Articles of Incorporation

Document status: Articles of Incorporation
Reference: CITA/AoI
Adoption date: 2 April 2019
Original: French (=authoritative version)
Pages: 11 pages

Copyright © 2019 by CITA aisbl
All rights reserved. No part of this publication shall be reproduced, stored in a retrieval system, or transmitted by any means, electronic, mechanical, photocopying, recording, or otherwise, without written permission from the publisher.
Although every precaution has been taken in the preparation of this book, the publisher and author assume no responsibility for errors or omissions. Neither is any liability assumed for damages resulting from the use of the information contained herein.
INTERNATIONAL MOTOR VEHICLE INSPECTION COMMITTEE - CITA
International non-profit making association - aisbl

CO-ORDINATED ARTICLES OF INCORPORATION

Article 1  NAME, REGISTERED OFFICE

1.1 The name of the international non-profit association is “Le Comité International de l’Inspection Technique Automobile” or “The International Motor Vehicle Inspection Committee”, abridged “CITA” (hereinafter referred to as the Association). The full and abbreviated names may be used together or separately. (Identification Number: 11049/89).

1.2 The Association is an international non-profit making association governed by the provisions of section III of the Belgian Law of 27 June 1921, as stipulated in the Belgian Law of 2 May 2002 on non-profit making associations, international non-profit making associations and foundations.

1.3 The registered office of the Association is in Belgium, at Rue du Commerce 123, 1000 Brussels, Belgium. The registered office may be transferred to any other place in Belgium by a simple decision of the Bureau Permanent. This decision is then published in the appendices to the “Moniteur Belge” (the Belgian legal gazette).

Article 2  STATED PURPOSES

2.1 The non-profit-making stated purposes of the Association both in Belgium and abroad are the following:

- a continuous exchange of information and experience among its members about matters within the field of regulated activities related to ensuring whole life compliance of motor vehicles and their trailers with regard to road safety, the protection of the environment and the sustainability of the road transport;

- proposal, co-ordination and development of studies and scientific enquiries to improve the quality, effectiveness and efficiency of regulated activities related to ensuring whole life vehicle compliance of motor vehicles and trailers.

The activities are especially related to the following subjects:

a. enhancement and standardisation of the testing, inspection and data management methods;
b. enhancement and standardisation of the testing, inspection and data management conditions applicable to the different categories of vehicles;
c. improvement and standardisation of quality-control, -assurance and -accreditation systems and standards used to ensure the consistent application of the assessment criteria;
d. improvement, availability and standardisation of information systems which are related to vehicle compliance and safety;
e. improvement of the professional training of the personnel appointed to carry out the mentioned activities;
f. coordination of vehicles’ standards for the entire life cycle; g. co-operation with the European Union and the United Nations institutions and relevant public or private international or national bodies on the items above;
h. generation of expert proposals to contribute to the improvement of road safety, to the protection of the environment and to the road transport sustainability.
2.2 In order to achieve the above scientific aim, the Association is developing international cooperation among its members.

To that aim and more especially:

a. it regularly organises international conferences, as well as the General Assemblies of the Association;

b. it publishes reports on its conferences, studies and other documents in connection with its stated purpose;

c. it draws up recommendations that might become subjects of international conventions or resolutions;

d. it promotes and fosters the consultation and the exchange of information among its Members;

e. it provides, on its Members request, information relating to whole life compliance of motor vehicles and their trailers;

f. on a consultative basis, it contacts other organisations interested in whole life compliance of motor vehicles and their trailers.

2.3 The Association may, while directly or indirectly pursuing its objectives, acquire any fixed or movable assets, undertake any contractual engagements, accept any donations, sell, grant any liens or charges on its property, mortgage or transfer any property, in compliance with the legal provisions, the current Articles of Incorporation and any subsequent amendment thereto.

Article 3  MEMBERSHIP

STRUCTURE

3.1 The Association’s membership is composed of Full Members, Provisional Members, Corporate Members, Vehicle Industry Members, Affiliated Association Members, Affiliated Non-Association Members and Honorary Members.

Full Members: public sector organisations or officially authorised private sector organisations, actively practicing compulsory activities related to the compliance of motor vehicles and their trailers in any stage of their life; associations of such organisations; organisations with responsibility for issuing regulations and organisations authorising and/or supervising approved the above mentioned activities.

Provisional Members: public sector and private sector organisations that have been authorised or designated or have been selected for authorisation or designation to undertake the activities described for Full Members, but that are not yet actively practicing compulsory vehicle inspection.

At its discretion, the Bureau Permanent can authorise organisations from low-income developing countries – which would otherwise be required to become Full Members under the above definition – to be granted Provisional Membership until such time as the Bureau Permanent considers the cost of Full Membership to be proportionate to the organisation’s financial circumstances.

Provisional membership is not intended to be a permanent form of membership and is subject to review by the Bureau Permanent annually.

Corporate Members: organizations or companies whose business objective is to promote products or services associated with the activities described for Full Members on a commercial basis who have an interest in contributing to the achievement of the objectives of CITA.

Vehicle Industry Members: organisations and companies whose business is to manufacture vehicles and/or vehicle components who are interested to contribute to the achievement of the objectives of CITA and who do not promote products or services associated with the activities described for Full Members on a commercial basis.
Article 3.2 The admission of the Members, excluding Honorary Members, is subject to the following conditions:
- submission of a written application to the Bureau Permanent or the Secretariat;
- adherence to the clauses and conditions of the Articles of Incorporation and any amendment thereto;
- on proposal from the Bureau Permanent, may be accepted by a General Assembly at a majority of two thirds of the quorum mentioned in Article 5.9 of the Articles of Incorporation.

Article 3.3 The Members of the different categories who decide to resign from the Association shall inform the Bureau Permanent of their resignation, in writing. The Bureau Permanent records the resignation without prejudice to any rights of the Association vis-à-vis the resigning Member.

Article 3.4 Any Member who no longer meets the conditions of Article 3.1 or who fails to pay the membership fee laid out in Article 4 is automatically considered as having resigned.

Article 3.5 The exclusion of a member who has jeopardised the interests of the Association can be recommended by the Bureau Permanent after having heard his defence, with this being pronounced by the General Assembly at a majority of a two-thirds quorum as mentioned in Article 5.9 of the Articles of Incorporation.

Any Member, whose exclusion is under consideration, may not vote. The Member shall be notified of any decision to exclude him.

Article 3.6 A Member who resigns or who has been excluded, his beneficiaries or creditors, shall not have any rights with regard to the Association’s assets, nor shall they have any right to reimbursement of their membership fee.

Article 4 RIGHTS AND OBLIGATIONS OF THE MEMBERS

4.1 Each Member shall be represented by a delegation composed of professionals actively involved in the area of compulsory inspection of in-service motor vehicle and their trailers with regard to road safety and/or the protection of the environment. Each delegation shall appoint a Head of Delegation.

4.2 Each Member, with the exception of the Honorary Members, shall be granted the following rights:
a. participation in any activity to reach the Association’s stated purposes;
b. access to all the advantages and benefits bestowed on the Association;

c. receipt, on request, of all the documents drawn up by CITA, such as reports, recommendations, studies, results of enquiries, etc. as well as any information regarding agreements entered into by the Association's decision-making bodies, subject to confidentiality and disclosure clauses that 3rd parties, like those mentioned in 2.1.g, of GDPR and other legal obligations may require.

4.3 Each Member shall contribute to the Association’s reputation and shall ensure that the Articles of Incorporation and the decisions adopted by the General Assembly and the Bureau Permanent are complied with.

**VOTING PROCEDURE**

4.4 Only Full Members are entitled to vote.

4.5 Each Full Member has one (1) vote.

4.6 The voting rights of any Member who has failed to pay his membership fee for more than three months (i.e. by June 1), as stated in Article 4.7, shall be suspended.

**SUBSCRIPTIONS**

4.7 Each Member shall pay his membership fee on submitting an application for membership and then annually on March 1 of each year. The Members are invited to pay their membership fees by the stated deadline.

4.8 In accordance with the terms and conditions proposed by the Bureau Permanent, the General Assembly is competent to determine the annual membership fee and to introduce certain enrolment fees.

4.9 The annual membership fee is payable in Euros (EUR).

**Article 5 GENERAL ASSEMBLY**

5.1 The General Assembly is the Association's highest decision-making body; it is endowed with all the necessary powers to reach the Association's stated purposes.

5.2 The General Assembly is composed of all the Full Members. All other Members may attend the General Assemblies, but do not have a voting right.

5.3 A General Assembly meets under the chairmanship of the acting President, or in his absence, of one of the Vice-Presidents, at least every other year at the place mentioned in the letter of convocation. The General Assembly is convened by the Bureau Permanent which is obliged to convene an Extraordinary General Assembly if at least one fifth of the Members so request. The letter of convocation is drafted by the General Secretary. It is to be sent out at least 60 days prior to the meeting and shall include the agenda.

5.3.1. A General Assembly may be held as a “remote General Assembly”, i.e. a General Assembly that is not physically organised nor held at a fixed place, but where the discussions are organised through correspondence or electronic mailing, and where the votings are held according to the provisions of Art. 5.17a.5.

5.4 On agreement from the Bureau Permanent, official representatives of the country hosting the General Assembly and all those whose presence is considered as advisable, may be invited to attend the General Assemblies for consultation and advisory statements, together with any technicians, secretaries and interpreters necessary for the proper organisation of the activities.
Date of adoption: 2 April 2019

5.5 The organisation of the General Assembly will be attributed to the delegation of the country which has submitted its candidature. In the case of several possible candidates, a vote will be required to establish the order of succession. The expenses incurred in organising a General Assembly shall be paid by the host delegation. Travelling and accommodation expenses are to be paid by the participants. Should no candidate come forward, the Association may suggest the joint organisation of the Assembly at joint expense. The costs are to be charged to each participating delegation at a pro rata of the number of participants.

5.6 The languages used in the debates is English. The minutes of the Assemblies are drawn up in French and English. In case of discrepancy between the French and English, the French version shall prevail.

5.7 The following points fall solely within the competence of the General Assembly:
   a. approval of budgets and accounts;
   b. approval of the admittance of new Members and their possible exclusion;
   c. election and dismissal of the President and the members of the Bureau Permanent, without prejudice to what is set out in articles 6.6 and 6.7;
   d. amendment of the Articles of Incorporation;
   e. dissolution and winding-up of the Association.

5.8 The resolutions adopted by the General Assembly shall be recorded in a register to be signed by the acting President and shall be kept by the General Secretary at the registered office where it will be at the disposal of Members.

VOTE

5.9 General Assembly decisions are valid only if a majority of the Full Members are present or represented.

5.10 Full Members may be represented at the General Assembly by another Full Member, with written proxy having been granted. No Full Member may hold more than two such proxies.

5.11 Except in exceptional cases provided for in the Articles of Incorporation, resolutions are adopted by a simple majority of the represented votes and are communicated to all the members. If need be, the General Assembly may decide to inform other interested international organisations and authorities either directly through the Bureau Permanent or through one of its Members.

5.12 Decision may not be taken on any topic not mentioned in the agenda. The agenda is drafted by the Bureau Permanent which shall, to that end, take into consideration the decisions of previous General Assemblies as well as any individual proposal submitted by CITA-Members. Should a member wish a topic to be debated by the General Assembly, he shall notify the Bureau Permanent in writing in English and in good time.

5.13 Any voting on official appointments is done by the absolute majority of the represented votes. Secret voting sessions shall be held for any official appointments or when requested by at least 5 members with voting power.

   With regard to the number of issued votes, abstentions shall be considered as negative votes. If the absolute majority is not reached, a second ballot is immediately initiated, with a relative majority being sufficient in this case.

5.14 Decisions in respect of the admission of Members are taken by a two thirds majority of the votes. Proposals shall be forwarded, in writing, to the General Secretary at least forty-five days before the General Assembly and shall be sent and forwarded to all the Members at least thirty days prior to this meeting.

5.15 Where voting papers are to be counted, two scrutineers, who are not Members of the Bureau.
Permanent, are to be appointed by the President at the start of the General Assembly and for its duration in order to set up a voting bureau. This voting bureau shall organise the count and notify the results.

5.16 Members of the Bureau Permanent do not have the right to vote at the General Assembly, except when the member of the Bureau Permanent is the only representative of his organisation and is Full Member of CITA.

5.17 VOTING OPTIONS

5.17a The Bureau Permanent will decide the voting option for each of the voting sessions to be held at the General Assembly from those listed hereunder, taking into account also other specific voting requirements listed under other articles in these Articles of Incorporation.

Voting options:
1. Show of hand
2. Show of card
3. Ballot papers
4. Any electronic voting system at the location of the General Assembly
5. Voting options for remote general Assemblies:
   a. Postal ballot
   b. Any electronic voting system

Voting options 3, 4, 5.a. or 5.b. shall be used for secret voting sessions.

5.17b Procedures to organise voting sessions.
1. These procedures will be set out in the internal code of the organization for each of the voting options.
2. For a remote General Assembly, the members with voting power will be informed by the Secretariat, in writing or electronic means, about the voting procedure to be used (according to 5.17a.5) at least two weeks before the remote General Assembly concerned.
3. In case of a non remote General Assembly the members with voting power will also be informed during the General Assembly, before the first voting session takes place.

5.18 REMOTE GENERAL ASSEMBLY

5.18a The Bureau Permanent can decide to hold a remote General Assembly. The General Secretary shall be responsible to conduct this remote General Assembly and issue the convocation letter, settle and publish, duly in advance, the conditions applicable to the voting sessions concerned (deadline for voting, granting of a proxy, etc.).

5.18b Voting options 5.a. or 5.b. under 5.17b shall be used for voting sessions.

5.18c The count of votes shall be handled by two scrutineers from two different members with voting power, the General Secretary and at least one other Bureau Permanent member (hereafter BP Member) also being present. The two scrutineers will be appointed by the Bureau Permanent.

Article 6 ADMINISTRATION - BUREAU PERMANENT

6.1 The Association is administered by the Bureau Permanent, composed of minimum five and maximum nine BP members representing Full Members of CITA. The Bureau Permanent includes the President, a minimum of two and a maximum of three Vice-Presidents, with one of these being appointed as Treasurer, and one as General Secretary, as well as other regular BP Members. The Bureau Permanent may at its discretion appoint one of its members as Deputy General Secretary.
The Bureau Permanent may appoint representatives of the different geographically defined regions of the world with presence of CITA and leaders of working groups, topic areas and projects.

The members of the Bureau Permanent are appointed by the General Assembly deliberating in accordance with the quorum and majority requirements mentioned in Articles 5.9 and 5.13, and in accordance with the following conditions:

- the candidates for the election of members of the Bureau Permanent must be members of an official delegation of a Full Member of CITA, as defined in Article 3;

- the members of the Bureau Permanent are elected by the General Assembly which will select them on the basis of their experience and particular professional qualifications in the field of compulsory whole life vehicle compliance of motor vehicles and their trailers, while taking into account a fair distribution of the mandates both from the point of view of their contribution to CITA as well as regarding the public or private status of the organisation;

- before the elections, the Bureau Permanent is to submit proposals to the different delegations.

- members of the Bureau Permanent from the same company or group are to be from different continents with a maximum limit of two. Companies having the same mother company or principal shareholders are considered to be a group.

The mandates of the BP Members have a duration of 4 years, it being understood that if the end date of the 4-year period does not coincide with a General Assembly meeting, the mandate shall continue until the first General Assembly meeting following the end of the 4-year period.

The only exception to this rule is when the mandate expires up to three months after a given General Assembly meeting. In this case, the mandate is considered to finish at that General Assembly meeting.

In the exercise of their functions, the members of the Bureau Permanent shall:

- exercise their mandates in person and may not be represented;

- take an active part within the organisation which they represent.

The mandate of a BP Member may be revoked at any time by the General Assembly deliberating in accordance with the quorum requirements set out in Article 5.9 of the Articles of Incorporation. A majority requirement of 2/3 of the votes present or represented at the General Assembly meeting applies. The BP Member’s mandate shall also expire in the event that the Full Member that they represent resigns or is being excluded, or in case the Full Member determines that the BP Member does not represent the Full Member anymore. In the latter case, the Full Member can propose another person as observer in the Bureau Permanent until the next General Assembly. The observer shall have access to Bureau Permanent documents and meetings but shall not have the right to vote and shall not be considered to set up the quorum.

In the case a BP Member does not attend 2 Bureau Permanent meetings in a row, the other BP Members may decide to revoke the mandate. That decision shall be taken in a Bureau Permanent meeting announced in conformity with article 6.13. The quorum requirements set out in article 6.14 shall apply.

Revocation of the mandate of a Bureau Permanent member is to be decided by at least 2/3 of the members attending the meeting, without considering the vote of the member subject to the decision.

The Full Member that has supported the candidature of the revoked BP Member has no right to propose an observer as otherwise described in point 6.6 above.
In the exercise of their functions, the members of the Bureau Permanent shall not be held personally liable with respect to third parties, in as much as they have not exceeded the powers granted them, or that the General Assembly has ratified their deeds. Nevertheless, they shall be responsible to the Association for the execution of the obligations ensuing from their mandate and for any negligence in the execution of their functions. Members of the Bureau Permanent shall not be remunerated (unless decided otherwise by the General Assembly).

The Bureau Permanent has full powers of management and administration, with the exception of the General Assembly's functions. In particular it shall draw up the Association's budgets and accounts. If, pursuant to Article 5.3, the Bureau Permanent decides that the General Assembly will only meet every two years, the Bureau Permanent shall temporarily approve the accounts that should be submitted for the year in which the General Assembly is not held and shall then submit them for approval at the next General Assembly.

The Bureau Permanent may, under its responsibility, delegate the day-to-day management and grant special powers to one or several individuals.

The Bureau Permanent arranges the date, the place and the organisational details of the General Assembly in co-operation with the host delegation. It works out the agenda while taking the proposals made by the different delegations into account. The Bureau Permanent examines whether the report of the preceding General Assembly can be distributed to the participants in order to have it approved.

The Bureau Permanent can appoint staff to carry out, under its direction and control, the executive work of CITA. This executive work includes secretariat support to the Bureau Permanent, General Assemblies, Conferences and Working Groups; technical advice; promotion of CITA, support and services to CITA Members and any other activity related to the Stated Purposes defined in Article 2.

If need be, the Bureau Permanent can appoint one or more interpreters and invite any other delegate or person whose presence is considered advisable to attend its meeting.

On the President’s convening, the Bureau Permanent is to hold meetings at least twice a year. In the year that a General Assembly meeting shall be held, one of the Bureau Permanent meetings shall be held before such General Assembly meeting.

Invitations shall be dispatched at least ten days prior to the meeting, in writing or any other means of (tele)communication, in a material form, and shall contain the agenda, the date, time and place of the meeting.

The Bureau Permanent can only take valid decisions on condition that at least half of the members are present.

Except in the case described in point 6.7, all the Bureau Permanent’s decisions are taken at the majority of members present, with each BP Member having one vote; the President or his deputy, i.e. one of the Vice-Presidents, has the casting vote in the event of equality of the votes.

All resolutions approved by the Bureau Permanent are recorded in a register to be signed by the President and kept at the registered office by the General Secretary who shall make it available to the Association’s Members.

All acts which are binding upon the Association shall be validly and jointly signed by two members of the Bureau Permanent, neither of whom shall be required to justify their powers with respect to any party.

The Association acts at law and towards third parties through the Bureau Permanent. The Bureau Permanent may delegate all or part of this authority to its President or one of its members or to named members of CITA’s executive staff.
6.19 The Bureau Permanent is to attend to the publication of the official deeds of the Association in accordance with the Articles on Incorporation and the laws that are to be applied.

6.20 The registered office of the Bureau Permanent is located in Belgium. It is determined by the General Assembly on the Bureau Permanent's proposal, notwithstanding the fact that meetings of the Bureau Permanent may be held at any other venue. The expenses that may result from it are to be borne by the participants.

**Article 7**  
**THE PRESIDENT**

7.1 The President carries out the chairmanship of the Bureau Permanent and the General Assemblies. In order to exercise his duties, he is assisted or replaced by one of the Vice-Presidents in case being unable to attend or at his request.

7.2 The tasks of the President include:

- representation of the Association with other organisations with an interest in the activities and stated purposes of CITA;
- supervision to ensure that the Association functions in conformity with the spirit of its constitution and in compliance with its Articles of Incorporation;
- implementation of decisions taken by both the General Assembly and the Bureau Permanent;
- co-ordination of the activities of the project groups that are entrusted with inquiries and studies necessary to prepare the recommendations of the Association.

7.3 The President chairs all the activities and studies which may contribute to reaching the Association's stated purposes.

7.4 Under an emergency situation, the President may take any decision that he considers necessary in order to safeguard the interests of the Association. He shall immediately notify the Bureau Permanent of such action.

**Article 8**  
**MODIFICATIONS TO THE ARTICLES OF INCORPORATION - DISSOLUTION**

8.1 Without prejudice to Articles 48, 50 and 55 of section III of the Belgian Law of June 1921, as stipulated in the Belgian Law of 2 May 2002 on non-profit making associations, international non-profit making associations and foundations, each proposal aiming at modifying the Articles of Incorporation or dissolving the Association must originate from the Bureau Permanent or at least from one fifth of the Full Members of the Association.

8.2 The Bureau Permanent is to notify Members of such a proposal at least three months before the date of the General Assembly to discuss this proposal.

8.3 The General Assembly can only validly debate if half of the votes are represented.

Any decision on a modification to the Articles of Incorporation or on the winding-up of the Association shall only be final if it has been voted on by a two thirds majority of the votes.

8.4 Amendments to the Articles of Incorporation that do not need to be the registration at the Brussels Court of Trade, take effect as of the approval by the General Assembly. If this is the case, this must be mentioned in the decision of the General Assembly.

8.5 Decisions on the winding-up or liquidation of the Association shall be taken according to Article 8.3 above.

In case of dissolution, the General Assembly will determine the terms and conditions of the liquidation of the Association with the credit balance being allocated to a non-profit making
organisation.

The Association is dissolved by rights when the number of its members falls below five.

**Article 9  FINANCIAL RESOURCES OF THE ASSOCIATION**

9.1 The financial resources of the Association are the following:

a. the annual membership fee and the enrolment fees paid by the Members to participate in meetings organised by the Association, determined by the General Assembly deliberating with a quorum of the votes present and with a majority, as laid out in Articles 5.9 and 5.11 of the Articles of Incorporation;

b. revenue resulting from the Association's works;

c. subsidies allocated by the authorities, national or international organisations;

d. bequests and gifts;

e. in addition, the Association may accept financial or other assistance in any form from Members, individuals and public or private bodies.

9.2 The income of the Association resulting from the membership fees paid by Members and the other resources defined in paragraph 9.1 is to be devoted to:

a. the administrative costs;

b. the remuneration of any paid staff working in the secretariat;

c. the costs incurred for meetings organised by the Bureau Permanent and in line with the stated purposes of CITA;

d. expenses necessary to fulfil the stated purposes of CITA and approved by the Bureau Permanent.

**Article 10  FINANCIAL MANAGEMENT**

10.1 The Association’s financial affairs shall be administered by the Treasurer, acting under the direction of the Bureau Permanent.

10.2 The financial year shall commence on January 1 and end on December 31 every year.

10.3 Any Member whose membership fees have not been paid by March 1 shall be given notice of such default by the Treasurer prior to June 1. Should these fees remain unpaid by June 1, the Member shall be deprived of his membership status. The Member shall only be reinstated to membership by paying all dues and by a majority vote of the General Assembly.

10.4 The Treasurer shall be responsible for the receipt of the membership fees and all the Association’s other revenue, the deposit and custody of such funds, and the payment of certified bills subject to general budget policies of the Bureau Permanent.

10.5 The Treasurer shall draft a biennial statement of receipts and expenditures closed on December 31 of the financial year preceding the biennial General Assembly, as well as a budget for the following period. The statement shall be communicated to the Members for their own information.

**Article 11  MISCELLANEOUS**

11.1 Any subject not covered in these Articles of Incorporation, including publications in the Appendices to the Moniteur Belge, shall be governed by the provisions of section III of the Belgian Law of 27 June 1921, as stipulated in the Belgian Law of 2 May 2002 on non-profit making associations, international non-profit making associations and foundations.

* * * * * * *