



de Nederlandse Orde van Belastingadviseurs
The Dutch Association of Tax Advisers

Note on translation:

This is an English translation of a document drawn up in Dutch. Every effort has been made to render 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 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 last amended by deed executed on 27 June 2018 before R. van Bork, civil-law notary in Amsterdam, the Netherlands.

The explanatory notes to Articles 11 and 12 were amended by a decision of the Board on 1 February 2017.

Article 1

Definitions

The following definitions are used in this charter:

- (a) ‘**general introduction**’:
the introduction programme organised by the SOB;
- (b) ‘**General Meeting**’:
the body consisting of members with voting rights;
- (c) ‘**General Membership Meeting**’:
a meeting of members with voting rights;
- (d) ‘**company tax specialist**’:
a company’s internal tax adviser in the employ of that company, who focuses exclusively or virtually exclusively on the tax matters of the company itself;
- (e) ‘**tax consultancy**’:
(part of) an organisation focused on practicing tax consultancy;
- (f) ‘**Professional Training Programme for Tax Advisers**’:
the Professional Training Programme for Tax Advisers organised by the SOB;
- (g) ‘**Board**’:
the Board of the association;

- (h) **‘Admission Committee’**:
the Admission Committee of the association;
- (i) **‘applicant member’**:
a person who has applied for membership in the NOB and with regard to whom the Admission Committee has not yet reached a decision concerning admission;
- (j) **‘member’**:
a candidate 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 company 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 in control and ownership;
- (o) **‘collaboration’**:
carrying out work in a partnership (or, following the implementation of Legislative Proposal 7.13 (company), in a public company), on joint account (in company form or otherwise) or under a common name;
- (p) **‘collaborative partnership’**:
those persons who carry out work in a partnership (or, following the implementation of Legislative Proposal 7.13 (company), in a public company) as joint partners, on joint account (in company form or otherwise) or under a common name;
- (q) **‘in writing’**:
message sent by letter, fax, e-mail or other electronic means, of which the identity of the sender can be determined with adequate certainty;
- (r) **‘SOB’**
Tax Adviser Training Foundation (*Stichting Opleiding Belastingadviseurs*)
- (s) **‘association’**:
the Dutch Association of Tax Advisers (*Nederlandse Orde van Belastingadviseurs*, NOB).

Notes:

With regard to the definition of the term ‘company tax specialist’, it is noted that an independently operating company tax specialist is considered an ‘ordinary’, independently operating tax adviser.

The term 'partner' includes all natural persons who, directly or otherwise, have more or less equal rights as the other partners, in both 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 the Dutch Association of Tax Advisers (*de Nederlandse Orde van Belastingadviseurs*) and has its registered office in Amsterdam.

Article 3

Objective

1. The objective of the association is to look after the common interests of its members and to promote the high-quality practice of the profession by the members of the association.
2. The association seeks to achieve this objective by:
 - a. promoting the (university) tax adviser study programme at officially recognised institutes of higher education;
 - b. providing supplementary training for members of the association;
 - c. maintaining independent disciplinary rules;
 - d. contributing to the promotion of the quality of tax legislation and the tax climate for establishing a business;
 - e. all other lawful means which may benefit the objective of the association.

Article 4

Association year

The association year coincides with the calendar year.

Article 5

Categories of members

Incompatibility

1. The association has full members, candidate members, extraordinary members and honorary members.
2. When members are referred to in this Charter, this refers to all categories of members, unless specified otherwise.
3. Membership is incompatible with membership in another association whose members practice tax consultancy, unless the General Meeting decides otherwise with regard to a particular association. However, membership is compatible with membership in the Association of Lawyers-Tax Experts (*Vereniging van Advocaat-Belastingkundigen*) or a

specialist association that replaces it which is affiliated with the Netherlands Bar Association (*Orde van Advocaten*) or a foreign association comparable to the NOB.

Article 6

Membership requirements and obligations

Admission procedure

1. A person may only be admitted as a candidate member or full member if:
 - a. i. he practices the profession of tax adviser as his main profession, focusing mainly on the application of Dutch tax law, in an international context or otherwise:
 1. as a partner or sole owner of an NOB-recognised tax consultancy;
 2. in the employ of an NOB-recognised tax consultancy;
 3. in the employ of a collaborative partnership that focuses on advising clients of this collaborative partnership with regard to their tax position;

or
 - ii. he is a company tax specialist; and

Notes:

In order to ensure quality in practicing the tax adviser profession, working in an NOB environment is considered of great importance. To this end, one of the admission requirements is that the tax adviser must be employed by or a partner in an NOB-recognised tax consultancy. Recognition of the tax consultancy takes place by the Board and is only possible if the partners are NOB members (for a further explanation, see the notes to Articles 11 and 12).

'The tax adviser in the employ of a collaborative partnership that focuses on advising clients of this collaborative partnership with regard to their tax position' refers to the tax adviser in the employ of a multidisciplinary collaborative partnership which has no partners practicing the profession of tax adviser. Examples of this are the tax adviser employed by an accounting firm or a firm of civil-law notaries.

The NOB uses the term company tax specialist to refer to the internal tax adviser of a company, who is concerned virtually exclusively with tax matters. It does not refer to a tax specialist who, for example, advises clients on behalf of a bank. The independently operating company tax specialist falls into the category referred to under i.

- b. he has successfully completed a university study programme at graduate (*doctoraal*) or Master's level:
 - i. in tax law or fiscal economics at a Dutch university, with sufficient credits for courses that are relevant to the profession of tax adviser or company tax specialist; or
 - ii. in a main subject relevant to the practice of the profession at a foreign university, provided that he:
 1. qualifies, according to the applicable rules in the country under whose law he has taken the relevant study programme, for membership in an association or organisation operating in that country in which tax advisers are organised at university level; and

2. has acquired sufficient basic knowledge of and practical experience in Dutch tax law to be able to responsibly practice the profession of tax adviser in the Netherlands; and

Notes:

Under the provisions of paragraph 4 of this Article, the Admission Committee is authorised to further define the education requirements laid down in this paragraph. On the advice of the Bachelor's-Master's Committee (Commissie BaMa), the Admission Committee has included requirement 52-9-9, which stipulates that, in order to be admitted as an NOB member, candidates must have completed a Master's degree programme in tax law or fiscal economy, with:

- *at least 52 ECTS credits in tax law courses;*
 - *at least 9 ECTS credits in private law as a separate discipline; and*
 - *at least 9 ECTS credits in economics as a separate discipline.*
- c. he has not been convicted of a crime, has not received an administrative penalty for committing a violation in his work and has not received a negligence penalty as referred to in Article 16, paragraph 3, or, if he has been given such a penalty, the Admission Committee rules that this does not constitute an objection to admission to membership.
2. In the event that a tax adviser works in a collaborative partnership as referred to above under sub a under i., sub 3 and in the event that a company tax specialist works in the employ of a company, the collaborative partnership or the company management, respectively, must declare that it conforms to a Charter of Independence established by the Board, which guarantees freedom and independence in the practice of the profession.

Notes:

In the event that an NOB member works in a collaborative partnership in which no tax advisers are partners and in the event that a company tax specialist in the employ of a company carries out external consultancy activities for clients of that company, the collaborative partnership or the company management, respectively, must declare that it is familiar with and agrees with the content of the Charter of Independence established by the Board to guarantee the freedom and independence of the tax adviser in practicing his profession. Among other things, this freedom and independence applies to the practice of his profession as a tax adviser and the acceptance and refusal of assignments.

3. The member is obliged:
 - a. to practice his profession at university level;
 - b. in practicing the profession, to satisfy the requirements concerning quality, integrity and independence, which fit with the practice of his 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 (*Reglement Beroepsuitoefening*) adopted by the General Meeting;
 - c. if, under the provisions of the following Article, he is eligible to become a candidate member, to ensure that he can sufficiently follow the Professional Training Programme for Tax Advisers and to ensure that he receives sufficient profession-related supervision during his candidate membership;
 - d. to maintain his professional knowledge at the required level and monitor developments in his field according to the rules established by the Board so that the

- knowledge and skills required in practising his profession remain up to date and at an academic level;
- e. if, besides his main profession, he carries out other work in society, to take such measures as to ensure that there can be no confusion with regard to his capacity in carrying out his work;
 - f. to follow the general introduction.
4. The Admission Committee is authorised to further define the requirements referred to in paragraph 1, sub b.
 5. A tax adviser or company tax specialist who wishes to become a candidate member or full member must apply in writing to the Board, which will forward this application to the Admission Committee.
 6. A request for admission to the membership is subject to the approval of the Admission Committee. The Admission Committee decides whether the applicant will be admitted or not, after determining whether he satisfies the criteria referred to in Articles 6 and 7. The Admission Committee will notify the full members of the admission. They can then submit any objections to the Committee in writing within one month after the date of this notification.
 7. In special cases, the Admission Committee can grant an exemption from one or more of the requirements for admission to the membership, and can attach special conditions to this exemption.
 8. The Admission Committee regularly informs the Board on the further definition of the membership requirements and any exemptions granted and the reason for those exemptions.
 9. Amendments to the membership requirements referred to in paragraph 1 will not affect members already admitted as candidate members or full members before the date of the amendment in question, unless specified otherwise in the amending decision. The Admission Committee is authorised to employ a specific transitional arrangement for people who have not yet been accepted as candidate members or full members, but who would qualify for such membership without the amendment to the membership requirements in question.

Article 7

Candidate membership and full membership

1. The General Meeting establishes Rules for Candidate Membership.
2. In principle, an applicant member will usually be admitted as a candidate member on application.
3. The only people who can be admitted as full members are tax advisers or company tax specialists:
 - a. who have been admitted as candidate members and have fulfilled the education requirements of the Rules for Candidate Membership and the regulations based on them, and who have received a statement of sufficient participation from the SOB; or

- b. who have not yet applied for candidate membership due to circumstances beyond their control and therefore have not fulfilled the aforementioned education requirements, yet who have sufficient knowledge of tax law as well as sufficiently broad experience in tax consultancy at a level comparable to that of a full member.
4. Once the candidate member has satisfied the conditions referred to in paragraph 3 under a., the Board will convert the candidate membership into full membership.
5. The Admission Committee is authorised to further define the required knowledge of tax practice and experience in tax consultancy referred to in paragraph 3 under b.

Article 8

Junior Association of Tax Advisers

1. Any candidate member or full member who has satisfied the criteria set by the Board will also be a member of the Junior Association of Tax Advisers.
2. Participation in the Junior Association of Tax Advisers will terminate at the end of the year in which the candidate member or full member ceases to satisfy the criteria.

Notes:

The Junior Association of Tax Advisers (Jonge Orde van Belastingadviseurs, JOB) is a committee of the NOB. The aims of this committee are to contribute to reinforcing a good bond between young tax advisers (including company tax specialists), to contribute to the development of young tax advisers, to represent the interests of young tax advisers and to establish and maintain contacts with other groups of young university graduates working in related disciplines of tax consultancy.

The Board is authorised to set the criteria. The following criteria have been established by Board resolution: persons qualifying for junior membership may not have been members of the NOB for more than five years, continuous or otherwise, and may not be more than 35 years of age.

Article 9

Extraordinary member

Honorary member

1. A full member becomes an extraordinary member if the General Meeting accepts him as an extraordinary member at the request of the Board.
2. A person who has been particularly useful to the association can be made an honorary member by the General Meeting at the request of the Board. An honorary membership does not preclude full or extraordinary membership.

Notes:

Extraordinary membership is intended for members of the association who no longer work as tax advisers or company tax specialists. This is subject to the condition that the extraordinary member no longer practices the profession of tax adviser or company tax specialist as his main profession. If the extraordinary member still carries out some tax consultancy work, he must

explicitly present himself as an extraordinary NOB member (and not as an NOB member). Under the provisions of the Rules for Disciplinary Proceedings, the extraordinary member is subject to the disciplinary rules of the NOB.

**Article 10
Supervisor**

At the request of a candidate member or on its own authority, the Admission Committee is entitled to appoint an extraordinary or full member as a supervisor, with his consent, to advise and assist this candidate member, to monitor the quality of the practice of the profession as well as furthering and keeping up to date the required professional knowledge.

The appointment of a supervisor may be made a condition for admission to candidate membership. At the request of the Admission Committee, the candidate member and the supervisor are obliged to answer questions concerning the candidate's progress within a reasonable period of time.

Notes:

Under the provisions of Article 6, paragraph 3, sub c, a candidate member must ensure that he can sufficiently follow the Professional Training Programme for Tax Advisers and receives sufficient profession-related supervision during his candidate membership. Candidate members working in an NOB environment will generally receive sufficient supervision and training. However, this does not apply to independently operating candidate members and candidate members employed by a company at which they do not work under the responsibility of an NOB member. In these cases the Admission Committee will determine on a case by case basis whether supervision and training is guaranteed at a sufficiently high level. Under the provisions of this Article, the Committee is authorised to appoint an experienced tax adviser (full member or extraordinary member) as an external supervisor. The external supervisor's task is to advise and assist the candidate member, to monitor the quality of the practice of the profession as well as furthering and keeping up to date the required professional knowledge. The NOB is under no obligation to offer a supervisor to an independently operating candidate member, nor is a member obliged to accept an appointment as supervisor. The candidate member himself must seek a full or extraordinary member who is willing to be appointed as his supervisor.

**Article 11
NOB-recognised tax consultancy
Conditions
Procedure**

1. With due observance of the provisions of Article 12, the Board can recognise a tax consultancy as an 'NOB-recognised tax consultancy' at the request of the partners of this tax consultancy. In order to qualify for this recognition, all partners in the tax consultancy must be NOB members.
2. The partners in a tax consultancy who wish 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 will submit the request to the Admission Committee for advice. Further information may be requested by or on behalf of the Admission Committee.
4. The Board is authorised to grant an exemption, after consulting the Admission Committee, with regard to the requirement referred to in paragraph 1 of this Article.
5. Taking into consideration the advice of the Admission Committee, the Board will decide whether the tax consultancy meets the requirements of this Article and of Article 12.
6. If the decision referred to in paragraph 5 is positive, the tax consultancy will then be referred to as an NOB-recognised tax consultancy for the application of this Charter.

Article 12

Collaboration rules

1. A member is permitted to collaborate with practitioners of other professions provided that the member can practice his profession in freedom and independence and does not act in conflict with the honour and dignity of the profession. The freedom and independence apply with regard to:
 - the practice of his profession as a tax adviser;
 - the acceptance and refusal of assignments; and
 - the admission of other members of the association to the collaborative partnership, both as members of the collaborative partnership and in employment of the collaborative partnership.
2. Members are not permitted to collaborate with a tax adviser who does not work in, or who is not a partner or sole owner of, an NOB-recognised tax consultancy. This also includes tax advisers who have been suspended from membership or have been expelled from membership.
3. If the NOB-recognised tax consultancy is part of a multidisciplinary collaborative partnership, this collaborative partnership must conform to the Charter of Independence established by the Board.
4. All tax advisers qualifying for membership 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 of these people must apply to the association as full or candidate members provided that they have the necessary qualifications. If these people do not qualify for membership, the NOB-recognised tax consultancy and these people must refrain from describing these people as tax advisers in order to prevent confusion concerning whether or not they are members of the association.

Notes to Articles 11 and 12:

A tax adviser is permitted to collaborate with practitioners of other professions provided that the member can practice his profession in freedom and independence and that this collaboration is not in conflict with the honour and dignity of the profession (Article 12, paragraph 1). For example, a member may only collaborate (as intended in Article 1(o) of this Charter) with a trust

office if the collaborative partnership does not perform tax activities (providing tax advice or tax compliance services) for clients (and related entities) of the trust office. In the case of a multidisciplinary collaborative partnership, freedom and independence must be guaranteed by recognition by the collaborative partnership of the Charter of Independence established by the Board. However, collaboration with other tax advisers is subject to rules. Working in an NOB environment is considered to be in the interest of the quality of practice of the profession. Therefore an NOB member must be in the employ of or a partner in an NOB-recognised tax consultancy. Recognition of the tax consultancy takes place by the Board and in principle, with the exception of a few cases in which the Board can grant an exemption, is only possible if the partners in the tax consultancy are NOB members or become members at the time of recognition. Recognition as an NOB-recognised tax consultancy exclusively concerns meeting the provisions of Articles 11 and 12.

NOB members may only collaborate (as intended in Article 1(o)) with tax advisers who are members of the NOB. This means that there may be no collaboration 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 terminate the NOB recognition of the tax consultancy. As a result of this termination of recognition, the memberships of all other NOB members connected to the consultancy in question will also be terminated.

Under the provisions of Article 12, paragraph 4, all tax advisers qualifying for membership must apply for membership. This also applies to those who essentially work in the same field. This includes tax return preparers who have completed a university study 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. Candidate membership, full membership, extraordinary membership and honorary membership are terminated:
 - a. in the event of the death of the member;
 - b. through written cancellation by the member before the thirty-first of December of the association year, addressed to the secretary of the Board, which cancellation takes place towards the end of the association year;
 - c. through termination by the association. This termination can take place with immediate effect:
 1. if the member has lost the disposition over his assets;
 2. if the member has failed to meet the conditions for membership established in the Charter;
 3. if the member accepts membership in another association whose members practice tax consultancy, unless this membership is compatible with membership in this association in accordance with a decision as referred to in Article 5;
 4. in the event of non-payment by the member in respect of the association and/or the SOB;

5. if the member does not fulfil other obligations established on the basis of this Charter;
 6. if the association cannot be reasonably required to let the membership continue;
- d. by disqualification.
2. If the member has failed to meet the conditions for membership by entering into employment or collaboration with a non-NOB-recognised tax consultancy, membership in the association will be terminated if the Board has not been asked to recognise the tax consultancy as an NOB-recognised tax consultancy in accordance with Article 12 within 60 days after the employment or collaboration has taken effect.
3. Termination by the association is carried out by the Board.
4. Disqualification from membership is carried out by the Board. Disqualification can only be ordered if a member acts in violation of the regulations or decisions of the association, or prejudices the association.

Article 14

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, after receiving advice from the Admission Committee, may decide to terminate the NOB-recognition of the tax consultancy with immediate effect.
2. All members working for the tax consultancy that is no longer recognised by the NOB will be informed of this decision and its consequences by the Board.
3. The memberships of the members working for the tax consultancy that is no longer recognised by the NOB will first be terminated after the decision by the Board to terminate the NOB-recognition has become final.

Article 15

Objections and appeals

1. A notice of objection can be registered against the following decisions with the body referred to:
 - a. against decisions by the Admission Committee as referred to in Article 6, paragraph 6 concerning acceptance of the applicant as a candidate member or full member, and in Article 10 concerning the appointment of a supervisor;
 - b. against the decisions of the Board as referred to in Article 11, paragraph 1 concerning the recognition of the NOB-recognised tax consultancy, and Article 14, paragraph 1 concerning the termination of the recognition of the NOB-recognised tax consultancy;
 - c. against decisions by the Board to terminate membership under Article 13, paragraph 1, sub c;
 - d. against decisions by the Board to terminate membership under Article 13, paragraph 4. The member will be suspended during the objections and appeals period and pending the objection and appeal.

2. An appeal to a decision by a body concerning an objection as referred to in the previous paragraph can be lodged with the Board of Appeal.
3. The Board will adopt Objections and Appeals Regulations for the processing of objections and appeals procedures as referred to in the previous paragraphs of this Article.

Article 16

Honour and dignity

Code of Professional Conduct

Obligation to report criminal convictions/administrative penalties

1. A member is obliged to perform his work in an honest, conscientious and appropriate manner, to adhere to legislation and regulations, and also to refrain from all that which is in conflict with the honour and dignity of the profession.

Notes:

Integrity is one of the core values of the NOB. Article 16, paragraph 1 obliges the members to practice tax consultancy within the statutory framework and with due observance of generally accepted societal standards. The definition of 'honour and dignity of the profession' is subject to change as a result of developing societal views. The obligation to refrain from all that is in conflict with the honour and dignity of the profession is not limited to a member's capacity as a tax adviser. In other capacities too, such as privately or as a board member of a sports club, a member must act in accordance with the honour and dignity of the tax adviser profession. Please refer to the Code of Professional Conduct.

2. The General Meeting establishes a Code of Professional Conduct.
3. A member is obliged to notify the Board in writing if:
 - a. he has been convicted of a crime; or
 - b. has received an administrative penalty for committing a violation in his work; or
 - c. he has received a negligence penalty with regard to his own tax liabilities, as referred to in Articles 67d, 67e and 67f of the State Taxes Act.

Notes:

Notifications to the Board concerning criminal convictions, work-related administrative penalties and negligence penalties concerning the member's own tax liabilities call for the active monitoring of the integrity of the members concerned. The notification requirement applies to all members, including company tax specialists.

The obligation to notify the Board of criminal convictions is explicitly not limited to convictions for financial crimes and/or crimes committed in the member's capacity as a tax adviser. After all, other crimes can also damage the honour and dignity of the profession. The notification requirement also applies to convictions by a criminal judge in another country. The Board will evaluate each notification to determine whether and to what extent the crime affects the honour and dignity of the profession. Settlements of criminal proceedings through transactions or punishment orders do not have to be reported.

A work-related administrative penalty must also be reported. This primarily concerns administrative penalties for participating in, ordering or directing a tax offence (Article 5:1 of the General Administrative Law Act (AWB) 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 violations of the Money Laundering and Terrorist Financing Act (Wwft). Violations committed 'in his work' must be interpreted broadly. If members offer other services besides their core activities as a tax adviser, such as services covered by the scope of the Financial Supervision Act (Wft), penalties imposed in that context, for example by the Netherlands Authority for Financial Market, must also be reported to the Board.

The notification requirement also concerns negligence penalties imposed on a member with regard to his 'own' tax liabilities. A member's 'own' tax liabilities also include the tax liabilities of a company within which the member practices tax consultancy.

4. A criminal conviction as referred to in the previous paragraph must be reported to the Board immediately after the judge delivers his judgement. An administrative penalty as referred to in the previous paragraph must be reported to the Board no later than immediately after an administrative court has delivered its ruling and has fully or partially upheld 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 is obliged to report the penalty to the Board as soon as the time-limit for filing objections or appeals has lapsed.

Notes:

The Board must be notified of a criminal conviction as soon as a criminal judge has convicted the member. Whether or not an appeal is filed is irrelevant in this respect.

The Board must be notified of a work-related administrative penalty no later than immediately after an administrative court has delivered its ruling and has fully or partially upheld the penalty. Whether or not an appeal has been filed is irrelevant in this respect. To prevent penalties that are not opposed by a member from not having to be reported, a member who does not file an objection and/or an appeal against the penalty ruling must notify the Board of the penalty as soon as the time-limit for filing objections or appeals has lapsed.

5. The Board is authorised to institute an investigation in response to a notification as referred to in the third paragraph of this Article. A member is obliged to cooperate with this investigation and to supply copies of documents from the case file on request.

Notes:

The Board will use its authority to institute an investigation on the grounds of the fifth paragraph prudently. If the Board institutes an investigation, this serves no other purpose than to enable the Board to form an opinion. A member must in any case supply copies of all of those documents from the case file on which the accusation and conviction or penalty are based. The investigation may be a reason for the Board to file a disciplinary complaint against the member in question, or to terminate the membership with immediate effect in accordance with Article 13, paragraph 1, under c, sub 6 of the Charter. It is also conceivable that the Board decides that the actions which led to the conviction or the administrative penalty are not in conflict with the honour and dignity of the profession. Such an opinion may be to the member's advantage in any further procedures. In consideration of this, it may be useful for the member to contact the Board before the criminal conviction or penalty order is pronounced.

Article 17

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. The handling of disciplinary proceedings will be entrusted to the Disciplinary Board in the first instance, and appeals will be entrusted to the Board of Appeal.
3. Members will remain bound to the provisions of the Rules for Disciplinary Proceedings, established in accordance with the provisions of the first paragraph, with regard to actions and events that took place during their membership, even after termination of their membership.
4. Complaints may be submitted by:
 - a. members;
 - b. non-members, if this concerns their own interest;
 - c. the Board;
 - d. the Director-General of the Tax and Customs Administration or an official that has taken his place;
 - e. the supervisor under the Money Laundering and Terrorist Financing Act.

Article 18

Disciplinary measures

Enforcement

1. The following measures can be applied in disciplinary proceedings:
 - a. written warning;
 - b. written reprimand;
 - 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 the implementation of the collaboration rules described in article 12.

Notes:

A written warning should be considered as a form of reprimand that addresses lack of correctness in a particular procedure. 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 that is imposed lightly by the Disciplinary Board. Termination of membership is imposed 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 has been made final, the Board will ensure that the disciplinary measure imposed is implemented and that the issue is disclosed if necessary.

Notes:

If suspension or termination of membership has been imposed, the ruling will be disclosed to the members of the association if necessary. The Board is responsible for implementing this and shall do so as soon as the ruling has been made final. The ruling will be published on the website and in the magazine and/or newsletter of the NOB without mentioning the name of the person involved. If a membership is terminated, the member's name 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 advisory practice for which the suspended member works regarding the suspension or termination and the consequences of this.

3. During the period of suspension, the suspended member may not practice his profession as an NOB member, may not collaborate with other NOB members and can derive no rights from membership. During the period of suspension, the suspended member shall remain bound by the statutes and regulations of the association and to the obligations arising from membership.

Notes:

In the system of disciplinary measures, suspension must be regarded as a serious measure. During the period of suspension, the member can derive no rights from membership. These rights include the following:

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

The obligations arising from membership such as payment of subscriptions and/or tuition fees shall remain in place during the period of suspension. The Charter and regulations (including disciplinary measures) of the NOB shall also continue to apply to the suspended member.

During the period of suspension, the suspended member may not exercise his/her profession as an NOB member and the practice must cease. As different to professional groups in which professional practice is regulated by law, the NOB cannot prevent tax advisers from practising the profession of tax adviser. However, this consequence will affect the practice of the profession as an NOB member and in collaboration with other NOB members.

In practical terms, this means that the suspended member does not practice the profession in any form. The tax adviser must refrain from all work related to the exercise of his/her profession and the running of the tax advisory practice. For members employed by an NOB-recognised tax advisory practice, this means that they are also suspended from the firm during the period of suspension. For NOB members working as self-employed tax advisers or as partners of other NOB members, this also means that they must cease practice temporarily.

Of course, in the interests of clients, the suspended member will be given the opportunity to transfer his or her work and clients in a proper manner and in accordance with the stipulations of the Professional Practice Regulations.

Neither may the suspended member identify him/herself as a tax adviser and NOB member during the period of suspension. If his or her name is stated on the façade of the office, this

name must be crossed out. 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 (both on the firm's headed notepaper and on any other notepaper) and from sending business-related email messages. Any electronic signature or signature lines under email messages in which reference is made to the profession of tax adviser or to the firm must be removed. In telephone conversations, the suspended member may not identify him/herself as a tax adviser or be identified as such. This also applies to publications.

If a suspended member evades the stipulation that he or she may not practice his/her profession during the period of suspension by terminating his/her NOB membership, the consequence of this will be that he/she will not be admitted to membership in any future application.

In view of the fact that the collaboration rules (article 12 of the Charter of the NOB) state that NOB members may collaborate only with tax advisers who are NOB members, the suspension will also have obvious consequences for collaboration with other NOB members. During the period of suspension, NOB members are forbidden to collaborate with the suspended member.

Article 19

Admission Committee

1. The Admission Committee consists of at least seven and at most ten members, who are appointed by the General Meeting. At least one member and at most three members of the Committee may also be members of the Board. Candidate members cannot be appointed members of the Committee.
2. Members are appointed for a period of four years and are eligible for reappointment.
3. The Committee will appoint a chairman and a deputy chairman from its midst.
4. Article 21 applies *mutatis mutandis* to the nomination of candidates in the event of a vacancy.
5. Membership in the Committee is terminated early by:
 - a. termination of membership in the association;
 - b. written resignation.
6. Members of the Admission Committee may not make known any information they become aware of in their capacity.

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

Article 21

Nomination of candidates

The Board will nominate one candidate for each vacancy. This nomination of candidates will be announced at the convening of the General Membership Meeting. 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 twenty-four hours before commencement of the Meeting in which the election will take place.

Article 22

Appointment of chairman and secretary

The chairman and the secretary of the Board will be appointed by the General Meeting. The appointment will be renewed without a new decision by the Meeting, if the chairman or the secretary, who is due for retirement, is re-elected and the Meeting does not decide otherwise.

Article 23

Executive Committee

An Executive Committee is formed from the Board, and consists of a chairman, secretary and treasurer. The Board can appoint one or more deputies for each of these officials from its midst.

Article 24

Representation

The association is represented:

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

Article 25
General Meetings

1. The Annual General Membership Meeting is held before 1 July each year.
2. Furthermore, a General Membership Meeting is convened if the Board deems this necessary or if at least fifteen full members or, if this number is less, one-tenth of the total number of members with voting rights, submit their wish to convene such a Meeting to the Board in writing, stating the items to be addressed. In the latter case, the Board will convene the Meeting at least four weeks after receipt of the request, failing which the requesting members can convene the Meeting themselves. If necessary, the Meeting itself can provide for the chairmanship of the Meeting.
3. The General Membership Meetings are chaired by the chairman of the association or his deputy. In the absence of the chairman and his deputy, the Board will designate one of the other Board members to act as chairman. If this method also fails to provide chairmanship of the Meeting, the Meeting itself can provide for the chairmanship. Until that time, the chairmanship will be deputised by the oldest person attending the Meeting.
4. Inspection of the annual report and accounts is assigned to an expert as referred to in Article 2:393, paragraph 1 of the Netherlands Civil Code.
5. The Board publishes its annual report at the Annual General Membership Meeting and accounts for its actions during the past financial year, on submission of the necessary documents including the report of the expert referred to in paragraph 4.
6. The treasurer submits the budget for the following year at the Annual General Membership Meeting.

Article 26
Discharge from liability

1. After adopting the annual accounts, the General Meeting can make a decision concerning the discharge from liability of the Board members for their actions, insofar as these actions are reflected in the annual accounts or are otherwise disclosed to the General Meeting prior to the adoption of the annual accounts. The degree of discharge from liability will be subject to the statutory restrictions.
2. If the Meeting finds that it cannot discharge the Board, the General Meeting will appoint a committee of three full members to investigate the objections raised and to report on this in a General Membership Meeting to be held no more than two months later. This Meeting will make the definitive decision concerning whether or not to discharge the Board.

Article 27**Convening of General Membership Meeting
Agenda for General Membership Meeting**

1. The General Membership Meetings are convened by the Board subject to the provisions of Article 25, paragraph 2. The notice convening a meeting will be issued at least two weeks before the day on which the Meeting is to take place. The notice convening the Meeting must include the items to be addressed.
2. The Board is authorised to add new items to the agenda up to five days before the Meeting by means of written announcement. The Meeting is authorised to adjourn the handling of such new items until a following meeting.

Article 28**Access and voting rights**

1. All members of the association who are not suspended may attend the General Membership Meeting.
2. All full members have voting rights.
3. A full member can have his vote cast by another full member authorised to do so in writing.

Article 29**Votes**

1. Insofar as the Charter does not provide otherwise, all resolutions will be passed by an absolute majority of the votes cast.
2. Abstentions, blank votes and invalid votes will be considered as not having been cast.
3. If the votes are equally divided, the motion will be deemed to have been rejected, subject to the provisions of paragraph 4.
4. If nobody receives an absolute majority during a vote concerning persons, there will be a second vote between the two candidates who received the most votes. If the votes are equally divided, lots will be drawn.
5. All voting will be verbal, unless the chairman decides that the votes are to be cast by ballot. If the vote concerns the election of persons, a member with voting rights who is present during the vote may also request that the votes are cast by ballot. Voting by ballot takes place by sealed and unsigned ballots. Resolutions may be adopted by acclamation unless a member with voting rights requests voting by roll call.

Notes:

An absolute majority is defined as more than half of the votes cast. Half is calculated by taking half plus one in the event of an even number of votes, and rounding the half upwards in the event

of an uneven number of votes. For example: if 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 number of votes for and the number of votes against.

Abstentions, invalid votes and blank votes will be considered as not having been cast.

Article 30

Consultation without holding a meeting

1. The Board can decide to hold a consultation without holding a General Membership Meeting. It addresses each of the full members in writing with the question or questions concerned, stating the period within which the reply signed by the member must be received. It informs the members of the result.
2. If at least fifteen members or, if this number is less, one-tenth of the total number of members with voting rights, submit a written request to the Board to hold a consultation without holding a meeting, the Board is required to comply with this request within two months.

Article 31

Income

1. The association's income comprises:
 - a. the membership fee, which is determined each year by the General Meeting;
 - b. other income accrued by the association.
2. If membership ends in the course of an association year, the member must still pay the membership fee for the full year.

Article 32

Dissolution of the association

A decision to dissolve the association can only be taken in a General Membership Meeting, which has been convened specifically for this purpose, by a majority of at least three-quarters of the number of full members of the association.

Article 33

Amendment to the Charter

1. A decision to amend the Charter can only be taken in a General Membership Meeting with a majority of three-quarters of the votes cast. The notice convening the Meeting must state that an amendment to the Charter will be handled at the Meeting. The content of the proposed amendments must be brought to the attention of the members on convening the Meeting. A copy of the proposal, which contains the verbatim text of the proposed amendment, must be made available to the members at the secretariat 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 will bring these changes to the attention of the members before the Meeting.
3. The decision to amend Article 32 and this paragraph can only be taken by unanimous vote in a meeting in which all full members of the association are present, or by a referendum in which all full members of the association have declared in writing that they agree to the proposal in question.

Article 34

Liquidators

The members of the Board act as liquidators of the association, unless one or more other liquidators are appointed in the General Membership Meeting in which the decision to dissolve the association is taken.

Article 35

Allocation of assets / Custody of records

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

Article 36

Contingencies

The Board will make decisions concerning any situations not covered in this Charter.