

*Note on translation:*

*This is an English translation of a document drawn up in Dutch. Every effort has been made to convey the source text as literally as possible without compromising continuity. In the event of any disparity between the Dutch original and this translation, the Dutch text will prevail.*

*In this translation, Dutch legal concepts are expressed in English terms and may not necessarily be identical to the concepts described by those English terms as understood under the laws of other jurisdictions.*

## Charter of the Dutch Association of Tax Advisers

The Charter was most recently amended (in part) by the deed executed in the presence of mr. C. Hagendijk, civil-law notary practising in Amsterdam, on 21 August 2024.

### Article 1

#### Definitions

The following terms are used in this Charter:

- (a) **'general introduction'**:  
the introductory programme organised by SOB;
- (b) **'general meeting'**:  
the body comprising members with voting rights;
- (c) **'general meeting of members'**:  
a meeting of members with voting rights;
- (d) **'in-house tax specialist'**:  
a tax adviser employed by an enterprise not being a tax consultancy;



- (e) **'tax consultancy'**:  
an organisation (or part of an organisation) focusing on providing tax advice;
- (f) **'inability to act'**:  
the inability to act as referred to in Article 44(5), Book 2, of the Dutch Civil Code, including the situation in which the said person has stated in writing that the inability to act applies for a specific period;
- (g) **'Professional Training Programme for Tax Advisers'**:  
the Professional Training Programme for Tax Advisers organised by SOB;
- (h) **'Board'**:  
the Board of the association;
- (i) **'candidate member'**:  
a person who has applied for membership of the NOB and on whom the Board has not yet reached a decision concerning admission;
- (j) **'member'**:  
a prospective member, full member, extraordinary member or honorary member;
- (k) **'NOB'**:  
the association;
- (l) **'NOB-recognised tax consultancy'**:  
a tax consultancy recognised by the Board under the provisions of Article 11 of the Charter;
- (m) **'NOB member'**:  
the tax adviser or in-house tax specialist who has been admitted as a member of the association under the provisions of Article 6 of the Charter;
- (n) **'partner'**:  
a natural person having more or less equal rights of control and ownership;



- (o) **'collaborate'**:  
carrying out work in a partnership for joint account (whether as a partnership, company or otherwise) or under a common name;
- (p) **'collaborative partnership'**:  
those carrying out work in a partnership for joint account (whether as a partnership, company or otherwise) or under a common name;
- (q) **'in writing'**:  
a legible message sent by letter, fax, e-mail or other electronic means, of which the identity of the sender can be determined with sufficient certainty;
- (r) **'SOB'**:  
Stichting Opleiding Belastingadviseurs;
- (s) **'association'**:  
the Dutch Association of Tax Advisers (Nederlandse Orde van Belastingadviseurs, NOB).

#### *Explanatory notes*

*With regard to the definition of the term in-house tax specialist, an independently operating in-house tax specialist is considered to be an 'ordinary' tax adviser operating independently.*

*The term 'partner' includes all natural persons who, directly or otherwise, have more or less equal rights as the other partners in the control and ownership of a collaborative partnership. While, in the first instance, this concerns the partners in a partnership and the shareholders in a company, partners may also exist in other forms if a certain degree of entitlement exists with regard to control and ownership.*

## **Article 2**

### **Name and registered office**

The association bears the name **Nederlandse Orde van Belastingadviseurs** (Dutch Association of Tax Advisers) and has its registered office in the municipality of Amsterdam.



## **Article 3**

### **Objective**

1. The objective of the association is to represent its members' common interests and to promote high-quality practising of the profession by members of the association.
2. The association aims to achieve this objective by various means, including:
  - a. promoting university-level degree programmes for tax advisers at officially recognised institutes of higher education;
  - b. providing supplementary training for members of the association;
  - c. making rules of professional conduct and monitoring compliance with these rules;
  - d. maintaining an independent system of disciplinary law;
  - e. promoting the quality of tax legislation, for example by contributing to the public debate on the basis of members' expertise and experience;
  - f. deploying all other lawful means that may benefit the objective of the association.

## **Article 4**

### **Association year**

The association's financial year runs concurrently with the calendar year.

## **Article 5**

### **Membership categories**

#### **Incompatibility**

1. The association has full members, prospective members, extraordinary members and honorary members.
2. References in this Charter to members mean all categories of members, unless stated otherwise.
3. Membership is incompatible with membership of another association whose members practise tax consultancy, unless the general meeting decides otherwise with regard to a particular association. Membership is, however, compatible with membership of the Association of Lawyers-Tax Experts



(*Vereniging van Advocaat-Belastingkundigen*), or a specialist association replacing it and affiliated to the Netherlands Bar Association (*Orde van Advocaten*) or a foreign association comparable to the NOB.

## Article 6

### Membership requirements and obligations

#### Admission procedure

1. Persons may be admitted as prospective member or full member only if:
  - a.
    - i. they practise the profession of tax adviser as their main profession and focus mainly on applying Dutch tax law, in an international context or otherwise, and are affiliated to an NOB-recognised tax advisory practice; or
    - ii. they are an adviser or employee at an NOB-recognised tax consultancy and perform tax-related activities within the scope of the tax consultancy; or
    - iii. they practise the profession of in-house tax specialist as their main profession; and

#### *Explanatory notes*

*Working in an NOB environment is considered to be of great importance for ensuring quality in practising the profession of tax adviser. To this end, one of the admission requirements is that the tax adviser must be employed by or a partner in a tax consultancy. Recognition of the tax consultancy is granted by the Board and is possible only if a majority of the partners are NOB members (for further details, see the notes to Articles 11 and 12).*

- b. they have successfully completed a university degree programme at *doctoraal* or Master's level that meets the requirements set by the Board; and
  - c. they have not been convicted of a crime or are not subject to a sanction, order, out-of-court settlement or measure as referred to in Article 17(3) or, in such event, the Board considers that this does not constitute an objection to admission to membership.
2. If a tax adviser works in a collaborative partnership with practitioners of other professions as referred to in Article 12(1), or an in-house tax specialist works in the employ of an enterprise and performs external advisory work for the enterprise's clients, the collaborative partnership or the enterprise's management, respectively, must declare that it will abide by a Charter of Independence established by the Board and that guarantees *inter alia* that the profession can be practised freely and independently.



3. Members are obliged:
  - a. to practise their profession at an academic level;
  - b. when practising their profession, to satisfy the quality, integrity, and independence requirements according with the practising of their profession, and also to act in accordance with the honour and dignity of the profession as laid down in *inter alia* the Code of Professional Conduct adopted by the general meeting;
  - c. to ensure that they follow the Professional Training Programme for Tax Advisers to a sufficient extent and receive sufficient professional supervision during their prospective membership;
  - d. to maintain their professional knowledge and monitor developments in the field and professional practice in accordance with the Code of Professional Conduct so that their knowledge and the skills required to practise the profession remain up-to-date and at an academic level;
  - e. if they perform other work in society in addition to their main profession, to take measures to ensure that there can be no confusion regarding the capacity in which they are performing their work;
  - f. to follow the general introduction.
4. The Board may further define the requirements referred to in paragraph 1 above.
5. A request for admission to membership is subject to approval by the Board. The Board decides on admission after determining whether the person satisfies the criteria referred to in Articles 6 and 7. The Board will notify full members of the admission. They can then submit any objections to the Board in writing within one month after the date of this notification.
6. In special cases, the Board may grant an exemption from one or more of the requirements for admission to membership and may attach special conditions to this exemption.
7. Amendments to the membership requirements referred to in paragraph 1 will not affect members already admitted as prospective members or full members before the date of the amendment in question, unless stated otherwise in the amending decision. The Board may apply specific transitional arrangements for people who have not yet been accepted as prospective members or full members, but who would qualify for such membership without the amendment to the membership requirements in question.



## Article 7

### Prospective membership and full membership

1. The general meeting establishes Rules for Prospective Membership.
2. In principle, a candidate member will usually be admitted as a prospective member.
3. Persons may be admitted as a full member only if they are tax advisers or in-house tax specialists:
  - a. who has been admitted as a prospective member and have fulfilled the educational requirements of the Rules for Prospective Membership and the arrangements based on these Rules, and who receive a statement of sufficient participation from SOB; or
  - b. who, owing to circumstances beyond their control, have not yet applied for prospective membership and who therefore have not fulfilled the above-mentioned educational requirements, but who, in the Board's view, clearly have sufficient knowledge of tax law and sufficiently broad experience in tax consultancy at a level comparable to that of a full member.
4. Once the prospective member has satisfied the conditions referred to in paragraph 3(a), the Board will convert the prospective membership into full membership.
5. The Board may further define the required knowledge of tax law and experience in tax consultancy referred to in paragraph 3(b).

## Article 8

### Junior Association of Tax Advisers

1. A prospective member or full member who satisfies the criteria set by the Board is also a member of the Junior Association of Tax Advisers.
2. Membership of the Junior Association of Tax Advisers terminates at the end of the year in which the prospective member or full member ceases to satisfy the criteria.

#### *Explanatory notes*

*The Junior Association of Tax Advisers (Jonge Orde van Belastingadviseurs, JOB) is a committee of the NOB. This committee aims to contribute to reinforcing strong bonds between young tax advisers (including in-house tax specialists), to developing young tax advisers, to representing the interests of young tax advisers and to*



*establishing and maintaining contacts with other groups of young university graduates working in disciplines related to tax consultancy.*

*The Board may set criteria for junior membership. The following criteria have been established by Board resolution: persons qualifying for junior membership must not have been members of the NOB for more than five years (continuously or otherwise) and must not be more than 35 years of age.*

## **Article 9**

### **Extraordinary member**

### **Honorary member**

1. Full members become extraordinary members if the general meeting accepts them as extraordinary members at the Board's request.
2. Persons who have been particularly useful to the association can be made honorary members by the general meeting at the Board's request. An honorary membership does not preclude full or extraordinary membership.

#### *Explanatory notes*

*Extraordinary membership is intended for members of the association who no longer work as tax advisers or in-house tax specialists. Such membership is subject to the condition that extraordinary members no longer practise the profession of tax adviser or in-house tax specialist as their main profession. Extraordinary members who still carry out some tax advisory work must explicitly present themselves as extraordinary NOB members (and not as NOB members). Under the provisions of the Rules for Disciplinary Proceedings, extraordinary members are subject to the disciplinary rules of the NOB.*

## **Article 10**

### **Supervisor**

At the request of a prospective member or on its own authority, the Board may appoint an extraordinary or full member as a supervisor, with that person's consent, to advise and assist the prospective member, to monitor the quality of the prospective member's practising of the profession and to ensure the acquiring and maintaining of the required professional knowledge.





The appointment of a supervisor may be made a condition for admission to prospective membership. At the request of the Board, the prospective member and the supervisor must answer questions concerning the prospective member's progress within a reasonable period of time.

#### *Explanatory notes*

*Under the provisions of Article 6(3)(c), prospective members must ensure that they can sufficiently follow the Professional Training Programme for Tax Advisers and receive sufficient professional supervision during their prospective membership. Prospective members working in an NOB environment will generally receive sufficient supervision and training. However, this does not apply to independently operating prospective members and prospective members employed by an enterprise where they do not work under the responsibility of an NOB member. In these cases, the Board will determine on a case-by-case basis whether supervision and training at a sufficiently high level are guaranteed. Under the provisions of this Article, the Board may appoint an experienced tax adviser (a full member or extraordinary member) as an external supervisor. The external supervisor's task is to advise and assist the prospective member and to monitor the quality of the prospective member's practising of the profession and acquiring and maintaining of the required professional knowledge. The NOB has no obligation to offer a supervisor to, for example, an independently operating prospective member, and nor is a member obliged to accept a suggested appointment as supervisor. Prospective members themselves must look for a full or extraordinary member who is willing to be appointed as their supervisor.*

## **Article 11**

### **NOB-recognised tax consultancy**

#### **Conditions**

#### **Procedure**

1. With due observance of the provisions of Article 12, the Board may recognise a tax consultancy as an NOB-recognised tax consultancy at the request of the partners in this tax consultancy. In order to qualify for such recognition, an absolute majority of the partners in the tax consultancy must be NOB members.
2. The partners in a tax consultancy wanting to be recognised by the Board as an NOB-recognised tax consultancy must submit an application to the Board for assessment against the provisions of this Article and those of Article 12.



3. The Board may grant an exemption from the requirement referred to in paragraph 1 of this Article.
4. The Board decides whether the tax consultancy meets the requirements of this Article and Article 12.
5. If the decision referred to in paragraph 4 is positive, the tax consultancy will be referred to as an NOB-recognised tax consultancy for the purposes of this Charter.

## Article 12

### Rules on collaboration

1. NOB members may work with practitioners of other professions, providing that the NOB members are able to practise their profession freely and independently and do not act in conflict with the honour and dignity of the profession. The freedom and independence apply with regard to:
  - the practising of their profession as tax advisers;
  - accepting and refusing assignments; and
  - admitting other members of the association to the collaborative partnership, whether as members or employees of the collaborative partnership.
2. Members are not permitted to collaborate with tax advisers who qualify for membership on the basis of their education, but who are not affiliated to an NOB-recognised tax consultancy. This also includes tax advisers who have been suspended or expelled from membership.
3. If the NOB-recognised tax consultancy is part of a multidisciplinary collaborative partnership, this collaborative partnership must adhere to the Charter of Independence compiled by the Board.
4. All tax advisers qualifying for membership and who work for an NOB-recognised tax consultancy must register for membership. If an NOB-recognised tax consultancy or a multidisciplinary collaborative partnership of which the NOB-recognised tax consultancy is a part employs other people who essentially work in the same area as members of the association, all these people must apply to the association for full or prospective membership if they have the necessary qualifications.

#### *Notes to Articles 11 and 12*

*Members are permitted to work with practitioners of other professions, provided that the NOB members are able to practise their profession freely and independently and do not act in conflict with the honour and dignity of the profession (Article 12(1)). For example, members may collaborate (within the meaning of Article*



*1(p) of this Charter) with a trust office only if the collaborative partnership does not perform tax activities (providing tax advice or tax compliance services) for clients (and affiliated entities) of the trust office. In the case of a multidisciplinary collaborative partnership, freedom and independence must be guaranteed by the collaborative partnership's recognition of the Charter of Independence compiled by the Board. Collaboration with other tax advisers is, however, subject to rules. Working in an NOB environment is considered to be in the interests of the quality of professional practice. Therefore, an NOB member must be affiliated to an NOB-recognised tax consultancy. Recognition of the tax consultancy takes place by the Board and, with the exception of a few cases in which the Board can grant an exemption, is in principle possible only if an absolute majority of the partners in the tax consultancy are NOB members or become members at the time of recognition. Exemption from this requirement is possible if the Board considers that the tax consultancy has been structured in such a way that it is managed and/or overseen very largely under the responsibility of NOB members. Recognition as an NOB-recognised tax consultancy pertains exclusively to satisfying the requirements of the provisions in Articles 11 and 12.*

*NOB members may only collaborate (within the meaning of Article 1(p) with tax advisers who are members of the NOB. This means they are not allowed to collaborate with a member who has been suspended or expelled from membership. If other NOB members nonetheless continue to collaborate with a suspended member or a former member expelled from membership, the conditions for recognition as an NOB-recognised tax consultancy will not be met and the Board may decide to end the NOB's recognition of the tax consultancy. If recognition is terminated in this way, the memberships of all the other NOB members affiliated to the consultancy in question will also be terminated.*

*Under the provisions of Article 12(4), all tax advisers qualifying for membership and who work for an NOB-recognised tax consultancy must register for membership. This also applies to persons who essentially work in the same field. This includes employees preparing tax returns and who have completed a university degree programme in tax law or fiscal economics, pension tax specialists and tax lawyers who essentially work in the same field as the tax adviser.*

## **Article 13**

### **Termination of membership**

1. Prospective membership, full membership, extraordinary membership and honorary membership terminate:
  - a. upon the member's death;
  - b. by written notice of cancellation being sent by the member to the secretary of the Board before 31 December in any year, which cancellation takes effect at the end of the association year;



- c. if notice of termination is given by the association. Such termination can be with immediate effect:
    1. if the member loses the ability to dispose over his or her assets;
    2. if the member no longer meets the conditions for membership established in the Charter;
    3. if the member accepts membership of another association whose members practise tax consultancy, unless this membership is compatible with membership of the NOB in accordance with a decision as referred to in Article 5;
    4. if the member fails to pay an amount owed to the association or SOB;
    5. if the member fails to fulfil other obligations established on the basis of this Charter;
    6. if the association cannot reasonably be required to allow membership to continue;
  - d. if the member is expelled.
2. If the member no longer meets the conditions for membership because of having entered into employment with or collaborating with a tax consultancy that is not an NOB-recognised tax consultancy, membership of the association will be terminated unless the Board is asked, within 60 days after the employment or collaboration starts, to recognise the tax consultancy as an NOB-recognised tax consultancy in accordance with Article 12.
  3. Termination by the association is put into effect by the Board.
  4. Expulsion from membership is put into effect by the Board. Expulsion can be ordered only if a member acts in violation of the Charter, bylaws, rules or decisions of the association, or unreasonably prejudices the association.

## **Article 14**

### **Suspension as an organisational measure**

1. The Board may suspend a member as an organisational measure if:
  - a. it has instigated an investigation as referred to in Article 17(5); or
  - b. if a complaint is filed against the relevant member as referred to in Article 18(4).
2. The Board must notify the member by registered letter of any suspension imposed as an organisational measure and must state the reason for the suspension in the letter.
3. Suspension under Article 14(1)(a) is for a maximum of three months, which period may be extended, once only, by a maximum of three months.



4. Suspension under Article 14(1)(b) is for a maximum of the duration of the relevant complaint procedure.
5. A suspended member cannot derive any rights from membership during the period of suspension. A suspended member continues to be bound by the association's Charter, bylaws and rules and by the obligations arising from membership throughout the period of suspension. In all other respects, Article 19(3) does not apply to suspensions imposed as an organisational measure under this Article 14.

## **Article 15**

### **Termination of NOB-recognised tax consultancy**

1. If an NOB-recognised tax consultancy no longer meets the conditions referred to in Articles 11 and 12, the Board may decide to terminate recognition of the tax consultancy by the NOB with immediate effect.
2. The Board will notify this decision and its consequences to all members working for the tax consultancy that is no longer recognised by the NOB.
3. Membership of the members working for the tax consultancy that is no longer recognised by the NOB will not be terminated until the decision by the Board to terminate the NOB-recognition becomes irrevocable.

## **Article 16**

### **Objections and appeals**

1. Notice of objection, in the first instance, can be registered with the specified body against the following decisions:
  - a. against Board decisions as referred to in Article 6(5) regarding acceptance as a prospective member or full member, and as referred to in Article 10 regarding appointment of a supervisor;
  - b. against Board decisions as referred to in Article 11(1) regarding recognition of an NOB-recognised tax consultancy and as referred to in Article 15(1) regarding termination of recognition of an NOB-recognised tax consultancy;
  - c. against Board decisions to terminate membership under Article 13(1)(c);



- d. against Board decisions to expel a member from membership under Article 13(4). The member is suspended during the objections and appeals period and pending the objection and appeal.
2. An appeal against a decision regarding an objection as referred to in the previous paragraph may be lodged with the Appeal Board.
3. The Board will adopt Rules on Objections and Appeals for handling objections and appeals procedures as referred to in the previous paragraphs of this Article.

## **Article 17**

### **Honour and dignity**

#### **Code of Professional Conduct**

#### **Duty to report a criminal conviction/administrative penalty/punishment order/out-of-court settlement/disciplinary measure**

1. Members must perform their work in an honest, conscientious and appropriate manner; comply with legislation and regulations; and refrain from anything conflicting with the honour and dignity of the profession.

#### *Explanatory notes*

*Integrity is a core value of the NOB. Article 17(1) obliges members to practise tax consultancy within the statutory framework and with due observance of generally accepted standards in society. The definition of 'honour and dignity of the profession' may change as a result of developments in societal views. The obligation to refrain from anything conflicting with the honour and dignity of the profession is not limited to members in their capacity as tax advisers. In other capacities, too, such as privately or as a board member of a sports club, members must act in accordance with the honour and dignity of the tax advisory profession. For more details, please refer to the Code of Professional Conduct.*

2. The general meeting will establish a Code of Professional Conduct.
3. Members must notify the Board in writing if:
  - a. they are convicted of a criminal offence;
  - b. they receive an administrative penalty for committing an offence or infringement in their work;



- c. they receive a negligence penalty regarding their own tax liabilities, as referred to in Articles 67d, 67e and 67f of the State Taxes Act [*Algemene wet inzake rijksbelastingen*];
- d. a punishment order as referred to in Article 257a of the Code of Criminal Procedure is imposed on them;
- e. they accept an out-of-court settlement regarding a serious offence as referred to in Article 74 of the Dutch Criminal Code;
- f. a measure imposed on them by a disciplinary court means they are unable, whether temporarily or otherwise, to perform their work as a member of another professional organisation;
- g. a foreign disciplinary court or a foreign tax, supervisory or prosecuting authority similarly convicts them of a crime or imposes a similar sanction, punishment order, out-of-court settlement or measure as referred to under a to f above.

#### *Explanatory notes*

*The notifications referred to in this Article are intended to ensure active monitoring of members' integrity. The notification requirement applies to all members, including in-house tax specialists.*

*The obligation to notify the Board of criminal convictions, punishment orders and out-of-court settlements is explicitly not limited to convictions, punishment orders and out-of-court settlements for financial offences and/or offences committed in the member's capacity as a tax adviser, given that other offences, too, can damage the honour and dignity of the profession. The Board will evaluate each notification to determine whether and to what extent the offence affects the honour and dignity of the profession.*

*Work-related administrative penalties imposed by Dutch or foreign authorities must also be notified. Such penalties primarily entail administrative penalties for participating in, ordering, directing or inciting a tax offence (Article 5:1 of the General Administrative Law Act [AWB] or Article 67o in conjunction with Articles 67a to 67f of the State Taxes Act [AWR]). The notification requirement also applies to other administrative penalties, such as penalties imposed by the Financial Supervision Office in connection with infringements of the Money Laundering and Terrorist Financing Act [Wwft]. The term 'in their work' with regard to infringements or offences committed must be interpreted broadly. If members offer other services in addition to their core activities as a tax adviser, such as services covered by the Financial Supervision Act (Wft), penalties imposed in that context by, for example, the Netherlands Authority for Financial Market must also be notified.*

*The notification requirement also extends to negligence penalties imposed on members with regard to their 'own' tax liabilities. 'Own' tax liabilities also include, for example, the tax liabilities of a company at which the member practises tax consultancy.*



*Where, according to the legal definition, offences are punishable by a term of imprisonment of up to 6 years, the public prosecutor and the accused may agree a settlement so as to avoid criminal prosecution or the public prosecutor may settle the case out of court by issuing a punishment order. Such a settlement or punishment order must also be notified.*

*Certain serious disciplinary measures also have to be notified. These include measures such as suspension or expulsion from membership, being temporarily or otherwise struck off or temporarily or otherwise removed from the accountants' register and so on, which measures can be imposed by the Disciplinary Board of the Register of Tax Advisers, the Netherlands Bar Association or the Accountancy Division or in an appeal at the Trade and Industry Appeals Board.*

4. Members must notify the Board in writing of:
  - a. a criminal conviction as referred to in a or g above: immediately after the court of first instance issues its judgment;
  - b. an administrative penalty as referred to in b, c or g above: immediately after an administrative court issues its ruling and fully or partially upholds the penalty. If a member does not file an objection or appeal, and thus acquiesces in the penalty ruling by an administrative body, the member must report the penalty to the Board as soon as the time-limit for filing objections or appeals expires;
  - c. a punishment order as referred to in d or g above: immediately after the criminal court issues its ruling on the objection and fully or partially upholds the order. If a member does not file an objection and thus acquiesces in the punishment order, the member must report the punishment order to the Board as soon as the time-limit for filing objections expires;
  - d. an out-of-court settlement as referred to in e or g above: immediately after agreeing to the out-of-court settlement;
  - e. a disciplinary measure as referred to in f or g above: immediately after the disciplinary court of first instance issues its ruling.

#### *Explanatory notes*

*The Board must be notified of a criminal conviction or the imposition of a disciplinary measure as soon as the court issues its ruling. Whether or not an appeal is to be filed is irrelevant in this respect.*

*The Board must be notified of a work-related administrative penalty, a negligence penalty relating to the member's own tax obligations or a punishment order immediately after the court issues the ruling and fully or partially upholds the penalty or punishment order. Whether or not legal remedies remain available is irrelevant in this respect. In order to prevent penalties or punishment orders not opposed by a member from not having to be reported, a member who does not file an objection and/or appeal against the penalty or who*





does not oppose the punishment order must notify the Board of the penalty or punishment order as soon as the time-limit for filing objections or appeals expires.

5. The Board may instigate an investigation if (i) notification as referred to in Article 17(3) is given or (ii) it has reasonable grounds for suspecting that a member has violated the honour and dignity of the profession in some other way. Members must cooperate with any such investigation and supply copies of documents from the case file on request.

#### *Explanatory notes*

*Members submitting such notifications must give their name. Upon receipt of such notification, the NOB Office will anonymise the notification before submitting it to the NOB Executive Committee. If the Executive Committee decides to instigate an investigation as provided for under paragraph 5 above, it will be informed of the identity of the member who submitted the notification. If a member of the Executive Committee is from the same firm as the member submitting the notification, that member of the Executive Committee will not be involved in the investigation and will also not be informed of the identity of the member who submitted the notification. The Executive Committee will use its authority to instigate an investigation prudently. If the Executive Committee instigates an investigation, this must have no other purpose than to enable the Board to form an opinion. A member must in any case supply copies of all the documents from the case file on which the accusation and conviction, measure, penalty, punishment order or out-of-court settlement are based. The investigation may be a reason for the Executive Committee to share anonymised information with the Board. The Board will then decide whether to file a disciplinary complaint against the member in question and/or to terminate membership with immediate effect in accordance with Article 13(1)(c)(6) of the Charter. If the Board decides to file a disciplinary complaint against the member in question or to terminate the membership with immediate effect, such decision will be implemented by the secretary of the Board. If the secretary of the Board is from the same firm as the member submitting the notification, the decision will be implemented by the chairman of the Board. It is also conceivable that the Board may decide that the actions that led to the conviction or the administrative penalty are not in conflict with the honour and dignity of the profession. As such a decision may be to the member's advantage in any subsequent proceedings, it may be useful for the member to contact the Board before the criminal conviction, penalty order, punishment order or out-of-court settlement is announced, issued or agreed.*

## **Article 18**

### **Rules for Disciplinary Proceedings**

#### **Persons entitled to lodge complaints**



1. The general meeting establishes the Rules for Disciplinary Proceedings for complaints against members concerning violation of the standards referred to in the previous Article.
2. Disciplinary proceedings are handled by the Disciplinary Board in the first instance, and by the Appeal Board in the event of an appeal.
3. Even after termination of their membership, members continue to remain bound by the provisions of the Rules for Disciplinary Proceedings, established in accordance with the provisions of the first paragraph, with regard to actions and events taking place during their membership.
4. Complaints may be submitted by:
  - a. members;
  - b. non-members, if the complaint relates to their own interest;
  - c. the Board;
  - d. the Director-General of the Tax and Customs Administration or an official taking the place of the Director-General;
  - e. the supervisor under the Money Laundering and Terrorist Financing Act [Wwft].

## Article 19

### Disciplinary measures

#### Enforcement

1. The following measures may be applied in disciplinary proceedings:
  - a. written warnings;
  - b. written reprimands;
  - c. suspension as a member of the association for a maximum of six months;
  - d. termination of membership of the association.

Measures as referred to in c and d will be disclosed to members of the association if this is necessary for implementation of the rules on collaboration described in Article 12.

#### *Explanatory notes*

*A written warning should be regarded as a rebuke for having acted incorrectly in a particular situation. A written reprimand is issued in the event of a clear and proven breach of professional standards. Suspension is a more serious disciplinary measure imposed in the event of a breach of professional standards and is not a measure imposed lightly by the Disciplinary Board. Membership is terminated if the breach contravenes*



*professional standards to such an extent that the relationship with the NOB member can no longer be justified.*

2. After the decision becomes irrevocable, the Board will ensure that the disciplinary measure imposed is implemented and, if necessary, disclosed.

*Explanatory notes*

*In the event of suspension or termination of membership, the decision will be disclosed to the members of the association insofar as necessary. The Board is responsible for implementing this and will do so as soon as the decision is irrevocable. The decision will be published on the website and in the magazine and/or newsletter of the NOB without mentioning the name of the person involved. The name of a member whose membership has been terminated will no longer be included in the list of members published on the website. With regard to the consequences of suspension, the Board will also inform the NOB-recognised tax consultancy for which the suspended member works of the suspension or termination of membership and the consequences of this.*

3. During the period of suspension, a suspended member must not practise as an NOB member, must not collaborate with other NOB members and can derive no rights from membership. A suspended member continues to be bound by the association's Charter, bylaws and rules and by the obligations arising from membership throughout the period of suspension.

*Explanatory notes*

*Suspension must be regarded as a serious measure within the system of disciplinary measures. During the period of suspension, the member can derive no rights from membership, including the right to:*

- *attend the general meeting of members, the annual conference, seminars, courses and other activities organised for NOB members;*
- *attend meetings and to vote;*
- *participate in working groups, committees, etc. on behalf of the NOB;*
- *identify oneself as a member of the NOB on, for example, headed notepaper or the firm's website.*

*The obligations arising from membership, such as payment of membership fees and/or tuition fees, continue to apply throughout the period of suspension. The Charter, bylaws and rules (including disciplinary measures) of the NOB also continue to apply to the suspended member.*

*During the period of suspension, suspended members must not practise as NOB members and must cease any such practice. Unlike in the case of professional groups where professional practice is regulated by law, the NOB cannot prevent tax advisers from practising the profession of tax adviser. However, the suspension will affect their ability to practise as NOB members and to collaborate with other NOB members.*



*In practical terms, this means that the suspended member will not practise the profession in any form. Tax advisers suspended by the NOB must refrain from all work relating to the practising and running of the tax consultancy. Suspended members employed by an NOB-recognised tax consultancy will also be suspended from the firm during the period of suspension. Suspended NOB members working as self-employed tax advisers or as partners of other NOB members must also temporarily cease practising.*

*In the interests of clients, suspended members will be given the opportunity to transfer work and clients in a proper manner and in accordance with the stipulations of the Code of Professional Conduct.*

*Suspended members are also not permitted to present themselves as tax advisers and NOB members during the period of suspension. If the name of a suspended member is stated at the front of the office, this name must be deleted. If the name of the tax adviser is stated on headed notepaper or on the firm's website, this must be removed for the period of suspension.*

*During the period of suspension, the suspended member must refrain from business-related correspondence (on the firm's headed notepaper or on any other notepaper) and from sending business-related e-mail messages. Any electronic signature or signature lines under e-mail messages in which reference is made to the profession of tax adviser or to the firm must be removed. Suspended members must not identify themselves as tax advisers or allow themselves to be identified as such in telephone conversations. This also applies to publications.*

*Any suspended member who evades the prohibition on practising the profession during the period of suspension by terminating membership of the NOB will not be admitted to membership in any future application.*

*As the rules on collaboration (Article 12 of the Charter) state that NOB members are allowed to collaborate only with tax advisers who are NOB members, the suspension will obviously also have consequences for collaboration with other NOB members. During the period of suspension, NOB members are forbidden to collaborate with the suspended member.*

## **Article 20**

### **Board**

1. The Board of the association consists of at least seven and at most thirteen members. They are elected from the full members by the general meeting.



2. Board members are elected by the general meeting for a period of four years, subject to the condition that at least one and at most five members must retire by rotation each year, according to a schedule established by the Board.
3. Retiring members are eligible for re-election.
4. A Board member may be suspended or dismissed by the general meeting at any time. A suspension that is not followed within two months by a decision to dismiss the member ends upon expiry of that period.
5. Board membership also ends upon:
  - a. termination of membership of the association;
  - b. written resignation.
6. Board members must handle with care any information that comes to their attention in their capacity as Board members.

## **Article 21**

### **Nomination of candidates**

The Board will nominate one candidate for each vacancy. The nominated candidates will be announced at the convening of the general meeting of members. Other candidates may be nominated by at least five full members by means of a letter, which must be received by the secretary at least 24 hours before the start of the meeting at which the election is to take place.

## **Article 22**

### **Appointment of chairman and secretary**

The chairman and the secretary of the Board are appointed by the general meeting. These appointments will be renewed, without a new decision by the meeting, if the chairman or the secretary who is due to retire is re-elected and the meeting does not resolve otherwise.



## **Article 23**

### **Executive Committee**

An Executive Committee – consisting of a chairman, secretary and treasurer – is formed from the Board. The Board may appoint one or more deputies for each of these officers from among its members.

## **Article 24**

### **Representation**

The association is represented:

- a. by the Board;
- b. by two Board members acting jointly.

## **Article 25**

### **Board member's absence or inability to act**

1. If a Board member is absent or unable to act, responsibility for managing the association is temporarily vested in the remaining Board members, providing at least two (2) Board members are not absent or unable to act.
2. If all Board members are absent or unable to act, responsibility for managing the association is temporarily vested in one or more persons designated for this purpose by a resolution adopted by the Board. Any such designation may be amended or withdrawn at any time by a Board resolution.
3. The designation as referred to in paragraph 2 will be periodically assessed by the Board and, if necessary, amended or withdrawn.

## **Article 26**

### **General meetings**

1. The annual general meeting of members is held before 1 July each year.



2. A general meeting of members is also convened if the Board considers this necessary or if at least fifteen full members – or, in the event of a lower number, one-tenth of the total number of members with voting rights – notify the Board in writing of their wish to convene such a meeting and state the items to be addressed. In the latter case, the Board will convene the meeting within four weeks after receipt of the request, failing which the requesting members may convene the meeting themselves. If necessary, the meeting may appoint its own chairman.
3. General meetings of members are chaired by the chairman of the association or the chairman's deputy. If the chairman and the chairman's deputy are absent, the Board appoints one of the other members of the Board as chairman. If the chairman is not appointed in this way, the meeting itself appoints a chairman. Until that moment, the meeting is chaired by the oldest person present at the meeting.
4. The audit of the annual report and financial statements is assigned to an expert as referred to in Article 393(1), Book 2, of the Dutch Civil Code.
5. The Board accounts for its actions during the previous financial year by submitting its annual report to the annual general meeting of members; this must contain the necessary documents, including the report of the expert referred to in paragraph 4.
6. The treasurer submits the budget for the following year to the annual general meeting of members.

## **Article 27**

### **Discharge**

1. After adopting the financial statements, the general meeting may resolve to grant discharge to Board members for their management, insofar as this is reflected in the financial statements or otherwise disclosed to the general meeting of members before adoption of the financial statements. The extent of discharge from liability is subject to the statutory restrictions.
2. If the meeting considers that it cannot grant discharge to the Board, the general meeting of members will appoint a committee of three full members to investigate the objections raised and to report on this at a general meeting of members to be held no more than two months later. This meeting will definitively decide whether to grant discharge to the Board.



## **Article 28**

### **Convening a general meeting of members**

#### **Agenda for a general meeting of members**

1. General meetings of members are convened by the Board, without prejudice to the provisions of Article 26(2). The notice convening a meeting must be issued in writing at least two weeks before the day on which the meeting is to be held. The notice convening the meeting must state the items to be discussed.
2. The Board may add new items to the agenda up to five days before the meeting by means of written announcement. The meeting is authorised to postpone discussion of such new items until a following meeting.

## **Article 29**

### **Access and voting rights**

1. All members of the association who are not suspended may attend the general meeting of members.
2. All full members have voting rights.
3. The Board may resolve that full members may also cast their votes by electronic means of communication. A member participating by electronic means of communication must be able to be identified, to take direct note of the meeting proceedings and to cast votes.  
The Board may also resolve that members may use electronic means of communication to participate in consultations. The Board may impose conditions on the use of electronic means of communication, providing these conditions are reasonable and necessary for identifying the member and ensuring the reliability and security of the communications, and are stated in the notice convening the meeting.
4. A full member can grant a written power of attorney to allow votes to be cast by another full member.





## Article 30

### Votes

1. Unless the Charter provides otherwise, all resolutions are passed by an absolute majority of the votes cast.
2. Abstentions, blank votes and invalid votes are considered not to have been cast.
3. If votes are tied, the proposal is deemed to have been rejected, subject to the provisions of paragraph
4. If nobody receives an absolute majority in a vote concerning persons, a second vote is held between the two candidates who received the most votes. If votes are then tied, lots are drawn.
5. All votes are cast orally unless the chairman decides that votes are to be cast in writing. If the vote relates to the appointment of persons, a person present and entitled to vote may demand that votes be cast in writing. Written votes are cast by means of unsigned, sealed ballots. Resolutions may be adopted by acclamation unless a member with voting rights requests voting by roll call.

#### *Explanatory notes*

*An absolute majority is defined as more than half of the votes cast. In the event of an even number of votes, this means half plus one, with rounding upwards in the event of an odd number of votes. Therefore if, for example, 60 votes are cast, 31 votes are needed for an absolute majority, while 30 votes are needed if 59 votes are cast.*

*The number of votes cast is the combined total number of the votes cast for and the votes cast against a proposal. Abstentions, invalid votes and blank votes are considered not to have been cast.*

## Article 31

### Consultations without holding a meeting

1. The Board may decide to hold consultations without holding a general meeting of members. In that case, it must notify each full member in writing of the question(s) concerned, stating the period within which the reply signed by the member must be received. It must inform members of the result in writing.



2. If at least fifteen members – or, in the event of a lower number, one-tenth of the total number of members with voting rights – submit a written request to the Board to hold consultations without holding a meeting, the Board must comply with this request within two months.

## Article 32

### Advisory Board

1. The association has an Advisory Board consisting of one or more natural persons. Board members and NOB members are not permitted to be members of the Advisory Board.
2. Members of the Advisory Board are appointed by the general meeting of members upon nomination by the Board.
3. Members of the Advisory Board are appointed for a maximum of three years and are eligible for reappointment once.
4. Any member of the Advisory Board may be suspended by the Board for a serious reason. A suspended member of the Advisory Board may be dismissed by the Board, subject to approval by the general meeting of members.
5. Membership of the Advisory Board also ends:
  - a. upon death;
  - b. upon resignation;
  - c. upon request for application of debt restructuring as referred to in the Bankruptcy Act [*Faillissementswet*];
  - d. if the member is placed under guardianship or if, by court decision, one or more of the member's assets are placed under administration;
  - e. upon expiry of the period for which the member has been appointed.
6. The task of the Advisory Board is to advise the Board, both in response to specific questions and otherwise. In performing their tasks, members of the Advisory Board act in the general interest.
7. The Advisory Board is not a supervisory body and so is not responsible for supervising the policy of the Board and the general progress of the association and its related organisation.



8. The Advisory Board seeks to issue unanimously supported advice that represents the views of its members in a balanced manner.
9. At least two meetings of the Advisory Board are held each year. Other meetings of the Advisory Board are held as often as the Board or a member of the Advisory Board considers necessary.
10. The general meeting of members compiles bylaws detailing the role and responsibilities of the Advisory Board, its composition and the manner in which it performs its advisory tasks.

## **Article 33**

### **Income**

1. The association's income comprises:
  - a. membership fees;
  - b. other income accrued by the association.
2. The Board is authorised to determine and amend the membership fee, subject to approval by the general meeting.
3. Each year, the membership fee is indexed to inflation unless the Board resolves otherwise.
4. If membership ends during an association year, the member must still pay the membership fee for the full year.

## **Article 34**

### **Dissolution of the association**

A resolution to dissolve the association can be adopted only at a general meeting of members convened specifically for this purpose and requires a majority of at least three-quarters of the number of votes cast.



## **Article 35**

### **Amendment of the Charter**

1. A resolution to amend the Charter can be adopted only at a general meeting of members and requires a majority of at least three-quarters of the votes cast. The notice convening the meeting must state that a proposal to amend the Charter will be discussed at the meeting. The contents of the proposed amendments to the Charter must be drawn to members' attention in the notice convening the meeting. A copy of the proposal, containing the verbatim text of the proposed amendment, must be available at the secretariat for inspection by members from five days before the meeting until the end of the day on which the meeting is held.
2. Changes to the proposed amendments must be submitted to the Board in writing at least one week before the meeting. The Board must draw these proposed amendments to members' attention before the meeting.
3. A resolution to amend Article 35 and this paragraph requires a unanimous vote at a meeting at which all full members of the association are present, or a referendum in which all full members of the association have declared in writing that they agree to the proposal in question.

## **Article 36**

### **Liquidators**

The Board members act as liquidators of the association unless one or more other liquidators are appointed at the general meeting of members at which the resolution to dissolve the association is adopted.

## **Article 37**

### **Allocation of assets / Custody of records**

1. The liquidators will, insofar as possible, apply any positive balance in accordance with the objective described in Article 3.
2. The liquidators will appoint a custodian who will keep the records of the association for the period prescribed by law.



## **Article 38**

### **Contingencies**

The Board will decide on any situation not covered in this Charter.

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