, of the companies connected to it, of the federations of enterprises or the members of such;

4° mainly bear legal responsibility;

5° practise the profession of company lawyer in full intellectual independence.

§ 1/1 In derogation from the condition set out in § 1, 2°, concerning connection by an employment contract or statute to an employer, the capacity of member of the Institute shall also be conferred on a natural person who is a member of the directors' board of a legal person, for the exercise of the profession of company lawyer within that legal person, where the law prohibits that member from exercising that directorship function by means of an employment contract.

§ 2. The requests shall be directed to the Council of the Institute in the form and subject to the conditions laid down in accordance with the Institute's internal regulations.

Article 5. The advice provided by the company lawyer on behalf of his/her employer, or, in the case referred to in Article 4 § 1/1, in favour of his/her principal and as part of his/her duties as legal counsel is confidential. This confidentiality extends to the internal correspondence containing the request for advice, internal correspondence relating to that request, draft advice and internal documents established in preparation for the advice.

Article 6. No one may use the title of company lawyer if he/she does not fulfil the conditions stipulated in article 4, and if the Institute has not granted him/her the capacity of member of the Institute and has not authorised him/her to use the title of company lawyer.

Every violation of the preceding paragraph shall carry a financial penalty of between two hundred francs and one thousand francs.

CHAPTER III. - Administration and operation of the Institute

Part 1. - The general meeting

Article 7. § 1. The general meeting of the Institute shall comprise the persons that are enrolled on the Institute's members register. They are presided over by the president of the council.

§ 2. The general meeting shall appoint the members of the council, as well as the members of the Institute who will sit on the appeals committee.

It shall also appoint, outside the members of the Institute, an independent expert responsible for auditing the inventory and the accounts. This expert shall be appointed for a renewable period of three years.

The general meeting shall approve the annual accounts of receipts and expenses, grant discharge to the council with respect to its management and to the expert with respect to his/her audit, take decisions on all subjects for which this act and the regulations confer it authority.

On the council's proposal, the general meeting may determine the amount of the membership contribution, the internal regulations and the deontological/professional regulations of the Institute.

On the council's proposal, the general meeting may also confer the capacity of patron member of the Institute to persons who do not possess the capacity of company lawyer but who have contributed to the image of the profession. The list of the patron members shall be attached after the Institute's members register.

The general meeting shall also adopt a position on all subjects that are in the Institute's interests and that are regularly submitted to it, by means of advice, proposals or recommendations to the council.

The general meeting may delegate to the council specific tasks assigned to it by this act, provided such are laid down by the internal regulations.

§ 3. The decisions of the general meeting shall be taken by a majority of the members present or represented. Every member is entitled to one vote.

Voting by proxy is permitted in the manner laid down in the internal regulations.

The patron members and the Institute's honorary members as referred to in article 12 may attend the general meetings. They have an advisory voice.

Article 8. § 1. The general meeting shall gather at least once a year on the date determined by the council, who may determine to hold the meeting by electronic means of communication and in the manner determined by the internal regulations.

At this meeting, the council shall report on its activities in the preceding year and submit for approval the inventory of the Institute's assets and liabilities, the annual accounts of receipts and expenses, as well as the budget for the new financial year.

The inventory and the accounts must be subjected to prior auditing by the expert.

The accounts shall be drawn up in the manner determined in the internal regulations and communicated to the members by means of extracts. The treasurer shall ensure that they are made available for inspection by the members at the seat of the Institute for a period of fifteen days prior to the general meeting.

§ 2. Furthermore, the council may call the general meeting whenever it considers doing so to be useful. In any event, it must do so when one-fifth of the members of the meeting request this in writing, stating the item that they wish to have placed on the agenda.

§ 3. The internal regulations shall determine the periods of notice for convening the general meetings and the periods of communication of the agendas.

Part 2. - The council

Article 9. § 1. The council shall comprise twenty members, ten of whom are Dutch speakers, ten of whom are French speakers, chosen by the general meeting from among the persons enrolled on the Institute's members register, for a three-year term, which can be extended twice.

If a mandate becomes vacant during the three-year term and no substitute member of the same language role is available, the council may co-opt a new member of the council. The next general

meeting confirms the mandate of the co-opted council member; upon confirmation, the co-opted council member completes the mandate of his/her predecessor, unless the general meeting decides otherwise. In the absence of confirmation, the mandate of the co-opted council member ends at the end of the general meeting, without prejudice to the regularity of the composition of the council up to that time.

§ 2. The council shall choose from within it a President and one or two Vice-presidents.

The President shall be chosen from among the Dutch-speaking and the French-speaking members in turn for a three-year term. The Vice-presidents shall be chosen from the linguistic group to which the President does not belong. In the case of two vice-chairpersons, each vice-chairperson must belong to a different linguistic group.

§ 3. The council shall also choose a Dutch-speaking secretary, a French-speaking secretary and a treasurer from within it, for a three-year term.

§ 4. The internal regulations shall determine the detailed rules for the elections referred to in this article as well as the detailed rules for the co-option of the persons referred to in paragraph 1 (2).

Article 10. The council shall meet in the manner determined in the internal regulations.

The decisions shall be taken by a majority of votes. In the event of a tie, the president's vote shall be decisive.

Regardless of the special assignments, the president of the council or two members of the council shall represent the Institute in judicial transactions or legal actions, either as claimant or respondent.

Art. 11. § 1. The council shall guarantee the Institute's operation.

It possesses every authority of administration and decision-making that is not solely conferred on the general meeting.

§ 2. The council shall draw up the Institute's members register by applying the provisions of this act.

It shall decide on the requests as referred to in article 4, § 2, within a period of sixty days counting from their receipt.

If the council stipulates that the provisions of article 4 have not been complied with and is of the opinion that the enrolment in the register must be refused, it shall inform the party involved of its decision by registered letter.

The party involved may request a hearing with the council; the council shall extend an invitation to the party involved, at least fifteen days in advance by registered letter, to appear at the meeting of the council where his/her request shall be examined again. The party involved may be assisted by a lawyer or by a member of the Institute.

If, after its examination, the council has the opinion that the refusal to enlist the party involved in the register must be confirmed, then it shall take a reasoned decision, which shall be communicated to the party involved by registered letter. This decision, against which an appeal may be submitted to the Appeals committee in accordance with article 18, must report all necessary information regarding the Appeals procedure.

§ 3. The council shall proceed to revoke the capacity of the member of the Institute and the permission to use this title, if the conditions of article 4, § 1 are no longer being complied with. In that case, the council's decision shall be in accordance with the provisions of the third through the fifth paragraph of § 2 of this article.

§ 4. If a member of the Institute temporarily halts his/her activities as a company lawyer, then the council may temporarily omit the entry of the party involved in the Institute's members register.

Article 12. The council may confer the capacity of honorary member of the Institute to persons who have been listed in the Institute's members register for no less than ten years, in the manner determined in the internal regulations.

The register of honorary members shall be attached behind the Institute's members register.

Part 3. - Professional discipline

Article 13. Professional discipline is in the first instance maintained by the disciplinary committee. This committee comprises of two chambers, a Dutch-speaking chamber and a French-speaking chamber.

Each chamber comprises of a president, who is a judge in the court of first instance and appointed by the King on the recommendation of the Minister of Justice, as well as two company lawyers that have been listed in the Institute's members register for at least five years and appointed by the council outside its members.

A deputy shall be appointed for every effective member.

The members and the deputies shall exercise their duties for a renewable three-year period.

Article 14. § 1. The disciplinary penalties are:

- a) the warning;
- b) the reprimand;
- c) suspension for no more than two years;
- d) removal from the members register.

Suspension shall imply a prohibition on using the title of company lawyer and on exercising the rights connected to that as long as this disciplinary penalty applies.

A removed company lawyer may be re-registered on the Institute's members register only after the expiry of a period of five years after the removal decision has acquired the force of *res judicata* and if exceptional circumstances justify it.

§ 1/1. The disciplinary bodies of the Institute shall decide whether to publicise the suspension or removal and, where applicable, the manner in which this is to be done.

The disciplinary bodies of the Institute may suspend the announcement of the disciplinary penalty or postpone the execution of the disciplinary penalty, where applicable under such special conditions as they may determine. In the event of non-compliance with the specified conditions, the president of the disciplinary body that decided the disciplinary penalty shall, *ex officio* or at the request of the

president of the Institute, summon the company lawyer to appear at a hearing of the disciplinary body, for the purpose of declaring a disciplinary penalty or lifting the postponement.

In their decision, the disciplinary bodies of the Institute may charge the expenses incurred for the investigation and hearing to the concerned company lawyer upon whom a disciplinary penalty has been imposed.

§ 2. On the recommendation of or after advice from the council, the King shall lay down the disciplinary regulations and the rules on cost allocation of the Institute.

Art. 15. § 1. A case is submitted to the disciplinary committee by the council of the Institute, either of its own accord or as a result of a complaint filed by any stakeholder.

The council provides a report to the disciplinary committee in which the charges against the company lawyer are explained with reference to the relevant legal, administrative or disciplinary regulations.

§ 2. The disciplinary committee summons the company lawyer at least thirty days in advance by registered post.

The convocation letter shall state, under penalty of nullity:

- the explanation of the charges and the reference to the relevant legal, administrative or disciplinary regulations;
- the permission to the company lawyer or his/her counsel to inspect the dossier;
- the statement of the possibility of addressing a statement of defence to the disciplinary committee, to which all documents relating to the defence shall be attached.

§ 3. The company lawyer may state his/her defence in oral or written form. He/she may be assisted by a lawyer or by a member of the Institute.

He/she shall have the right to challenge in the cases referred to in article 828 of the Judicial Code. The decision on the challenge shall lie with the otherwise composed disciplinary committee.

The company lawyer may also request that his/her employer, or, in the case referred to in Article 4 § 1/1, his/her assigning party be heard in his/her presence during the disciplinary committee hearing about the charges against him/her.

§ 4. The decisions of the disciplinary committee shall be reasoned.

They shall be communicated to the company lawyer and the council of the Institute by registered letter.

This notification will be accompanied, on pain of nullity, by all necessary information regarding the rules and the periods for filing an objection and appeal.

Art. 16. The company lawyer against whom the disciplinary committee has passed judgment in absentia may file an objection within a period of one month counting from the notification of the decision.

The objection must, under penalty of inadmissibility, be communicated to the disciplinary committee within the period set by registered letter.

The disciplinary committee shall inform the council about the objection to its decision in full.

The objection shall be handled in accordance with § 2 ff. of article 15.

If the objecting claimant again fails to appear, no new objection shall be possible.

Article 17. Appeals against the decisions of the disciplinary committee shall be submitted to an Appeals committee. This committee shall comprise of two chambers, one of which is Dutch-speaking, and one of which is French-speaking.

Each chamber shall comprise a president, who is counsel at a Court of Appeal, a judge at the Commercial Court and a judge at the Labour Tribunal, all nominated by the Minister of Justice and appointed by the King. It also comprises two company lawyers who have been listed in the Institute's members register for at least ten years and who are chosen by the general meeting from two lists of two people nominated by the council, and may not be members of the Institute's council. A deputy shall be appointed for every effective member.

The members and the deputies shall exercise their duties for a renewable period of three years.

Article 18. § 1. The company lawyer involved, as well as the council, may file an appeal against the decisions of the disciplinary committee.

The appeal to the Appeals committee must, under penalty of inadmissibility, be filed within a period of thirty days counting from the notification of the decision of the disciplinary committee by registered letter.

The appeals committee shall inform the council about the appeal filed by the company lawyer in full.

§ 2. The appeals committee shall invite the company lawyer at least one month in advance by registered letter to appear before it.

The provisions of §§ 2, 3, and 4 of article 15 and the provisions of article 16 shall apply *mutatis mutandis* to the appeals committee.

Article 19. The decision of the Appeals committee may be appealed in the Court of Cassation in accordance with the provisions of Part Four, Book III, Title IVa of the Judicial Code.

Article 20. Appeals of the decisions of the disciplinary committee and the appeals committee have suspensive effect.

Art. 21. The council shall notify the employer, or, in the case referred to in Article 4 § 1/1, the assigning party, of the company lawyer involved of the final decisions of suspension or cancellation.

When, however, the decisions as referred to in the preceding paragraph are related to facts that are foreign to the activities that the company lawyer exercises in his/her company, the council may not notify the employer, or, in the case referred to in Article 4 § 1/1, the assigning party, of this. In that event, the council shall limit the information it submits to the employer, or, in the case referred to in Article 4 § 1/1, the assigning party, to a mere statement of the penalties imposed.

CHAPTER IV. - Transitional provisions

Article 22. § 1. The council shall be established for the first time after an election organised by the agency of the Minister of Justice within six months of the implementation of this act.

A royal decree shall lay down the manner in which this election is organised.

Participation in this election shall be open to anyone who submits a written request to the Minister of Justice and who attaches to this request:

- a) a certified copy of his/her diploma, as set out in article 4, § 1, 1° of this act;
- b) a written certificate from his/her employer, or, in the case referred to in Article 4 § 1/1, his/her assigning party, stating that the employer conforms to the best of his/her knowledge to the definition of company in the sense of article 4, § 1, 2° of the act, and that the relevant person exercises duties within his/her company equivalent to those described in article 4, § 1, 3° and 4° of this act.

§ 2. Within three months counting from the election referred to in § 1, the council must:

- a) stipulate the provisions concerning the establishing of the Institute's members register;
- b) establish the Institute's members register and decide on the requests to be admitted in the capacity of company lawyer;
- c) establish the draft internal rules;
- d) convene the general meeting.

During its first gathering, the general meeting shall adopt the internal regulations on the motion of the council.

§ 3. The appeals committee shall be established for the first time within six months of the implementation of this act. The members of the appeals committee, with the exception of the chamber presidents, shall also be appointed after an election organised by the agency of the Minister of Justice in accordance with the provisions of § 1 of this article.

§ 4. Within five years of the implementation of this act, the company lawyers making up the disciplinary committee must prove the seniority demanded under article 13 of this act, if the council has the opinion that they have fulfilled the conditions stipulated in article 4, § 1 for no less than five years.

Within ten years of the entry into force of this act, the company lawyers making up the appeals committee must prove the seniority demanded under article 17 of this act, if the general meeting has the opinion that they have fulfilled the conditions stipulated in article 4, § 1 for no less than ten years.
