



Koninklijke Nederlandse
Beroepsorganisatie
van Accountants

Exam programme

**Dutch Law and the professional code of Conduct as set out
in Article 54 of the Dutch Accountancy Profession Act**

Structure of the exam

The examinations in Dutch Law and the professional code of conduct (i.e. aptitude test) consist of five oral sub-exams. The sub-exams each last between 1 and 1.5 hour(s). During the sub-exams, the knowledge of and insight into the relevant subjects at the level required for the Dutch context are assessed. The exam programme for the relevant topics has been derived from the final requirements adopted by the Accountancy Programme Learning Outcomes Committee (in Dutch: Commissie Eindtermen Accountantsopleiding, CEA). The candidate may use legislative texts during the exams for the elements of Dutch law, provided that these do not contain any notes (only highlighting and underlining are allowed).

The exam includes the following sub-exams:

1. Law (principles of Dutch law and Corporate law)
2. Annual Accounts Law
3. Tax Law I
4. Tax Law II
5. The professional code of conduct (i.e. aptitude test)

The professional code of conduct can be taken once the Law and Tax Law sub-exams have been completed. The Law sub-exam must have been completed before the Annual Accounts Law sub-exam. The Tax Law I (Dutch: LB/OB) sub-exam must have been completed before the Tax Law II (Dutch: IB/Vpb) exam can be taken. The candidate can choose to first complete the Law or Tax Law sub-exam(s).

1. Law

The Law sub-exam includes the Principles of Dutch Law and Corporate Law elements.

Principles of Dutch Law

This element of the sub-exam revolves around demonstrating knowledge of and insight into the principles of Dutch Law. The candidate must be able to understand the terminology as commonly used by professionals in discussions about relevant legal topics.

The core topics are:

- Public law (specifically constitutional law and administrative law);
- International law (specifically community law); and
- Private law (specifically with respect to property law and contract law with ownership, contract, and statutory obligations as the main topics).

Knowledge of and insight into the following topics is required:

- General legal aspects (including legal sources, types of acts, the difference between Common and Civil Law Traditions around the globe)
- Constitutional law (including the Netherlands as a democratic legal system, the legislative process, and the judicial system)
- Administrative law (including statutory rules for administrative bodies, rulings, objections & appeals)
- Civil law (legal facts, legal transactions, legal incapacity)
- Property law (including (transfer of) (im)movable properties and property rights/limited rights)
- Contract law (including vitiations, failure, default)
- Statutory obligations (including unlawful act)
- Labour law and social security law;
- Criminal law (including fraud and corruption)
- International law (including bilateral and multilateral treaties)
- European law (including internal market and competition law)
- Bankruptcy law (including suspension of payments)
- IT law (including privacy legislation & data protection)

Mandatory literature / learning materials

- <http://wetten.overheid.nl/zoeken/zoekresultaat/rs/2/titel/Burgerlijk%20wetboek/titelf/0/tekstf/0/artnrb/0/d/16-08-2017/dx/0>.
- J.W.P. Verheugt, *Inleiding in het Nederlandse recht*, De Zuidas, latest edition

This part of the sub-exam is primarily based on the (answers to the) practice questions at the end of each chapter. This enables the candidate to focus on the main topics of the relevant chapters.

Corporate law

This element of the Law sub-exam revolves around demonstrating knowledge of and (in-depth) insight into corporate law. The candidate must be able to understand the terminology as commonly used by professionals in discussions about legal matters related to corporate law.

Knowledge of and (in-depth) insight into the following topics is required:

- Company forms and legal entities (specifically private and public limited companies and private partnerships)
- Incorporation of a company (including commercial register)
- Capital structure: borrowed capital and shares;
- Representation, responsibility, and liability
- Shareholdership and membership;
- The Supervisory Board;
- The works council;
- Corporate governance & corporate social responsibility;
- Dispute resolution and survey;
- Amendments to the articles of association, conversion, dissolution;
- Restructuring of companies; merger, division, buy-out;
- The company subject to the structural regime;
- European corporate law; and
- Group law.

Mandatory literature / learning materials

- M.J. Kroeze, L. Timmerman & J.B. Wezeman, *De kern van het ondernemingsrecht*, Deventer: Kluwer, latest edition
- Nowak, Bulten & Van Doorn, *Rechtspersonen (wetbundel)*, Deventer: Kluwer, latest edition

2. Annual Accounts Law

The sub-exam revolves around demonstrating knowledge of and insight into typical Dutch aspects of Annual Accounts Law. The candidate is expected to have sufficient knowledge and skills related to the application of IFRS.

The typical Dutch elements of Annual Accounts Law are:

- Dutch Civil Code (Dutch: Burgerlijk Wetboek (BW) Book 2, Title 9;
- Current value decree (Dutch: Besluit actuele waarde (Baw));
- Annual accounts models decree (Dutch: Besluit modellen jaarrekening (Bmj));
- Annual accounts banks decree;
- Dutch Act on Supervision on Financial Reporting and Legal Actions Enterprise Chamber;
- Guidelines of the Dutch Council for Annual Accounting, general topics (insofar as deviating from IFRS);
- Guidelines of the Dutch Council for Annual Accounting, special topics (not covered by IFRS);
- Dutch legal forms and associated special reporting requirements (including the cooperative, mutual insurance company, limited partnership, and general partnership); and
- Capital protection law (statutory reserves).

Knowledge of and (in-depth) insight into the following topics is required:

1. General principles (application of Guidelines and IFRS in the consolidated and simplified annual accounts, structure and status of Guidelines).
2. Valuation based on current value (application of Current value decree).
3. Pension reporting (RJ 271.3 and more recent statements).
4. Exemptions for group companies (including Article 2:402, 403, and 408) and exemptions for medium-sized, small, and micro legal entities (Article 2:397, 396, 395a), including the convergence project (application of fiscal principles), as well as RJ 315.
5. Formal aspects of annual accounts and board report (structure, filing, signing, audit, other details, etc.).
6. Requirements on structure of board report based on DCC Title 9 and RJ 400, including RJ 920 Notes on Social Reporting, including Sustainability information.
7. The incorporation of statutory reserves in the annual accounts (capital protection law).
8. The main differences between IFRS and the Dutch principles (including events after the balance sheet date; Article 2:387(3), incorporation of goodwill, merger and acquisition techniques, application of new capital value, valuation and result determination financial instruments, specifically including cost price hedge accounting, cessation of business operations, segmented information, payments based on shares, government subsidies and other forms of government aid, including incorporation of granted and purchased emission rights, incorporation of profit tax in a fiscal unity, incorporation of results from intercompany transactions in the annual accounts).
9. Special industries:
 - banks;
 - insurance companies;
 - pension funds;
 - investment institutions;
 - commercial foundations and associations;
 - non-profit organisations;
 - permitted public housing institutions;
 - fund-raising institutions;
 - care institutions; and
 - educational institutions;
10. Requirements on external reporting by micro and small legal entities (Dutch: Burgerlijk Wetboek BW Title 9 and Rjk).

Mandatory literature / learning materials

- Böhmer, S., M.N. Hoogendoorn & F. Krens (red), Handboek Jaarrekening, latest edition, Kluwer: Deventer.
- Dutch Council for Annual Accounting, Richtlijnen voor de jaarverslaggeving voor grote en middelgrote rechtspersonen, latest annual edition, Kluwer: Deventer.
- Dutch Council for Annual Accounting, Richtlijnen voor de jaarverslaggeving voor micro- en kleine rechtspersonen, latest annual edition, Kluwer: Deventer (Rjk).

Recommended literature:

- The Annual Accounts in the Netherlands — A guide to Title 9 of the Netherlands Civil Code – for financial years starting on or after 1 January 2023 (Deloitte)
- Year Book External Reporting 2023 (KPMG)

3. Tax Law I

The exam revolves around demonstrating knowledge of and insight into general aspects of Dutch Tax Law and Payroll Tax (Dutch: Loonbelasting (LB)) and Turnover Tax (Dutch: Omzetbelasting (OB)) in particular.

Knowledge of and insight into the following topics is required:

General

- Position of tax law in the Dutch legal system;
- Types of government levies;
- Aims, principles, and sources of taxation; and
- Distinction between material and formal tax law.

Dutch General Act on National Taxes (Dutch: Algemene wet inzake rijksbelastingen(Awr))

- Return and assessment taxes;
- Personal and corporate taxes;
- Return obligation;
- Additional assessment and additional taxation;
- Objection procedure, appeal, and cassation
- Other legal options (hardship clause, national ombudsman);
- Representation;
- Data and information requirement;
- Administration and retention requirement;
- Burden of evidence in tax law (including reversal of the burden of evidence)
- Administrative fines; and
- Fiscal criminal law.

Dutch Recovery Act (Dutch: Invorderingswet (Inv))

- Instalments;
- Enforced recovery;
- Rights of the recipient;
- Contributions; and
- Liability.

Payroll Taxes (Dutch: Loonbelasting (LB))

- Employee and (fictitious) employment;
- Employee not residing in the Netherlands;
- Expense allowance scheme;
- Wages in kind;
- Private use of car;
- Wage claims;
- Gross-net wage calculation;
- Fictitious wages;
- Anonymous employees;
- Tax credits;
- Final levies;

- Payment discounts; and
- Additional administrative obligations for the LB.

Turnover Tax (Dutch: Omzetbelasting (OB))

- Operation of the TT;
- Who is an entrepreneur for TT-purposes?;
- Fiscal unity for TT-purposes;
- Levies on the delivery of goods and services;
- Location, benchmark, and rate for the work;
- Deduction of input tax;
- Private use;
- Exemptions;
- Intra-community transactions;
- Import and export of goods;
- Transactions of immovable properties (including the concurrence with Transfer Tax);
- Small company scheme,
- Transfer of a company, and
- Additional administrative obligations related to TT.

Mandatory literature / learning materials Tax Law PT/TT (Dutch: LB/OB)

- G.A.C. Aarts et al., *Belastingrecht voor Bachelors en Masters*, Convoy Uitgevers, latest edition
- *Pocket Belastingwetten*, Wolters Kluwer, latest edition

The following must be studied in the book by Aarts et al.:

Chapter 1: General introduction
 Chapter 2: Payroll taxes
 Chapter 10: Turnover tax
 Par. 12.2: Transfer tax
 Chapter 13: Formal tax law

4. Tax Law II

the sub-exam revolves around demonstrating knowledge of and insight into the fields of Income Tax (Dutch: Inkomstenbelasting (IB)) and Corporate Income Tax (Dutch: Vennootschapsbelasting (Vpb))

(In-depth) Knowledge of and insight into the following topics is required:

Income tax (Dutch: IB)

- The box system, box 1, 2, and 3;
- Company, entrepreneur, and entrepreneur facilities;
- Overall profit (for-business-nature of expenditure, capital labelling), limitation of deductible costs (“Oortkosten”), and objective exemptions;
- Annual profit, proper business practices, structure selection, and adjustment principles;
- Fiscal valuation of assets (including investment deduction, depreciation limitation, inventory, ongoing work);

- Fiscal valuation of liabilities (including facilities and reinvestment reserve);
- Differences between corporate annual accounts and profit tax return;
- Cessation profit, cessation facilities, transfer options;
- Contribution to a private limited company;
- Provision to affiliated entities (result from other work);
- Significant interest, regular benefits, (fictitious) sales benefits of transfer schemes, loss from a significant interest; and
- Share merger.

Corporate income tax (Dutch: Vennootschapsbelasting (Vpb))

- Domestic and foreign obligation to pay taxes;
- Subjective exemptions;
- Profit determination using the capital comparison;
- Informal capital deposit and disguised profit distribution;
- Supervisory director remuneration;
- Gifts;
- Carry back & carry forward, loss settlement restriction (Article 20(a) Vpb);
- Interest limitations (hybrid loan (Article 10(1)(d) Vpb)), combating profit drainage (Article 10(a) Vpb); and low-interest rate loan from affiliated company (Article 10(b) Vpb) and the Earnings Stripping Measure from ATAD1;
- Participation exemption (ratio and effectiveness, low-tax investment participation, conversion of depreciated claim on a subsidiary into shares, and liquidation loss);
- Fiscal unity (conditions, advantages and disadvantages, incorporation issue, departure issue, anti-abuse provision 15(a)(i) Vpb);
- Global: differences between share merger, company merger, and legal merger;
- Global: division; and
- Settlement price methods and documentation requirement.

(Global) knowledge of and insight into the following topics is required:

- Gift and Inheritance Tax, including the company succession facility;
- Dividend taxes;
- International and European tax law; and
- Horizontal monitoring by the Dutch Tax and Customs Administration.

Mandatory literature / learning materials Tax Law (Dutch: (IB/Vpb)

- G.A.C. Aarts et al., *Belastingrecht voor Bachelors en Masters*, 2017 - 2018, EAN/ISBN: 9789463170543.
- *Pocket Belastingwetten 2017*, EAN/ISBN: 9789013138931.

The following must be studied thoroughly in the book by Aarts et al.:

Par. 3.1 up to par. 3.3	Belastingplicht & Inkomen en tarieven
Chapter 4	Box 1: Winst uit onderneming
Par. 5.4	Belastbaar resultaat uit overige werkzaamheden
Chapter 6	Box 2: Belastbaar inkomen uit aanmerkelijk belang
Chapter 9	Vennootschapsbelasting

The following must be studied in general terms in the book by Aarts et al.:

Par. 11.1 up to 11.5	Schenk- & Erfbelasting (fiscale woonplaats, tarieven en vrijstellingen)
Par. 11.8 up to 11.11	Schenk- & Erfbelasting (waarderingsregels, bedrijfsopvolging)
Chapter 14	Internationaal belastingrecht

The following must be studied in general terms on www.belastingdienst.nl: Guideline Supervision on Major Enterprises:

https://download.belastingdienst.nl/belastingdienst/docs/leidraad_toezicht_grote_ondernemingen_dv4231z2fd.pdf

For candidates who have inadequate control of Dutch but who do speak English, an introduction (not a substitute) to the learning materials can be found on the website of the Dutch Ministry of Finance at the following link: <https://www.government.nl/ministries/ministry-of-finance/topics>

5. The professional code of conduct for RA's (i.e. aptitude test)

The sub-exam revolves around demonstrating knowledge of and insight into the ethical and professional rules in force for accountants, including disciplinary rules and statutory schemes for accountancy firms.

Knowledge of and insight into the statutory scheme on the accountancy profession, the ethical and professional rules, complaint and disciplinary rules, and the performance of audits as set out in:

- Detailed Requirements on Audit Standards (Dutch: Nadere Voorschriften Controlestandaarden NV COS); and
- Dutch Decree on the Independence of Accountants in Audits (Dutch: Verordening inzake de onafhankelijkheid van accountants bij assuranceopdrachten (ViO)).
- Dutch Accountancy Profession Act (Dutch: Wet op het accountantsberoep (Wab));
- Dutch Act on Supervision on Accountancy Firms and the Decree on Supervision on Accountancy Firms (Dutch: Wet toezicht accountantsorganisaties en het Besluit toezicht accountantsorganisaties (Wta and Bta));
- Dutch Act on Disciplinary Proceedings Accountants (Dutch: Wet tuchtrechtspraak accountants (Wtra));
- Dutch Decree on Ethical and Professional Rules governing Accountants (Dutch: Verordening Gedrags- en Beroepsregels (VGBA));
- Dutch Decree on Accountancy Firms (Dutch: Verordening accountantsorganisaties);

The candidate is expected to be familiar with current developments related to laws and regulations and the exercise of the profession. The candidate can specifically be asked about his/her knowledge concerning IT-related standards (ISQC#1, ISA 220, ISA 240, ISA 300, ISA 315, ISA 330, ISA 402, ISA 500, ISAE 3402, a framework for audit quality).

Mandatory literature / learning materials

- Accountancy Regulations Manual (HRA). 2023 edition. For more information and to order materials: [HRA 2023 \(nba.nl\)](http://HRA_2023(nba.nl))
- Detailed requirements on quality systems (HRA bundle): [Nadere voorschriften kwaliteitssystemen \(nba.nl\)](http://Nadere_voorschriften_kwaliteitssystemen(nba.nl))

- The Dutch auditing and lunch tradition explained: [The Dutch auditing and lunch tradition explained.indd \(beroepseer.nl\)](#)