

ESTABLISHING A ROMANIAN ROAD TRANSPORT COMPANY



National Union
of Road Hauliers from Romania

**DO YOU WANT TO GET RID OF PERMITS AND VISAS? COME TO UNTRR IN ROMANIA!
DO YOU NEED PERMITS - HERE ARE PLENTY ENOUGH!
DO YOU WANT TIR? UNTRR HELPS YOU!**



National Union
of Road Hauliers from Romania

What is UNTRR doing for you?

1. It helps you in establishing a transport company in Romania,
2. It supports you in opening a business in this field in a European Union member state,
3. It offers you the chance to provide transports within the European Union and to and from third countries, Turkey included,
4. It supports you in developing the transport business,
5. It supports you in training the drivers and transport manager,
6. It supports you against the Romanian and foreign authorities in relation to the transport operation,
7. It keeps you updated with the Romanian and European legislation in the field,
8. It provides you everything you need to build up and develop a business in the field of transport.

But that's not all,

1. Do you need visas for drivers? UNTRR helps you to get them!
2. Do you need TIR carnets for countries outside European Union? UNTRR helps you without any problem!
3. Do you need vignettes? UNTRR helps you to get them fast and in due time!
4. Do you need vehicles or any other type of insurances? UNTRR provides you the best insurances!
5. Do you need to recover the excise duties paid for the fuel and the VAT? UNTRR supports you with that!
6. Do you have a problem with the vehicles in your fleet during a transport operation? UNTRR offers you technical assistance 24/24 in 32 European countries through Service24.at!
7. Do you need fuel price reductions? UNTRR has a partnership with Mol fuel stations!

**UNTRR IS YOUR PASSPORT
TO THE EUROPEAN UNION
AND YOUR SUPPORT
IN ROMANIA AN
THE OTHER MEMBER STATES.**





To establish a Romanian road transport company there are several steps to be followed. These are:

1. Incorporating the company with the National Trade Register Office,
2. Registering the vehicles in Romania,
3. Getting approval from the Romanian Road Transport Authority (ARR), and the transport licence and the certified true copies of it corresponding to the number of vehicles used.

1. GENERAL INFORMATION ON COMPANY INCORPORATION

According to the Romanian law, both Romanian or foreign investors (and ventures) are equally treated, benefiting from the same opportunities for setting up business operations in Romania by founding separate legal bodies.

These entities operate as independent bodies and are distinct from the legal units of their shareholders or partners. Businesses have their own possessions, headquarters, patrimony, appellation, registered capital, administration and bank accounts.

The Romanian law defines two forms of companies:

- **limited liability company “societate cu răspundere limitată” (SRL);**
- **joint stock company “societate pe acțiuni” (SA);**

A foreign corporation can be sole shareholder (if SRL) or the foreign company can be shareholder together with at least one other shareholders which can be legal entities or private persons (if SA). The most frequent types of are limited liability companies named SRL.

All business must be incorporated with the National Trade Register Office organized by the Ministry of Justice. The date of

ESTABLISHING A ROMANIAN ROAD TRANSPORT COMPANY



incorporation is considered the starting moment of its legal existence. The National Trade Register Office is a public institution mandated to maintain statistical information on business activities in Romania.

SHAREHOLDERS

The company should have at least one shareholder (SRL) and two shareholders (SA). One person cannot have more than one company in which holds 100% of the shares. Furthermore, one company owned 100% by one person cannot have together with its sole shareholder 100% in other company. The shareholders can be all non-Romanians. The shareholders can be individuals or companies.

CHOOSING THE BUSINESS' NAME

It is the customer's decision regarding the name of the company, form of organization (SA, SRL) and main field of activity in order to reserve the name with the Trade Register Office. It is also important to know that the name reservation is done in the Trade Register Office and is usually executed within one working day. The appellation must not include certain words or geographical suggestions. Some words are also subject to approval from the Government or local councils.

For using the word "Romania" within the business' title the Government's approval is required and the procedure lasts about 30 days. The main condition to obtain such name is the following: the major shareholder of the Romanian company has to be a company with the same name as the Romanian company.

Although, the company name with "Romanian" in it can be used only together with the entitled shareholder. Obtaining the corporation's name is the start on which the subsequent documents will be issued.

REGISTERED OFFICE

All Romanian businesses need a registered address that must be the official postal address of the company and the place where the authorities can send official letters and claims, as well as where control of the tax forms is executed. All financial and fiscal documents, registers, company papers etc. must be archived at the registered office of the business. The registered address must be an existing address; no P.O. BOX address is permitted.

The registered address is proven with a renting contract, property or a free-lease contract. To the contract there shall be added the copy of the property title of the landlord (contract, court decision or other ownership title). If the property is situated in a block of flats, duplex, etc. and the approval of all owners or owner's association is required.

SHARE CAPITAL

The inscription steps both, for limited liability companies (SRL) and joint stock companies (SA) are almost identical.

- To start, the incorporation contract and/or company By-laws, as applicable, or a sole document containing all mentions required by the law, called articles of incorporation must be prepared, agreed and signed by the shareholders;
- Furthermore the subscribed capital must be paid upon registration of the company. In the case of a joint stock company (SA), each shareholder must pay at least 30% of its subscribed capital. The registered capital may be subscribed and rewarded by the shareholders by payment in cash, in kind or in receivables;

The initial capital must be subscribed and paid in cash. The law allows in-kind contribution, but cash contribution is compulsory for any type of business organization. The minimum share capital is RON 200

(approximately EUR 80) for a limited liability company (SRL) and RON 90000 (approximately EUR 25000) for a joint stock company (SA).

The share capital is divided into shares of equal value. One share cannot be less than 10 RON. Consequently, a 200 RON company can have only 20 shares, meaning that 1 share equals 5% of the share capital. In joint stock companies 1 share is minimum 0.1 RON. Shares cannot be divided.

CERTIFICATE OF INCORPORATION

In the end, the corporation is matriculated with the Trade Register by issuance of a Registration Certificate. This provides registration Code valid for both the Trade Register and the tax authorities.

The Registration Certificate also contains a license of acknowledgement mentioning that all requirements for commercial activities are accomplished. The corporation starts its existence and has the right to carry on its actions from the date of its incorporation with the Trade Register.

ANNEX 1 – documents to be provided to the Trade Register Office to incorporate a company

ANNEX 1

Limited liability companies (SRL)

1. Registration application (original);
2. Proof of the name availability check and the name reservation (original);
3. If relevant, the approval for using the name, required by art. 39 of Law no 26/1990, republished, with the subsequent amendments and additions (original);
4. Proof regarding the verification of sole associate with only one limited liability company or the proof of verification that a limited liability company with sole associate it is not sole associate with another limited liability company (original);
5. The articles of incorporation (original);
6. Proof regarding the right of use on the space to be used as registered office, registered with the tax authority where the building is located (copy);
7. Certificate issued by the competent tax authority certifying that for the building to be used as registered office has not been registered another document proving the right of use on that building has been alienated either against payment or for free;
8. The certified declarations on honour given on the respect of requirements with reference to the registered office if according to item 7 there were registered with the tax authority documents proving the right of use on the building used as registered office has been alienated;
9. If applicable, the approval regarding the changed use of collective buildings serving as homes, required by Law no

THE DOCUMENTS TO BE PROVIDED TO THE TRADE REGISTER OFFICE IN ORDER TO INCORPORATE A COMPANY

230/2007 (to be filled in on a typified form, original);

10. Proof regarding the payment by the associates of their subscribed contribution to the share capital (copies);
11. Documents regarding the property for the subscribed and paid in-kind contributions; if these include buildings, the certificate stating any encumbrances;
12. The declarations on honour given, as the case may be, by the founders/ administrators/ censors or natural persons acting as representatives of the legal person designated as administrator or censor, stating that they meet the legal requirements for holding these capacities (original);
13. Identity documents of the natural persons assigned as founders, administrators, censors or auditors (original);
14. Signature specimens of the company representatives (original);
15. Tax record certificates for the associates or legal representatives of the company, having their permanent address/ residence/ office in Romania, or for foreign natural or legal persons holding this capacity and having a tax registration in Romania or, as the case may be, the authentic declaration on honour of the foreign legal person, on own behalf or as representative of the foreign legal person that does not have a tax registration in Romania, showing that they do not have unpaid taxes (original or certified copy and, as the case may be, the translation done by a sworn translation whose signature has been legalized by a notary public);
16. The typified declaration on honour, signed by the associates or administrators, showing, as the case may be, that:
 - the legal person does not carry out the stated activities at the registered office or the subsidiaries, for a maximum of 3 years (type 1 - original);
 - the legal person meets the operating conditions required by the specific sanitary, sanitary-veterinary, environment protection, and labour safety legislation for the activities stated in the typified declaration (type 2 - original).
17. If applicable:
 - the registration documents of the legal person Romanian (certified copy) and foreign (original and the translated version made by a sworn translator whose signature has been legalized by a notary public) founders, administrators, censors;
 - the decision by the statutory organ of the legal person founders regarding the participation in the incorporation of the company (original or certified copy and, if applicable, the translated version made by a sworn translator whose signature has been legalized by a notary public);
 - the proxy for the person entitled to sign the articles of incorporation on behalf and at the responsibility of the legal person founder (original or certified copy and, if applicable, the translated version made by a sworn translator whose signature has been legalized by a notary public);
 - certificate of good standing for the non-residents who take part in the establishment of a company, issued by a bank, or by the competent Chamber of commerce from the country of residence (original translated copy);
 - the prior permits required by the special laws (copy);
 - a special proxy (certified) or power of attorney for the persons designated to carry out the legal formalities (original).
18. Proof of payment of the legal charges/fees:
 - register charges;
 - the fee for the publication in the Official Gazette, Part IV.

Stock companies (SA)

1. Registration application (original);
2. Proof of the name availability check and the name reservation (original);
3. If relevant, the approval for using the name, required by art. 39 of Law no 26/1990, republished, with the subsequent amendments and additions (original);
4. The articles of incorporation (original);
5. Proof regarding the right of use on the space to be used as registered office, registered with the tax authority where the building is located;
6. Certificate issued by the competent tax authority certifying that for the building to be used as registered office has not been registered another document proving the right of use on that building has been alienated either against payment or for free;
7. The certified declarations on honour given on the respect of requirements with reference to the registered office if according to item 6 there were registered with the tax authority documents proving the right of use on the building used as registered office has been alienated;
8. If applicable, the approval regarding the changed use of collective buildings serving as homes, required by Law no 230/2007 (to be filled in on a typified form, original);
9. Proof regarding the payment by the shareholders of their subscribed contribution to the share capital (copies);
10. Documents regarding the property for the subscribed and paid in-kind contributions; if these include buildings, the certificate stating any encumbrances;
11. The declarations on honour given, as the case may be, by the founders/ administrators/ censors or natural persons acting as representatives of the legal person designated as administrator or censor, stating that they meet the legal requirements for holding these capacities (original);
12. Identity documents of the founders, administrators, directors, members of the supervision board, members of the directorate, censors, auditors natural persons (original);
13. The proof on the express acceptance of the administrator/ member of the directorate mandate or of the censor/auditor task by the persons who were assigned through the articles of incorporation (original)

THE DOCUMENTS TO BE PROVIDED TO THE TRADE REGISTER OFFICE IN ORDER TO INCORPORATE A COMPANY

14. Signature specimens of the company representatives (original);
15. Tax record certificates for the associates or legal representatives of the company, having their permanent address/ residence/ office in Romania, or for foreign natural or legal persons holding this capacity and having a tax registration in Romania or, as the case may be, the authentic declaration on honour of the foreign legal person, on own behalf or as representative of the foreign legal person that does not have a tax registration in Romania, showing that they do not have unpaid taxes (original or certified copy and, as the case may be, the translation done by a sworn translation whose signature has been legalized by a notary public);
16. The typified declaration on honour, signed by the associates or administrators, showing, as the case may be, that:
 - the legal person does not carry out the stated activities at the registered office or the subsidiaries, for a maximum of 3 years (type 1 - original);
 - the legal person meets the operating conditions required by the specific sanitary, sanitary-veterinary, environment protection, and labour safety legislation for the activities stated in the typified declaration (type 2 - original).
17. If applicable:
 - the registration documents of the founders, administrators, legal person censors (original or certified copy and, if applicable, the translated version made by a sworn translator whose signature has been legalized by a notary public);
 - the decision by the statutory organ of the legal person founders regarding the participation in the incorporation of the company (original or certified copy and, if applicable, the translated version made by a sworn translator whose signature has been legalized by a notary public);
 - the proxy for the person entitled to sign the articles of incorporation on behalf and at the responsibility of the legal person founder (original or certified copy and, if applicable, the translated version made by a sworn translator whose signature has been legalized by a notary public);
 - the declaration of the founders/ administrators/ members of the board/ managers regarding the identification of the independent private register company entrusted with the register of shareholders;
 - the prior permits required by the special laws (copy);
 - certificate of good standing for the non-residents who take part in the establishment of a company, issued by a bank, or by the competent Chamber of commerce from the country of residence (original translated copy);
 - certificates of findings for the operations concluded by founders on behalf of the stock company through public subscription, approved by the constitutive assembly if these were not foreseen by the articles of incorporation (certified);
 - in case of stock company established through public subscription, the issue prospectus signed by the underwriter, previously published in the Official Gazette, Part IV, the report of the constitutive assembly and the proof the designated person has been empowered to establish the company;
 - a special proxy or power of attorney for the persons designated to carry out the legal formalities (original).
18. Proof of payment of the legal charges/fees:
 - register charge;
 - the fee for the publication in the Official Gazette, Part IV.

2. GENERAL INFORMATION ON VEHICLES REGISTRATION IN ROMANIA

In order to register a road transport vehicle, either for transport of passengers or goods, in Romania there are three steps to be followed:

- A.** Getting the individual approval for the vehicle from the Romanian Automotive Register (RAR),
- B.** Registering the vehicle with the Department for Driving Licenses and Vehicles Registration (DRPCIV),
- C.** Paying the first pollution tax, if the vehicle is registered for the first time in Romania, with the National Tax Administration Agency (ANAF)

A. Getting the individual approval for the vehicle from the Romanian Automotive Register (RAR)

The individual approval is granted to a vehicle holding a valid identification number, fulfils the construction requirements foreseen by RNTR-7 (Rules on individual approval, issuance of identity cards and the certification of the road vehicles authenticity), and that has passed the roadworthiness check carried out according to the operation plan foreseen by RNTR-1 (Technical rules on registered vehicles conformity with road safety, environment protection and technical periodical inspection).

The individual approval is carried out on:

- a)** new road vehicles produced, imported or introduced in Romania in a quantity of not more than 10 pieces of the same type, by the same legal or natural person, and which comply with EURO 5 norm,
- b)** used road vehicles that are registered for the first time in Romania and comply with EURO 3 norm,
- c)** road vehicles registered in Romania but of which construction features are different of those mentioned in the vehicle certificate of title.

ESTABLISHING A ROMANIAN ROAD TRANSPORT COMPANY



The individual approval is not required for:

- a) new road vehicles for which the original copy of the EC conformity certificate issued by the producer can be produced,
- b) used road vehicles that were previously registered in a European Union Member State and of which configuration is the same as in the registration document,

To a vehicle that obtained the individual approval, the RAR issues the certificate of title.

B. Registering the vehicle with the Department for Driving Licenses and Vehicles Registration (DRPCIV)

- a) the registration is carried out only for vehicles that are approved by the RAR;
- b) in case of vehicles from outside the EU it is also needed the import document from the National Customs Authority (ANV);
- c) the registration forms have to be obtained and filled in;
- d) a registration form initialled by the tax body of the local administration has to be presented too – it proves that the vehicle was recorded with the public finances for the payment of vehicle tax.

1. Documents to be provided to the Romanian Automotive Register for the vehicle approval

Documents needed for the individual approval

- application to RAR (typified form)
- vehicles documents issued by the producer
- copy of the Sole registration code of the company
- document that proves the importer (customs document or invoice) – only for new vehicles

2. Documents to be provided to the Department for Driving Licenses and Vehicles Registration for vehicle registration

- a. applicant's request. In case the registration certificate includes another person who can use the vehicle based on a legal right, other than the ownership right, the owner will make the express notice in the request;
- b. the vehicle registration form, which model is set up according to the legal regulation, that is filled in with the owner's data and having the stamp of the competent tax body of the local government authority. In case the registration certificate will include another person too, the registration form filled in with his data has also to be submitted. In case of temporary registration for export, the stamp of the competent tax body of the local government authority it is not needed;
- c. vehicle identity document, original and copy;
- d. document that proves the applicant's ownership on the motor vehicle or trailer, original and copy;
- e. the identity document of the applicant, original and copy. In case the registration certificate will include another person too, the identity document or, if appropriate, documents to prove the legal person status, the name and headquarter, copy;
- f. proof that the technical periodical inspection has been carried out, and it is valid, excepting for the new motor

DOCUMENTS TO BE PROVIDED TO THE ROMANIAN AUTOMOTIVE REGISTER FOR THE VEHICLE APPROVAL, AND TO THE DEPARTMENT FOR DRIVING LICENSES AND VEHICLES REGISTRATION FOR VEHICLE REGISTRATION

vehicles and trailers;

- g.** a valid mandatory third party liability insurance document (copy) against damages due to traffic crash;
- h.** proof of final or temporary import customs clearance, according to the law, for the temporary registration of motor vehicles and trailers bought from other countries original or certified copy;
- i.** proof of registration tax payment, according to the law;
- j.** proof of special tax for cars and motor vehicles payment, according to the law;
- k.** proof of registration certificate issuance payment;
- l.** proof of registration plates issuance payment;
- m.** authenticity certificate of the vehicle, excepting for new vehicles, motor vehicles used at sport competitions, and historical vehicles;
- n.** special power of attorney, if appropriate.

3. GENERAL INFORMATION ON GETTING APPROVAL FROM THE ROMANIAN ROAD TRANSPORT AUTHORITY (ARR), THE TRANSPORT LICENCE AND THE CERTIFIED TRUE COPIES OF IT CORRESPONDING TO THE NUMBER OF VEHICLES USED

In order a company to be authorized by the Romanian Road Transport Authority (ARR) to carry out transport of goods and passengers, the incorporated company has to fulfil the four prerequisites for the access to the occupation of road transport operator. These prerequisites are:

- (a) have an effective and stable establishment in Romania;
- (b) be of good repute;
- (c) have appropriate financial standing; and
- (d) have the requisite professional competence.

These conditions are considered to be accomplished in the following cases:

(A) ESTABLISHMENT:

- (a1) have an establishment situated in Romania with premises in which it keeps its core business documents, in particular its accounting documents, personnel management documents, documents containing data relating to driving time and rest and any other document to which the competent authority must have access in order to verify compliance with the conditions laid down in the legislation on access to the market;
- (a2) once an authorization is granted, have at its disposal one or more vehicles which are registered or otherwise put into circulation in conformity with the Romanian legislation, whether those vehicles are wholly owned or, for example, held under a hire-purchase agreement or a hire or leasing contract;
- (a3) conduct effectively and continuously with the necessary administrative equipment its operations concerning the vehicles mentioned in point (b) and with the appropriate

ESTABLISHING A ROMANIAN ROAD TRANSPORT COMPANY



technical equipment and facilities at an operating centre situated in Romania.

(B) GOOD REPUTE:

- (b1)** In establishing the good repute, the authority will consider the conduct of the undertaking, its transport managers and any other relevant person. The convictions, penalties or infringements shall include convictions, penalties or infringements of the undertaking itself or its transport managers;
- (b2)** In assessing the good repute, the authority shall be convinced that there are no compelling grounds for doubting the good repute of the transport manager or the transport undertaking, such as convictions or penalties for any serious infringement of national rules in force in the fields of:
- (i)** commercial law;
 - (ii)** insolvency law;
 - (iii)** pay and employment conditions in the profession;
 - (iv)** road traffic;
 - (v)** professional liability;
 - (vi)** trafficking in human beings or drugs; and
- (b3)** the authority shall be convinced that the transport manager or the transport undertaking have not in one or more Member States been convicted of a serious criminal offence or incurred a penalty for a serious infringement of Community rules relating in particular to:
- (ii)** the driving time and rest periods of drivers, working time and the installation and use of recording equipment;
 - (iii)** the maximum weights and dimensions of commercial vehicles used in international traffic;
 - (iv)** the initial qualification and continuous training of drivers;
 - (v)** the roadworthiness of commercial vehicles, including the compulsory technical inspection of motor vehicles;
 - (vi)** access to the market in international road haulage or, as appropriate, access to the market in road passenger transport;
 - (vii)** safety in the carriage of dangerous goods by road;
 - (viii)** the installation and use of speed-limiting devices in certain categories of vehicle;
 - (ix)** driving licenses;
 - (x)** admission to the occupation;
 - (xi)** animal transport.

(C) APPROPRIATE FINANCIAL STANDING:

An undertaking shall at all times be able to meet its financial obligations in the course of the annual accounting year. To this end, the undertaking shall demonstrate it has at its disposal capital and reserves totalling at least EUR 9 000 when only one vehicle is used and EUR 5 000 for each additional vehicle used, either:

- (ii)** on the basis of annual accounts certified by an auditor or a duly accredited person, that, every year,
- (iii)** or by means of a certificate such as a bank guarantee or an insurance, including a professional liability insurance from one or more banks or other financial institutions, including insurance companies, providing a joint and several guarantee for the undertaking in respect of the amounts specified

(D) PROFESSIONAL COMPETENCE:

It is proven if the transport manager possesses a certificate of professional competence issued either by the Romanian Road Transport Authority or by a competent authority of another member state if that person is a resident of that another member state

If these conditions are fulfilled, ARR issues a licence for transport, passengers or goods, and the certified true copies of it according to the number of vehicles of the undertaking.

ANNEX 3 – documents to be provided to Romanian Road Transport Authority for the issuance of transport operator licence and the certified true copies

ANNEX 3

A) Common documents

1. Certificate of incorporation at the Trade Register Office, or Authorization to carry out independent business, or Proof of recording with the Register of associations and foundations, or Articles of incorporation/ administrative document concerning the establishment of the company
2. By-laws/Rules governing the functioning and organization,
3. Decision for appointment of designated person to be transport manager,
4. Certificate of professional competence of the transport manager,
5. Criminal record of the transport manager,
6. Medical certificate of the transport manager,
7. Psychological certificate of the transport manager.

DOCUMENTS TO BE PROVIDED TO THE ROMANIAN ROAD TRANSPORT AUTHORITY (ARR) TO ISSUE THE TRANSPORT LICENCE AND THE CERTIFIED TRUE COPIES

B) Specific documents needed to apply for a transport license

8. Certified copy of the last accounting balance, or Bank guarantee, or Insurance
9. Confirmation of company details issued by Trade Register Office
10. Application for certified true copy of the transport license

C) Specific documents needed to apply for a transport in own account certificate

11. List of vehicles owned and utilized by the company and their capacity
12. Application for certified true copy of the transport certificate

D) Specific documents needed to apply for certified true copy of the transport license/certificate for the transport of dangerous goods and waste

13. Work contract of the safety adviser,
14. Decision on the appointment of the safety adviser,
15. Certificate of professional competence of the safety adviser.





NATIONAL UNION OF ROAD HAULIERS FROM ROMANIA offers you:



- Useful information in real time:
 - www.untrr.ro – with a member only area
 - e-info@untrr.ro – e-mail based newsletter
 - Info UNTRR – free monthly newsletter
 - Direct mailing – dedicated information
 - InfoSMS – for urgent information

- Access to TIR system
- The chance to change the national / European law
- Representation within the Social Dialogue Commission of the Ministry of Transport
- Representation on CCM (Collective Labor Agreement) for transport branch
- Representation on CCM (Collective Labor Agreement) for group of entities
- RO-vignettes
- Shop for consumables: CMR, tachograph diagrams and coils, TIR plates, etc.
- Sale of new and second-hand vehicles



- Visas / passports department
- Books of interest for transport industry
- Professional training through SC PROMOTRANS SRL
- Tourism through SC UNTRR-TOURS SA
- Technical assistance 24/24 in 32 European countries through
- Service24.at www.untrr.ro/service24
- Digital tachograph management www.tachoweb.ro



- Legal advice in Hungary through Sole Practitioner Solicitor "Szanto A. Zsolt" www.untrr.ro/avocatungaria
- Insurances through Vector Broker www.vectorbroker.ro
- Unveiling the corruption in the field of transport www.frana.ro
- On-line shop : www.transmag.ro
- On-line RO-vignette : www.e-rovinieta.ro

- Partnerships for the members' benefit:

