
Membership Application, Renewal and Status Guidelines

Australian Institute of Company Directors
ACN 008 484 197

14 March 2025

1 Introduction

- (a) These Guidelines set out the:
 - (i) process required for the application and assessment of membership applications;
 - (ii) different types of membership status that can be allocated to members of the Institute, including the eligibility criteria and process for allocation of a particular status; and
 - (iii) the rights associated with membership and status benefits.
- (b) A term or expression starting with a capital letter:
 - (i) which is defined in the Dictionary in clause 9, has the meaning given to it in that Dictionary; and
 - (ii) which is defined in the Constitution, but is not defined in the Dictionary, has the meaning given to it in the Constitution.

2 Membership and status options

- (a) The Institute is comprised of one or more classes of membership with the rights and obligations set out in the Constitution.
- (b) Upon application for membership, renewal of membership or invitation by the Board, members may be assigned a membership status based on their satisfaction of certain eligibility criteria.
- (c) Subject to clause 3, individuals seeking initial admission to membership of the Institute may be admitted with the status of:
 - (i) Affiliate Member; or
 - (ii) Ordinary Member.
- (d) Subject to clause 3, current members seeking transfer or renewal of their membership may apply to be transferred to a different status or remain with their current status as follows:
 - (i) Affiliate Member;
 - (ii) Ordinary Member;
 - (iii) Graduate Member;
 - (iv) Fellow (transfer to which may also be upon invitation by the Board, or Division Council); and
 - (v) Retired Member.
- (e) Subject to clause 3, some membership statuses are only accessible upon invitation by the Board, as follows:

- (i) Fellow (transfer to which may also be by way of application);
 - (ii) Honorary Fellow; and
 - (iii) Life Fellow.
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3 Membership status eligibility criteria

- (a) Whilst the Institute is comprised of a single class of membership, upon admission an applicant will be assigned a particular status based on their satisfaction of certain additional eligibility criteria.
 - (b) To become a member of the Institute a new applicant or applicant seeking renewal of their membership must:
 - (i) satisfy the eligibility criteria under rule 4.2(a) of the Constitution and, for the purposes of being assigned a particular membership status, the additional eligibility criteria associated with the membership status for which the applicant is applying or being nominated as set out in the table in Schedule 1;
 - (ii) where the applicant has previously been a member of the Institute and is applying for membership renewal, if required by Schedule 1 and subject to clause 8, demonstrate satisfaction of any ongoing requirements;
 - (iii) ensure that all information provided when applying for membership of the Institute is true and accurate and is not misleading or deceptive;
 - (iv) pay any joining and annual fee that may be required under rule 4.6 of the Constitution and any other policy or procedure of the Institute as may be adopted or amended by the Board from time to time;
 - (v) agree to comply with the Member Code of Conduct;
 - (vi) be admitted into membership by the directors (or their delegate) in accordance with clause 5; and
 - (vii) satisfy such other membership criteria as the directors may determine from time to time, acting reasonably.
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4 Period of membership

- (a) Membership of the Institute must be renewed every 12 months', with the relevant period commencing on the date the member's name is entered in the register.
 - (b) Membership will lapse if not renewed in accordance with a Membership Renewal Notice sent in accordance with rule 4.7 of the Constitution and otherwise in accordance with clause 3.
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5 Admission of members

- (a) Whilst the Board has the ultimate decision in relation to admission into membership under the Constitution, it has delegated this power to Division Councils, to

Management and to the Nominations and Governance Committee to assess and determine certain specified applications.

- (b) Applications for membership, including allocation of a particular membership status to each member, will be assessed and determined based on the particular membership status for which the person is being considered as follows:
 - (i) Division Councils (or the Division Council Membership Status Committee):
 - (A) Fellow (for applications for transfer to this status and noting transfer may also be by invitation of the Board, or Divisional Council).
 - (ii) Nominations and Governance Committee:
 - (A) Fellow (for invitation to transfer to this status and noting transfer may also be by application);
 - (B) Honorary Fellow; and
 - (C) Life Fellow; and
 - (iii) Management
 - (A) Affiliate Member;
 - (B) Ordinary Member;
 - (C) Graduate Member (for upgrades to this status on re-admission as a member); and
 - (D) Retired Member.
- (c) Where the role of determining membership applications is delegated by the Board, the delegate must comply with any directions or advice provided by the Board's Nominations and Governance Committee on matters of interpretation or application of these Guidelines or other Institute policies relating to membership (as may be adopted or amended by the Board from time to time).
- (d) Applications for membership must be determined within a reasonable time following receipt of the membership application or nomination by the Board (or its delegate), and no later than 90 days following receipt.
- (e) Where an application is subject to advice or guidance requested from the Nominations and Governance Committee, the 90 day period for determination of the application by the Division Council will be suspended while the Nominations and Governance Committee makes its determination.

6 Membership rights and benefits

- (a) Each member has the rights set out in the Constitution, which include the right to:
 - (i) receive notices of and attend and be heard at any general meeting of the Institute; and
 - (ii) to exercise one vote at a meeting of members.

- (b) Each member has access to benefits related to their particular status as set out in Schedule 1.
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7 Membership fees

- (a) The joining fee and annual membership fee for membership are payable in accordance with rule 4.6 of the Constitution and as specified at <http://aicd.companydirectors.com.au/membership>.
 - (b) The applicable joining fee and membership fee are payable at the same time as the application for membership or renewal of membership is submitted.
 - (c) The Board may at its complete discretion:
 - (i) determine the joining fee and/or the annual membership fee (which may be characterised as a membership renewal fee) of the Institute;
 - (ii) determine that the joining fee and/or the annual membership fee payable by one or more members or by members holding different membership statuses be a different amount;
 - (iii) determine that the joining fee and/or membership fee payable by one or more members or by members holding different membership statuses be payable at a different time or times, including by instalments; and
 - (iv) determine, or waive all or some of, the fees payable by one or more members or members holding different membership statuses at any time.
 - (d) Any joining fee and annual membership fee that may be required to be paid pursuant to these Guidelines is exclusive of any GST that may be payable.
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8 Director Professional Development

8.1 Mandatory DPD Requirement

- (a) In accordance with Schedule 1 and subject to clause 8.3, satisfaction of the Mandatory DPD Requirement is a prerequisite for allocation to or renewal of certain membership statuses. Specifically this is required in order for a member to be allocated the status of, or to renew or otherwise maintain the status of:
 - (i) Ordinary Member;
 - (ii) Graduate;
 - (iii) Fellow; and
 - (iv) Honorary Fellow.
- (b) A member required to satisfy the Mandatory DPD Requirement may do so by obtaining the requisite number of DPD Units from any combination of DPD Activities.
- (c) Each member required to fulfil the Mandatory DPD Requirement to become eligible for or to maintain a particular status is:

- (i) responsible for keeping their own records evidencing their compliance with the Mandatory DPD Requirement; and
 - (ii) required to indicate at the time of the renewal of their membership that they have fulfilled the Mandatory DPD Requirement prior to their admission into membership with a different membership status or the renewal of membership with their existing membership status.
- (d) If at the time of membership renewal a member required to satisfy the Mandatory DPD Requirement indicates that they have not fulfilled the Mandatory DPD Requirement, then, subject to clause 8.3, the member will be ineligible to renew their membership with their existing membership status and will instead be eligible to apply only for allocation to Affiliate Member status.
- (e) Where a former member of the Institute reapplies for membership and allocation to a status that has a Mandatory DPD Requirement more than six months after their membership initially ceased the person:
- (i) may only be assigned the status of Associate Member or Ordinary Member, following which they may apply at any time to transfer to a different status;
 - (ii) must satisfy the membership criteria set out in clause 3 and Schedule 1 for the membership status they wish to apply for; and
 - (iii) has no Mandatory DPD Requirement until the third anniversary of the member's new membership having been accepted.
- (f) If a person's membership ceases for six months or less and is subsequently reinstated (including following the process set out in clause 3), then their DPD history and Mandatory DPD Requirement continue as if no such cessation occurred.

8.2 Random Audit

- (a) The Institute may, in its absolute discretion, make enquiries of any member to which the Mandatory DPD Requirement applies to determine whether the member has fulfilled the Mandatory DPD Requirement.
- (b) Any Random Audit will be conducted according to the procedure set out in the DPD Guidelines.
- (c) Subject to clause 8.3, if, following a Random Audit, a member is found not to have fulfilled the Mandatory DPD Requirement, then the member will be ineligible to renew their membership with their existing membership status and will instead be eligible to apply only for renewal with the status of Affiliate Member.

8.3 Period of Grace

- (a) If:
 - (i) on their application form for renewal of membership, a member indicates that they have not fulfilled the Mandatory DPD Requirement; or
 - (ii) following a Random Audit, a member is found not to have fulfilled the Mandatory DPD Requirement;
 then:

- (iii) a period of grace (which concludes 91 days before the member's next membership renewal date) will apply during which the member will be renewed with their existing membership status and will have the opportunity to accrue additional DPD Units to address the shortfall;
 - (iv) a Compliance Audit will be performed prior to the conclusion of the period of grace; and
 - (v) the period of grace referred to above will continue until the Compliance Audit is performed.
- (b) If as a result of the Compliance Audit referred to in clause 8.3(a)(iv) the member is found to have:
- (i) fulfilled the DPD Make Good Requirement, then their membership will be renewed with their existing membership status; or
 - (ii) not fulfilled the DPD Make Good Requirement, then the member will be ineligible to renew their membership with their existing membership status and will instead be eligible to apply only for renewal with the membership status of Affiliate Member.
- (c) each individual is entitled to only one period of grace under clause 8.3(a) during their lifetime.

8.4 Board discretion

- (a) Administration of the Mandatory DPD Requirement remains wholly at the discretion of the Board (or, where the Board delegates some or all of that discretion to Management, at the discretion of the relevant Management personnel).
- (b) The Board (or, where the Board delegates some or all of that discretion to Management, Management) may, in accordance with the DPD Guidelines waive (in whole or in part) the Mandatory DPD Requirement that would otherwise apply to a member seeking either admission into or renewal with a certain membership status.

9 Dictionary

9.1 Dictionary

In these Guidelines:

- (a) **Australian Tertiary Education Institution** means a university established under legislation passed by a State or Territory Government or the Government of the Commonwealth of Australia;
- (b) **Boardroom Mastery** means the Institute's three day course offering a highly individualised, reflective and transformational learning experience for senior directors;
- (c) **Boards of Advice** means an advisory board or committee established by a board to provide it with advice;
- (d) **Company Directors Course** means the Institute's course providing a comprehensive overview of the roles and duties of board directors;

- (e) **Compliance Audit** means an audit in respect of a member conducted by the Institute before the end of the relevant membership year to determine whether that member, having been identified either by the Institute on a Random Audit or by themselves at the time of the renewal of their membership is fulfilling the Mandatory DPD Requirement as at the last renewal date or has fulfilled the DPD Make Good Requirement;
- (f) **Constitution** means the constitution of the Institute;
- (g) **DPD** means director professional development;
- (h) **DPD Activities** means those courses, conferences, briefings programs or activities prescribed by the DPD Guidelines;
- (i) **DPD Guidelines** means the guidelines relating to DPD published by the Institute from time to time and as made available on the AICD website;
- (j) **DPD Make Good Requirement** means, in respect of a member, obtaining sufficient DPD Units to address the deficiency in their Mandatory DPD Requirement for the period ending on the last date of renewal of that member's membership prior to that point in time, together with obtaining such additional DPD Units to meet the Mandatory DPD Requirement for the relevant membership status to permit the member to obtain renewal with that membership status;
- (k) **DPD Units** means the number of units ascribed to a particular DPD Activity by the DPD Guidelines;
- (l) **Eligible Organisation** has the meaning given in the Fellow Guidance Note;
- (m) **Fellow Guidance Note** means the guidance note regarding the membership status of Fellow, as amended by the Board from time to time and as annexed to these Guidelines;
- (n) **Guidelines** means these Membership Application, Renewal and Status Guidelines;
- (o) **Institute** means Australian Institute of Company Directors (ACN 008 484 197);
- (p) **Mandatory DPD Requirement** means the minimum number of DPD Units to be completed for admission into, and membership renewal within, a membership status prescribed by the DPD Guidelines;
- (q) **Mastering the Boardroom** means the former three day course run by the Institute that was discontinued in 2019;
- (r) **Nominations and Governance Committee** means a committee established by the Board from time to time to consider the Institute membership matters;
- (s) **Random Audit** means an audit conducted under clause 8.2;
- (t) **Senior Government Official** has the meaning given in the Fellow Guidance Note; and
- (u) **Significant Government Entity** has the meaning given in the Fellow Guidance Note.

9.2 Interpretation

In these Guidelines the following rules of interpretation apply unless the contrary intention appears:

- (a) the words 'such as', 'including', 'particularly' and similar expressions are not used as, nor are intended to be, interpreted as words of limitation;
- (b) headings are for convenience only and do not affect the interpretation of these Guidelines;
- (c) the singular includes the plural and vice versa;
- (d) words that are gender neutral or gender specific include each gender;
- (e) a reference in a clause in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being;
- (f) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (g) a law includes a constitutional provision, treaty, decree, convention, statute, regulation, ordinance, by-law, judgment, rule of common law or equity and is a reference to that law as amended, consolidated or replaced; and
- (h) if there is any conflict between these Guidelines and the Constitution, the terms of the Constitution will prevail.

Schedule 1 Membership Status Criteria, Admission, Requirements and Benefits

Membership status	Eligibility criteria	Admission Process	Ongoing Requirements	Benefits
Affiliate	<p>An Affiliate Member must:</p> <ul style="list-style-type: none"> • satisfy the eligibility criteria in rule 4.2(a) of the Constitution; and • demonstrate an interest in the affairs of the Institute; or • be a full-time student at an Australian Tertiary Education Institution. 	<p>An Affiliate Member must comply with the admission requirements in rule 4.2(b) of the Constitution.</p>	<p>An Affiliate Member is not required to satisfy any ongoing requirements other than those required to retain membership under the Constitution.</p> <p>Note: The Mandatory DPD Requirement does not apply as a prerequisite for eligibility to admission into, or for membership renewal of, the status of Affiliate.</p>	<p>An Affiliate Member is permitted to:</p> <ul style="list-style-type: none"> • access Institute Member Lounges; • access, for a fee, exclusive Institute products, including training and events; and • utilise the designation AAICD.
Ordinary	<p>An Ordinary Member must:</p> <ul style="list-style-type: none"> • satisfy the eligibility criteria in rule 4.2(a) of the Constitution; and • have two or more years' experience as: <ul style="list-style-type: none"> – a director or alternate director of a company or companies (concurrent directorships may not be added together in determining years of experience); – a senior executive with managerial responsibilities equivalent to those of an executive director (for example, chief financial officer or chief operating officer) or a 	<p>An Ordinary Member must comply with the admission requirements in rule 4.2(b) of the Constitution.</p>	<p>Subject to clause 8, an Ordinary Member must demonstrate satisfaction of the Mandatory DPD Requirement.</p>	<p>An Ordinary Member is permitted to:</p> <ul style="list-style-type: none"> • access Institute Member Lounges; • access, for a fee, exclusive Institute products, including training and events; and • utilise the designation MAICD.

Membership status	Eligibility criteria	Admission Process	Ongoing Requirements	Benefits
	<p>member of local Boards of Advice of companies;</p> <ul style="list-style-type: none"> – a partner or sole proprietor of a professional practice (for example, a legal, accountancy, architectural or stockbroking practice) or unincorporated business, or a senior person with professional qualifications employed by a body corporate (for example, an in-house senior legal counsel); or – an academic at the level of (or equivalent to) professor, or the head of a relevant faculty (for example, business or law) at a tertiary institution regulated by the Tertiary Education Quality and Standards Agency; and <ul style="list-style-type: none"> • demonstrate satisfaction of the Mandatory DPD Requirement. 			
Graduate	<p>A Graduate Member must:</p> <ul style="list-style-type: none"> • satisfy the eligibility criteria in rule 4.2(a) of the Constitution or be an existing member of the Institute; • have successfully completed the Company Directors Course; and • have two or more years' experience as: <ul style="list-style-type: none"> – a director or alternate director of a company or companies (concurrent directorships may not be added together in determining years of experience); 	<p>A Graduate Member must comply with the admission requirements in rule 4.2(b) of the Constitution and, in the case of an existing member, in submitting a membership renewal or transfer application specify a desire to be transferred to or remain with the status of Graduate Member.</p>	<p>Subject to clause 8, a Graduate Member must demonstrate satisfaction of the Mandatory DPD Requirement.</p>	<p>A Graduate Member is permitted to:</p> <ul style="list-style-type: none"> • access Institute Member Lounges; • access, for a fee, exclusive Institute products, including training and events; and • utilise the designation GAICD.

Membership status	Eligibility criteria	Admission Process	Ongoing Requirements	Benefits
	<ul style="list-style-type: none"> – be a senior executive with managerial responsibilities equivalent to those of an executive director (for example, chief financial officer or chief executive officer) or a member of local Boards of Advice of companies; – be a partner or sole proprietor of a professional practice (for example, a legal, accountancy, architectural or stockbroking practice) or unincorporated business, or a senior person with professional qualifications employed by a body corporate (for example, an in-house senior legal counsel); or – be an academic at the level of (or equivalent to) professor, or the head of a relevant faculty (for example, business or law) at a tertiary institution regulated by the Tertiary Education Quality and Standards Agency; and <ul style="list-style-type: none"> • demonstrate satisfaction of the Mandatory DPD Requirement. 			
Fellow	<p>A person may become a Fellow following application for a transfer of status or by invitation of the Board, or Division Council.</p> <p>A person must, where seeking the membership status of Fellow by application:</p> <ul style="list-style-type: none"> • have been a member for at least the last three consecutive years; and • provide references from two Fellows (current, retired or former), Division Council Committee 	<p>A Fellow must:</p> <ul style="list-style-type: none"> • for admission following an application for renewal or transfer of status: <ul style="list-style-type: none"> – complete and lodge a membership renewal in such form as determined by the Board from time to 	<p>Subject to clause 8, a Fellow must demonstrate satisfaction of the Mandatory DPD Requirement.</p>	<p>A Fellow is permitted to:</p> <ul style="list-style-type: none"> • access Institute Member Lounges; • access, for a fee, exclusive Institute products, including training and events; • access, for a fee, additional events

Membership status	Eligibility criteria	Admission Process	Ongoing Requirements	Benefits
	<p>members, Chairs of Boards they have served on, AICD executive management or other industry Fellows.</p> <ul style="list-style-type: none"> • have been a director on the board of an Eligible Organisation and/or a Senior Government Official of a Significant Government Entity for a minimum of either: • Six years' director experience in the last twelve years, where the experience is on more than one organisation in the same year, only one year is counted as experience. • and has successfully passed the Institute's Company Directors Course assessment, the Boardroom Mastery course or its former Mastering the Boardroom assessment; or • Ten years' director experience in the last twelve years, where the experience is on more than one organisation in the same year, only one year is counted as experience. • have, in the opinion of the Board, or its delegate (including a Division Council), having regard to the information in the application (including supporting material submitted) and any other relevant considerations, the requisite knowledge, experience, good standing and professionalism befitting a member holding the status of Fellow; and • demonstrate satisfaction of the Mandatory DPD Requirement. 	<p>time which, for the avoidance of doubt, may include applying using the Internet;</p> <ul style="list-style-type: none"> • in submitting a membership renewal form specify a desire to be transferred to or remain with the status of Fellow; and <ul style="list-style-type: none"> – be transferred to the status of Fellow by the Board (or its delegate); or • for admission following an invitation: <ul style="list-style-type: none"> – be invited to transfer to the status of Fellow by the Board; and – accept the invitation in the manner advised by the Board (or its delegate) from time to time; and • pay any annual fee that may be required. 		<p>exclusively available to Fellows; and</p> <ul style="list-style-type: none"> • utilise the designation FAICD.

Membership status	Eligibility criteria	Admission Process	Ongoing Requirements	Benefits
	<p>A Fellow must, where the membership status of Fellow is being offered as an invitation of the Board or Division Council, generally have, in the opinion of the invitee or its delegate, the requisite knowledge, experience, good standing and professionalism befitting a member holding the status of Fellow. For the avoidance of doubt, where the Board, or Division Council extends an invitation for transfer to the status of Fellow, the individual is not required to meet the criteria referred to above which are required where transfer is by way of application.</p> <p>Notwithstanding the above, where a person who previously held the status of Fellow ceases to be a member and later seeks re-admission with the status of Fellow, the relevant Division Council may at its absolute discretion, admit the person as a member with the status of Fellow in unusual or exceptional circumstances. This may occur even if the individual does not meet the usual admission requirements for the status of Fellow, but the Division Council must consider the Fellow Guidance Note to determine whether it will apply its discretion.</p>			
Honorary Fellow	<p>An Honorary Fellow must:</p> <ul style="list-style-type: none"> • be an existing member of the Institute; • have, in the opinion of the Board, contributed greatly to Australian governance; and • demonstrate satisfaction of the Mandatory DPD Requirement. 	<p>An Honorary Fellow must:</p> <ul style="list-style-type: none"> • be invited to transfer to the status of Honorary Fellow by the Board; • accept the invitation in the manner advised by the Board (or its 	<p>Subject to clause 8, an Honorary Fellow must demonstrate satisfaction of the Mandatory DPD Requirement.</p>	<p>An Honorary Fellow is permitted to:</p> <ul style="list-style-type: none"> • access Institute Member Lounges; • access, for a fee, exclusive Institute products, including training and events;

Membership status	Eligibility criteria	Admission Process	Ongoing Requirements	Benefits
		delegate) from time to time; and <ul style="list-style-type: none"> • pay any annual fee that may be required. 		<ul style="list-style-type: none"> • access, for a fee, additional Institute events exclusively available to Fellows; and • utilise the designation FAICD (Hon).
Life Fellow	A Life Fellow must: <ul style="list-style-type: none"> • be an existing member of the Institute; and • have, in the opinion of the Board or its delegate, been eminent in the field of directorship and provided distinguished service to the Institute. <p>Where the membership status of Life Fellow is being offered as an invitation of the Board, the Board will consider the nature and recency of a nominee's relationship with, or other recognition by, the Institute. The Board will generally require a minimum period of 12 months from the expiry of the member's most recent appointment or recognition by the Institute before making an invitation for transfer to the status of Life Fellow.</p> <p>Note: The Mandatory DPD Requirement does not apply as a prerequisite for eligibility to admission into, or for membership renewal of, membership with the status of Life Fellow.</p>	A Life Fellow must: <ul style="list-style-type: none"> • be invited to transfer to the status of Life Fellow by the Board; • accept the invitation in the manner advised by the Board (or its delegate) from time to time; and • pay any annual fee that may be required. 	A Life Fellow does not need to satisfy any ongoing criteria other than those required to retain membership under the Constitution.	A Life Fellow is permitted to: <ul style="list-style-type: none"> • access Institute Member Lounges; • access, for a fee, exclusive Institute products, including training and events; • access, for a fee, additional Institute events exclusively available to Fellows; and • utilise the designation FAICD (Life).

Membership status	Eligibility criteria	Admission Process	Ongoing Requirements	Benefits
Retired	<p>A Retired Member must:</p> <ul style="list-style-type: none"> • have been a member of the Institute (or any of its predecessor bodies) for at least five consecutive years and be a current member of the Institute; • have relinquished all directorships and offices (other than 'non-trading' family investment companies or unpaid directorships e.g. directorships of charities or educational institutions). <p>Note: The Mandatory DPD Requirement does not apply as a prerequisite for eligibility to admission into, or for membership renewal of, membership with the status of Retired Member.</p>	<p>A Retired Member must comply with the admission requirements in rule 4.2(b) of the Constitution and, in the case of an existing member, in submitting a membership renewal or transfer application specify a desire to be transferred to or remain with the status of Retired Member.</p>	<p>A Retired Member does not need to satisfy any ongoing criteria other than those required to retain membership under the Constitution.</p>	<p>A Retired Member is permitted to:</p> <ul style="list-style-type: none"> • access Institute Member Lounges; • access, for a fee, exclusive Institute products, including training and events; and • utilise the designation they were using immediately prior to becoming a Retired Member.

Amendments log

First approved:	17 November 2021	
First approved by:	Board	
Amendments		
Date	Authorised by	Description of amendment
26 November 2021	Managing Director & Chief Executive Officer and Company Secretary	Minor drafting amendments.
4 April 2023	Managing Director & Chief Executive Officer and Company Secretary	Minor drafting amendments
14 March 2025	Nominations and Governance Committee	Changes to Fellow criteria

Annexure: Fellow Guidance Note

**INSTITUTE FELLOW STATUS
Guidance Note**

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This document has been prepared by the Australian Institute of Company Directors (ACN 008 484 197) (**Institute**) to assist with the interpretation and consideration of Fellow applications, and acts as guidance to the Institute and applicants. No part of this document comprises legal advice, and no reader should rely on this material as the basis for formulating decisions as to whether they may be a director for general legal or other purposes.

1 Purpose

This guidance note sets out how the Institute will interpret and apply the Fellow status criteria (**Fellow Criteria**) set out in column two of the table found at Schedule 1 to the Membership Application, Renewal and Status Guidelines (referred to in this document as the **Guidelines**). Any term commencing with a capital letter and not defined in this guidance note has the same meaning as given in the Guidelines.

This guidance note will be reviewed no less than annually.

2 Operation of the Fellow criteria

This guidance note will apply on and from 30 January 2025. Any person who is a member holding the status of Fellow and who was admitted as a Fellow of the Institute prior to 30 January 2025 is not required to satisfy the Fellow Criteria and the Institute's interpretation set out in this guidance note upon renewal.

Where a member ceases to be a Fellow and later seeks to be re-admitted as a Fellow of the Institute, the Fellow Criteria and this guidance note will apply subject to the Division Council's discretion as referred to at clause 5.8 and Schedule 1 of the Guidelines.

3 Application process

Applications submitted to the Institute are sent to the relevant Division Council for consideration. Decisions made by Division Councils are final. There is no right of appeal. Applicants will be informed of the outcome of their Fellow application in writing by the Institute. The Institute is not required to provide reasons for applications that have not been approved.

The onus is on the applicant to clearly demonstrate they meet the Fellow Criteria. This may include supplying any financial, regulatory registrations, legislation extracts or other supporting documentation evidencing the assertions made in an application. Failure to provide complete applications with adequate supporting documentation if requested, may result in the Division Council declining to review the application.

Where there is doubt about whether an applicant meets the Fellow Criteria, the Division Council may seek further information from the applicant or clarification from Institute management. Division Councils will remain the ultimate decision making authority regarding an application.

All Division Councils request that applicants be respectful towards Institute staff during the application process. Failure to do so may result in an application being declined at the sole discretion of the Division Council.

4 Fellow criteria

Applications for Fellow will be assessed against the following criteria;

(A) Mandatory Eligibility Criteria,

- (i) Applicant has the requisite knowledge, experience, good standing, and professionalism befitting a member holding the status of Fellow
- (ii) Applicant has been a member of the AICD for at least the last three consecutive years

- (iii) Graduate member, need to have a minimum of 6 years' experience in the last 12 years as a director or Senior Government Official, where experience on more than one organisation in the same year only counts as one year of experience, OR
- (iv) Ordinary Member, need to have a minimum of 10 years' experience in the last 12 years as a director or Senior Government Official, where experience on more than one organisation in the same year only counts as one year of experience

(B) Experience Criteria,

Members are also required to meet the following for their experience as a director or Senior Government Official, which satisfies the following for the most recent three (3) consecutive financial years to which the application relates:

- (i) In relation to a **Corporation** (private or public)
 - Gross revenue of \$AU30 million or more, and
 - Gross assets of \$AU16.5 million or more, and
 - 100 or more employees
- (ii) In relation to a **Not-for-Profit**:
 - Gross revenue of \$A5 million or more
 - At least one of the following applies:
 - a) Has at least 25 employees
 - b) Has at least 100 volunteers
- (iii) In relation to a **Government** entity:
 - the consolidated revenue is \$AU30million or more; and
 - either:
 - a) the value of the consolidated gross assets is \$AU30million or more; or
 - b) it has at least 100 employees.

(C) Contribution Criteria,

If the applicant partially meets the '**Experience Criteria**' (i.e. meeting at least one of the requirements), they will need to accrue twenty (20) or more points of '**Contribution Criteria**' to have their application considered for approval.

A members contribution will be considered, from the following list;

AICD participation will accrue 20 points in total for one or more of the following,

- Actively participated in AICD committees such as the AICD Policy Committee, Law Committee, Chairs Forum, NFP, and First Nations
- Significant contributions as an AICD board member
- Completed at least one term on a Divisional Council, or the AICD Board
- Actively mentored and encouraged First Nations participation, AICD program mentor (First Nations/Disability scholarship, Chairs Mentoring Program)
- Delivered multiple in-depth presentations at significant AICD events e.g. the Australian Governance Summit (AGS)

Board contributions will accrue 20 points in total for one or more of the following,

- Chaired or participated in risk, remuneration, or nomination committees, especially in NFP boards.
- Contributed across NFP, ASX, led significant exits like trade sales, restructuring charities, and guided applications beyond business-as-usual events.
- Contributed across NFP, ASX, and public sector, Led M&A, organisational restructures, ASX listings, overseas expansions, large contracts, capital raising, demergers etc.

Relevant career experience will accrue 10 points in total for one or more of the following,

- Significant (min 5 years) C-Suite experience in executive roles and reporting to boards. E.g. held various leadership positions (NGOs, charities)
- Led start-ups and created good governance structures
- Published influential/ impactful research in the field of governance

Awards and milestones will accrue 10 points in total for one or more of the following,

- Received awards such as “Life Fellow” of other organisations, the “Order of Australia,” or “CEO Magazine’s Executive of the Year / CEO of the Year
- Served significant tenures (min 20 years tenure) as a director and member of the AICD

Extra-curricular will accrue 5 points

- Long serving member (15+ years) who has mentored other directors showing their commitment to advance knowledge & leadership within director community

Faculty Members will accrue points in total for one or more of the following,

- Actively participated in forums, or mentor programs, beyond their paid function
- Made consistent contributions to the AICD beyond paid work e.g. AICD events

5 The Institute’s interpretation of the Fellow Criteria

5.1 Who is a Director?

- (a) “**Director**” means a person who is, or has been, appointed or elected to the position of director on the **Board** of an **Eligible Organisation** (and includes both an executive director and a non-executive director on the Board of the Eligible Organisation).
- (b) “**Director**” does not include any of the following roles in isolation:
- (i) a person who advises the Directors as part of the proper performance of functions attaching to that person’s professional capacity, or the person’s business relationship with the Directors or the company or body; or
 - (ii) any of the below:
 - (A) a company secretary or any other officer (other than a Director sitting on a Board) as defined under the *Corporations Act 2001* (Cth);
 - (B) a senior manager or executive officer such as a CEO, COO, CFO or any other similar role;
 - (C) a partner of a professional services firm even if registered as a Director of the firm with ASIC; or

- (D) any management role which may include the word 'director' in the job title but where the individual does not sit on the Board.
- (c) **Matters** for consideration include, without limitation, whether the person is:
 - (i) listed in the ASIC database as a Director of the Eligible Organisation; and
 - (ii) is legally responsible for an Eligible Organisation's compliance with the *Corporations Act 2001* (Cth) and whether they owe fiduciary duties to the Eligible Organisation under general Australian law. The Institute will not undertake a legal review to determine if the person could be regarded as a shadow or de facto Director. A decision by the Institute to accept or reject an application should not be taken as legal advice on the person's legal responsibilities under general Australian law.

5.2 What is a Board?

- (a) **"Board"** means a body of elected or appointed individuals who are jointly responsible for the oversight and governance of the activities of an Eligible Organisation.
- (b) **"Board"** does not include an advisory board, committee or similar.
- (c) Matters for consideration include without limitation whether the "board":
 - (i) is legally responsible for the Eligible Organisation's activities and affairs under the *Corporations Act 2001* (Cth); or
 - (ii) has been delegated responsibilities and duties from a superior governing board of the Eligible Organisation and is therefore more in the nature of an advisory "board".

5.3 What is an Organisation?

- (a) **"Organisation"** means a body, as defined by section 9 of the *Corporations Act 2001* (Cth) and includes:
 - (i) A corporation, as defined in section 57A of the *Corporations Act 2001* (Cth); and
 - (ii) an institution or organisation created by statute such as a tertiary institution, that is carrying on business in Australia or elsewhere.

5.4 What is an "Eligible Organisation"?

- (a) An **"Eligible Organisation"** means an Organisation which satisfies the following for the most recent three (3) consecutive financial years to which the Fellow application relates:
 - (i) In relation to a Corporation to which paragraph (b) does not apply:
 - (ii) Gross revenue of \$AU30 million or more, and
 - (iii) Gross assets of \$AU16.5 million or more, and
 - (iv) 100 or more employees
 - (v) In relation to a **Not-for-Profit:**

- (A) does not operate for the profit, personal gain or other benefit of particular people; and
 - (B) has gross revenue of \$AU5million or more; and
 - (C) at least one of the following applies:
 - i. has at least 25 employees; and/or
 - ii. has at least 100 volunteers.
- (vi) In relation to a **Government** entity:
- (A) the consolidated revenue is \$AU30million or more; and
 - (B) either:
 - i. the value of the consolidated gross assets is \$AU30million or more; or
 - ii. it has at least 100 employees.
- (b) **“Eligible Organisation”** does not include:
- (i) a non-trading holding company as defined by section 9 of the *Corporations Act 2001* (Cth);
 - (ii) a small proprietary company as defined by section 9 and section 45(A)(2) of the *Corporations Act 2001* (Cth);
 - (iii) a sole Director Organisation;
 - (iv) a small consultancy; or
 - (v) a non-trading trustee company.

5.5 Who is a Senior Government Official?

- (a) **“Senior Government Official”** means:
- (i) the most senior officer of a Significant Government Entity, such as Secretary, Chief Executive or Director General of a government department; or
 - (ii) the head of a statutory authority or government owned corporation or similar entity, where that authority, corporation or entity does not have a Board with responsibility for governance.
- (b) **“Senior Government Official”** does not include any other officer, employee or member of the Significant Government Entity.
- (c) **Matters** for consideration include, without limitation, whether:
- (i) the individual is the accountable authority as defined under, or for State government entities using the same principles as, the definition in force at that time within the *Public Governance, Performance and Accountability Act 2013* (Cth); or
 - (ii) if there is a more senior authority that has greater accountability within the Significant Government Entity other than a Minister or the Parliament; or

- (iii) if the authority, corporation or entity has a responsibility for governance, beyond providing advice.

5.6 What is a Significant Government Entity?

- (a) **“Significant Government Entity”** means:
 - (i) a Commonwealth Government Department under the *Public Governance, Performance and Accountability Act 2013* (Cth) or state government department as defined by the applicable state legislation; or
 - (ii) an entity such as a government owned corporation, statutory authority as listed under the *Public Governance, Performance and Accountability Act 2013* (Cth) or similar state government entities as defined by the applicable state legislation; or
 - (iii) the primary regulator at Commonwealth Government level or the primary regulator at State and Territory level,
- (b) **“Significant Government Entity”** does not include a steering committee, advisory board or similar.

5.7 What is a Reference?

- (a) **“Reference”** means a reference in writing containing the information set out in Item 5.9(b) from an AICD Fellow (current, retired or former), Divisional Council Member, AICD executive Management, Chair of board you have served on, or Fellows of other professional associations, who:
 - (i) has known the applicant for a minimum of three (3) years; and
 - (ii) is not related to the applicant through marriage or blood.
- (b) **“Reference”**
 - (i) A Reference must contain the following information:
 - (A) length of time the Fellow has known the candidate;
 - (B) contexts in which the Fellow has known the candidate;
 - (C) the Fellow must vouch for the candidate in relation to their professional career (as it relates to being a Fellow) and their ethical standing and good character;
 - (D) confirmation that the Fellow has sighted the candidate’s application and any supporting documentation and, to the best of their knowledge and belief, consider that it is accurate and true;
 - (E) the referee’s full name, address, title and organisation;
 - (F) the referee’s contact details (telephone number and email address); and
 - (G) the referee’s original or electronic signature.
 - (ii) The Division Council will regard highly a Reference which clearly evidences the applicant’s:

- (A) excellence in governance in Australia; and
- (B) contribution to, and engagement with, the Institute.

5.8 Division Council Discretion

- (a) In circumstances where a Fellow member ceased to be a Member and later seeks to be re- admitted as a Fellow of the Institute, a Division Council may exercise its discretion and re-admit the person as a Fellow even though they may not satisfy the Fellow Criteria. The Division Council can apply its discretion in unusual or exceptional circumstances. Unusual or exceptional circumstances may include extended illness or extended work overseas. The Division Council will review each person’s application on a case-by-case basis based on the information provided by the applicant.
- (b) A Division Council will consider at least the following factors when deciding whether to apply its discretion:
 - (i) how long the person was a Fellow before their membership lapsed;
 - (ii) the length of time since that person’s membership lapsed;
 - (iii) the reason for the membership lapsing; and
 - (iv) the level of seniority of the Member as a Director.

Document History

Date	Description
11 May 2017	First release
12 April 2018	Second release. Inclusion of examples where Division Council discretion may be applied under By-Law 2.3.4.1(e) and additional amendments.
26 November 2021	Third release. Updated to be consistent with Membership Application, Renewal and Status Guidelines.
4 April 2023	Fourth release. Inclusion of additional example and guidance regarding meaning of Director and additional amendments.
14 March 2025	Fifth release. Introduction of new Fellow criteria effective from 30 January 2025