

---

**AICD FELLOW CLASS**  
**Guidance Note**

---

April 2018

---

**AICD FELLOW CLASS  
Guidance Note**

---

**INDEX**

1. Purpose.....	3
2. Operation of the Fellow Criteria .....	3
3. Who is an AICD Fellow? .....	3
4. Application Process .....	3
5. The AICD’s interpretation of the Fellow Criteria .....	4

This document has been prepared by the Australian Institute of Company Directors ACN 008 484 197 (AICD) to assist with the interpretation and consideration of Fellow applications, and acts as guidance to the AICD 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. The examples provided are hypothetical and are not intended to reflect actual individuals, companies or other entities.

## **AICD FELLOW CLASS Guidance Note**

---

### **1. PURPOSE**

This guide sets out how the AICD will interpret and apply the Fellow Class criteria set out in By-Law 2.3.4.1 of the AICD's By-Laws (**Fellow Criteria**). Any term commencing with a capital letter and not defined in this guide has the same meaning as given in the By-Laws.

This guide will be reviewed no less than annually.

### **2. OPERATION OF THE FELLOW CRITERIA**

This guide will apply on and from 1 May 2017. Any person who is a member of the class of Fellow and who was admitted as a Fellow of the AICD prior to 1 May 2017 is not required to satisfy the Fellow Criteria and the AICD's interpretation set out in this guide upon renewal.

Where a member ceased to be a Fellow and later seeks to be re-admitted as a Fellow of the AICD, the Fellow Criteria and this guide will apply subject to the Division Council's discretion as referred to in By-Law 2.3.4.1(e).

### **3. WHO IS AN AICD FELLOW?**

The AICD considers a Fellow to be an individual who:

- (a) Is, or has been, either a Director elected or appointed on to a Board, or is a Senior Government Official;
- (b) Has considerable experience, seniority and good standing within the Australian Director and governance community; and
- (c) Consistently demonstrates the highest levels of integrity, wisdom and generosity of knowledge amongst peers.

### **4. APPLICATION PROCESS**

Applications submitted to the AICD 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 AICD. The AICD is not required to provide reasons for applications that have not been approved. By-Law 2.5 provides that an application will be accepted or rejected within a reasonable time of receipt by the Division Council and no later than ninety (90) days following receipt by the Division Council. If a Division Council refers a question to the National Membership Committee, the ninety (90) day period will not include the time involved in this referral.

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

Where the applicant apparently meets the Fellow Criteria, the Division Council may approve the application. Where the applicant clearly does not meet the Fellow Criteria, the Division Council will reject the application. Where there is doubt about whether an applicant meets the Fellow Criteria, the Division Council will refer it to the National Membership Committee, who will consider and provide advice back to the Division Council. Division Councils will remain the ultimate decision making authority.

The National Membership Committee will have two (2) scheduled meetings each calendar year but may meet at other times if necessary.

## AICD FELLOW CLASS Guidance Note

---

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

### 5. THE AICD'S INTERPRETATION OF THE FELLOW CRITERIA

When assessing applications for Fellow, the AICD interprets and applies the Fellow Criteria as follows:

#### **5.1 Who is a Member?**

“Member” means a person who is a current financial member of the AICD.

#### **5.2 How are the three consecutive years of membership calculated?**

A person must be a financial Member for the last three (3) consecutive years at the date of making the application. The AICD only counts a Member's current period of continuous membership. Prior years where the person has ceased their membership and then later re-joined will not be counted.

##### **Example 1**

The below would not satisfy the three (3) consecutive years of membership required under the Fellow Criteria:

Jane was a Member of the AICD from 2009 - 2012. In 2012, after her third consecutive year of being a Member, Jane decided not to renew her membership. In 2015 Jane re-joined the AICD and in 2016 she applied to upgrade to Fellow.

Jane's application does not satisfy the Fellow Criteria because she was only a Member of the AICD for approximately one (1) year at the time of her application.

##### **Example 2**

The below would satisfy the three (3) consecutive years of membership required under the Fellow Criteria:

John joined the AICD in January 2013, renewed on time each year thereafter and submits his Fellow application in January 2016. John has been a Member for at least three (3) consecutive years at the time of submitting his application.

#### **5.3 Who is a Director?**

“Director” means a person who is, or has been, appointed or elected to the position of director on the Board of an **Eligible Organisation**.

##### **5.3.1 “Director” does not include any of the following roles in isolation:**

- (a) 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
- (b) Any of the below:
  - (i) A company secretary or any other officer (other than a Director sitting on a Board) as defined under the *Corporations Act 2001* (Cth);

## AICD FELLOW CLASS Guidance Note

---

- (ii) A senior manager or executive officer such as a CEO, COO, CFO or any other similar role;
- (iii) A partner of a professional services firm even if registered as a Director of the firm with ASIC; or
- (iv) Any management role which may include the word 'director' in the job title but where the individual does not sit on the Board.

**5.3.3** Matters for consideration include, without limitation, whether the person is:

- (a) Listed in the ASIC database as a Director of the Eligible Organisation; and
- (b) 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 AICD 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 AICD to accept or reject an application should not be taken as legal advice on the person's legal responsibilities under general Australian law.

### **Example 1**

Sarah is a Non-Executive Director of the XY Company Board. Sarah regularly attends board meetings with the other Directors and is listed on both ASIC and the XY Company website and its annual report as its board member. Sarah, along with the other board members, is required to oversee and direct the affairs of XY Company in accordance with a Director's legal duties and responsibilities under the *Corporations Act 2001* (Cth).

This individual does meet the criteria required to be considered a Director under the Fellow Criteria. The individual sits as a Director on the governing board of the company and therefore owes legal and fiduciary duties under legislative and general law.

### **Example 2**

John works for ABC Pharmaceuticals in the role of 'Medical Director'. John manages an entire division of ABC Pharmaceuticals and is allocated a large percentage of the company's overall budget. John reports to the company's CEO and participates in making decisions which may impact a significant part of the company's activities and/or financial standing according to the approved budget.

This individual does not satisfy the criteria required to be considered a Director under the Fellow Criteria. The individual does not sit as a Director on the governing board of the company and for the purposes of this guide only is to be taken not to owe legal and fiduciary duties under legislative and general law.

## **5.4 What is a Board?**

**5.4.1** "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.

**5.4.2** "Board":

- (a) Does not include an advisory board, committee or similar;
- (b) 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

## AICD FELLOW CLASS Guidance Note

---

- (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”.

### Example 1

Michael currently sits on the State board of the XYZ Institute. This State board consists of several other skilled professionals who, under its charter, are required to advise the National board and management on strategy and the general business of the States. Even though it is called a ‘board’, Michael and the other members are not listed on ASIC as Directors, nor do they owe legal or fiduciary duties to the XYZ Institute as a whole under Australian law according to their own legal advice.

This State board does not meet the criteria required to be considered a Board under the Fellow Criteria. This board is an advisory board which advises management and the Board on specific matters delegated to it.

### 5.5 What is an Organisation?

**5.5.1** “**Organisation**” means a body, as defined by section 9 of the *Corporations Act 2001* (Cth) and includes:

- (a) A corporation, as defined in section 57A of the *Corporations Act 2001* (Cth); and
- (b) An institution or organisation created by statute such as a tertiary institution, that is carrying on business in Australia or elsewhere.

### 5.6 What is an Eligible Organisation?

**5.6.1** 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:

- (a) In relation to a Corporation to which paragraph (b) does not apply:
  - (i) The consolidated gross revenue is \$AU25million or more; and
  - (ii) The value of the consolidated gross assets is \$AU12.5million or more; and
  - (iii) It has at least 100 employees.
- (b) In relation to a Not-for-Profit:
  - (i) Does not operate for the profit, personal gain or other benefit of particular people; and
  - (ii) Has gross revenue of \$AU5million or more; and
  - (iii) At least one of the following applies:
    - (A) Has at least 25 employees; and/or
    - (B) Has at least 100 volunteers.
- (c) In relation to a Government entity:
  - (i) The consolidated revenue is \$AU25million or more; and
  - (ii) Either:
    - (A) The value of the consolidated gross assets is \$AU25million or more; or
    - (B) It has at least 100 employees.

## AICD FELLOW CLASS Guidance Note

---

### 5.6.2 “Eligible Organisation” does not include:

- (a) A non-trading holding company as defined by section 9 of the *Corporations Act 2001* (Cth);
- (b) A small proprietary company as defined by section 9 and section 45(A)(2) of the *Corporations Act 2001* (Cth);
- (c) A sole Director Organisation;
- (d) A small consultancy; or
- (e) A non-trading trustee company.

#### **Example 1**

Jane sits on the Board of CDE Australia, a subsidiary of CDE Enterprises. CDE Enterprises meets the definition of an Eligible Organisation, however CDE Australia does not due to its gross revenue and gross assets being less than the requisite amounts. Jane submits her Fellow application, listing CDE Enterprises as the Eligible Organisation.

The Board that Jane sits on does not meet the criteria of an Eligible Organisation under the Fellow Criteria. Jane sits on the Board of the subsidiary, not the parent company. Therefore even though the parent company meets the Eligible Organisation criteria, the subsidiary itself does not. The Division Council will not take into account the gross revenue and gross assets of any parent company unless the individual sits on the Board of such parent company.

### 5.7 Who is a Senior Government Official?

#### 5.7.1 “Senior Government Official” means:

- (a) The most senior officer of a Significant Government Entity, such as Secretary, Chief Executive or Director General of a government department; or
- (b) 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.

#### 5.7.2 “Senior Government Official” does not include any other officer, employee or member of the Significant Government Entity.

#### 5.7.3 Matters for consideration include, without limitation, whether:

- (a) 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
- (b) If there is a more senior authority that has greater accountability within the Significant Government Entity other than a Minister or the Parliament; or
- (c) If the authority, corporation or entity has a responsibility for governance, beyond providing advice.

### 5.8 What is a Significant Government Entity?

#### 5.8.1 “Significant Government Entity” means:

- (a) 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

## AICD FELLOW CLASS Guidance Note

---

- (b) 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
- (c) The primary regulator at Commonwealth Government level or the primary regulator at State and Territory level,

that satisfies the following for the most recent three (3) consecutive financial years to which the Fellow application relates:

- (i) The consolidated revenue is \$AU25million or more; and
- (ii) Either:
  - (A) The value of the consolidated gross assets is \$AU25million or more; or
  - (B) It has 100 or more employees.

**5.8.2 “Significant Government Entity”** does not include a steering committee, advisory board or similar.

### **Example 1**

Andrea sits on the State Government’s Building Advisory Council. She is a senior executive in a leading building company, and is both a high profile and highly respected member of the building industry. The Advisory Council is established by law, and plays an important role in providing advice to the Minister on the impact of the building regulatory system, building permit levies and across a range of policy and regulatory issues.

The Board that Andrea sits on does not meet the criteria of a Significant Government Entity under the Fellow Criteria. The relevant legislation is clear that the Advisory Council has no responsibility for governance. Furthermore, the Council has revenue of only \$1.5m, has no assets and only five (5) employees. As such, it does not meet the revenue, asset or employee thresholds.

### **Example 2**

Tim is the Secretary of the State’s Department of Transport. This Department has gross assets of \$1 billion and gross revenue of \$500 million. Tim leads more than 2,000 employees across the Department and also plays a leadership role across the State’s transport agencies. The Secretary is also a member of the Transport Advisory Board that is established by the *Transport Administration Act 1988* (NSW). The Secretary is head of the Department, as defined by the *Government Sector Employment Act 2013* (NSW).

The Department meets the criteria of Significant Government Entity under the Fellow Criteria. It exceeds the employee, gross revenue and gross asset threshold criteria for the most recent three (3) consecutive years (to which Tim’s Fellow application relates). The Advisory Board has no governance role, while the Secretary is the legislated head of the Department and responsible for governance under the relevant legislation.

## **5.9 How to determine consecutive years in a role or roles**

**5.9.1** When calculating the years required, the AICD:

- (a) Will take into account the start date and end date for each role; and
- (b) Will not count time spent within a role which overlaps with a second or third role relied on to make up the tenure criteria required.



## AICD FELLOW CLASS Guidance Note

---

5.9.2 “Six Years” requires the applicant to have been in either:

- (a) One (1) role for a minimum period of six (6) consecutive years; or
- (b) Two (2) roles within an eight (8) year period, providing that one (1) of the roles has been for a minimum period of three (3) consecutive years and the second role for the balance of six (6) years.

**Example 1 – Graduate member with a single board position – not currently eligible**

Harry is a GAICD on the board of ABC Enterprises Pty Ltd, an eligible company. He informs the AICD that he has sat on this board for “the past six (6) years”. On reviewing Harry’s length of service on this board, it was discovered that he had sat on the board for five (5) years and eight (8) months. This means that Harry’s length of service is less than the required six (6) years. Harry can apply again in four (4) months’ time.

Harry would not satisfy the Six Years required under the Fellow Criteria because he is four months short of being six (6) consecutive years within one role:

Role 1:                    ABC Enterprises    Jun 2010 - Feb 2016    (5 years 8 months)

**Example 2 – Graduate member with a single board position – eligible**

Xavier is a GAICD on the board of XYZ Pty Ltd, an eligible company. Xavier informs the AICD that he has been eagerly waiting for his six (6) years’ service to mature, so that he can apply to upgrade his member status to Fellow. Xavier’s application shows that he has exactly six (6) years of service on this board.

Xavier would satisfy the Six Years criteria under the Fellow Criteria because he has served the requisite six (6) consecutive years within one (1) role:

Role 1:                    XYZ Pty Ltd            Nov 2010 - Nov 2016    (6 years)

**Example 3 – Graduate member with two board positions – not currently eligible**

Silvia has contacted AICD to enquire on her eligibility for upgrade to Fellow. Silvia holds board positions on two (2) eligible companies and was not sure if AICD would accept concurrent (overlapping) board roles.

Silvia’s board history would not satisfy the Six Years required under the Fellow Criteria because the years across Role 1 and Role 2 overlap and overall the requisite aggregate minimum term has not yet been served:

Role 1:                    ABC Enterprises    Nov 2013 – Nov 2016    (3 years)  
Role 2:                    XYZ Department    Feb 2014 – Feb 2017    (3 months – see Note below)

Note:

Only part of Role 2 (Dec 2016 - Feb 2017) is eligible to be counted due to the overlap with Role 1.

Continued on next page.

---

## AICD FELLOW CLASS

### Guidance Note

---

#### **Example 4 – Graduate member with two board positions – eligible**

Kartik enquired about his eligibility for upgrade to Fellow. Kartik holds board positions on two (2) eligible companies and was aware of AICD's rules on concurrent (overlapping) board roles. However, Kartik queried whether time served under concurrent roles is considered in chronological order and whether each one (1) must be counted in its entirety before considering a subsequent role.

Kartik would satisfy the Six Years criteria under the Fellow Criteria because the required three (3) consecutive years within one (1) role and remaining years in another role is met without counting overlapping years and the six (6) years in total has taken place within an eight (8) year period:

Role 1:	Green Pty Ltd	Mar 2009 – Mar 2014	(4 years: 2009-2013)
Role 2:	XYZ Department	Mar 2013 – Mar 2016	(2 years: 2014-2016)

#### **5.9.3 “Ten Years”** requires the applicant to have been:

- (a) Within a twelve (12) year period, in two (2) roles for an aggregate minimum period of ten (10) years providing that:
  - (i) Role 1 has been for a minimum period of six (6) consecutive years; and
  - (ii) Role 2 has been for a minimum period of three (3) consecutive years; or
- (b) Within a twelve (12) year period, in three (3) roles for an aggregate minimum period of ten (10) years providing that:
  - (i) Role 1 has been for a minimum period of six (6) consecutive years;
  - (ii) Role 2 has been for a minimum period of two (2) consecutive years; and
  - (iii) Role 3 has been for a minimum period of one (1) year.

#### **Example 1 – Member with two board roles - eligible**

Erica was a board member of Company A for six (6) years between November 2001 and November 2007, and then a board member of Company B for four (4) years, from January 2008 to January 2012.

Erica would satisfy the Ten Years required under the Fellow Criteria:

Role 1:	Company A	Nov 2001 – Nov 2007	(6 years: 2001-2007)
Role 2:	Company B	Jan 2008 – Jan 2012	(4 years: 2008-2012)

**Note:**

The Ten Years has been served over a total period of approximately eleven (11) years (2001-2012).

Continued on next page.

---

## AICD FELLOW CLASS Guidance Note

---

### **Example 2 – Member with three overlapping board roles - eligible**

Tom contacted the AICD to clarify his eligibility for upgrade to Fellow. Tom has held three (3) board positions over twelve (12) years with some overlap between these positions, and he is unsure as to how the rules on concurrent roles operate.

Tom would satisfy the Ten Years required under the Fellow Criteria:

Role 1:	Company A	Dec 2002 – Dec 2009	(7 years: 2002-2009)
Role 2:	Company B	Jan 2007 – Jan 2012	(2 years: 2010-2012)
Role 3:	Company C	Feb 2010 – Feb 2014	(1 year: 2012-2013)

#### Notes:

The Ten Years has been served over a total period of approximately twelve (12) years (2002-2014). Where roles overlap, there may be more than one way for the six (6) year, two (2) year and the one (1) year minimum periods to be calculated. Using Example 2 above, the example counts seven (7) consecutive years from Dec 2002 – Dec 2009 from within Role 1. This means that any period of these seven (7) years which overlaps with Role 2 or Role 3 is ineligible to be used to make up the remaining years required. The example then counts the required period of two (2) consecutive years from Role 2 starting at 2010. The same applies for counting the remaining one (1) year required from Role 3. Due to the overlap between Roles 2 and 3, the example counts the remaining one (1) year required starting from February 2012 only.

### **Example 3 – member with multiple board roles totalling ten years, but over 15 years - ineligible**

Bryan contacted the AICD to clarify his eligibility for upgrade to Fellow. Bryan has three (3) board roles that he believes satisfies the requirements for the Fellow upgrade, as together, the roles total the requisite ten (10) years.

Bryan would not satisfy the Ten Years required under the Fellow Criteria because the requisite ten (10) years across the three (3) roles has not been achieved within a twelve (12) year period:

Role 1:	Company A	Nov 2000 – Nov 2006	(6 years: 2000-2006)
Role 2:	Company B	Jan 2010 – Jan 2013	(2 years: 2010-2012)
Role 3:	Company C	Feb 2012 – Feb 2015	(2 years: 2012-2014)

#### Note:

The Ten Years has been served over a total period of approximately fourteen (14) years.

### **Example 4 – member with one board role totalling ten years or more – ineligible**

Godfrey has been a Director of ABC Ltd, an eligible company, for twelve (12) years. He has held no other eligible Director positions. Godfrey has been an AICD member for five (5) years, but has not completed the AICD's Company Director Course assessment.

Godfrey would not satisfy the Ten Years required under the Fellow Criteria because he has only served on the one (1) board for those ten (10) years. Without being a graduate of the AICD's Company Directors Course, an applicant for upgrade to Fellow would need to show a diversity of eligible board experience.

## 5.10 What is a Reference?

**5.10.1 "Reference"** means a reference in writing containing the information set out in Item 5.10.2 from a current Fellow of the AICD who:

## **AICD FELLOW CLASS Guidance Note**

---

- (a) Has known the applicant for a minimum of three (3) years; and
- (b) Is not related to the applicant through marriage or blood.

### **5.10.2 “Reference”**

- (a) A Reference must contain the following information:
  - (i) Length of time the Fellow has known the candidate;
  - (ii) Contexts in which the Fellow has known the candidate;
  - (iii) Vouch for the candidate in relation to their professional career (as it relates to being a Fellow) and their ethical standing and good character;
  - (iv) Confirm that they have sighted the candidate’s application and supporting documentation and, to the best of their knowledge and belief, consider that it is accurate and true;
  - (v) The referee’s full name, address, title and organisation;
  - (vi) The referee’s contact details (telephone number and email address); and
  - (vii) The referee’s original or electronic signature.
- (b) The Division Council will regard highly a Reference which clearly evidences the applicant’s:
  - (i) Excellence in governance in Australia; and
  - (ii) Contribution to, and engagement with, the AICD.

### **5.11 Division Council Discretion**

5.11.1 In circumstances where a Fellow member ceased to be a Member and later seeks to be re-admitted as a Fellow of the AICD, 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.

5.11.2 Division Councils 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) How long 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.

#### **Example 1**

Milica joined the AICD in 2000 and became a Fellow in 2005. In 2015, Milica moved overseas and did not renew her AICD membership. Milica has been a Director on the Board of an Eligible Organisation for fifteen (15) consecutive years. In 2018 Milica returned from overseas and would like to re-join the AICD as a Fellow. Milica passed the AICD’s Company Directors Course assessment in 2005.

Continued on next page.

## AICD FELLOW CLASS Guidance Note

---

Based on the circumstances provided, Milica will likely be re-admitted to the AICD as a Fellow even though she currently does not satisfy the Fellow Criteria. She was a long-standing Member and a Fellow for ten (10) years before her membership lapsed less than five (5) years ago and continues to demonstrate considerable experience, seniority and good standing within the Director and governance community.

### Example 2

Juan joined the AICD in 2010 and became a Fellow in 2012. In 2013 Juan did not renew his membership and provided no reason for his decision not to renew. Juan is a member of Key Management Personnel at his company and reports to the company's CEO and participates in making decisions which may impact a significant part of the company's activities and/or financial standing according to the approved budget. Juan was last appointed as a Director of an Eligible Organisation from 2009 - 2014. In 2018 Juan would like to re-join the AICD as a Fellow.

Based on the circumstances provided, Juan will likely **not** be re-admitted to the AICD as a Fellow since he was only a Fellow for one (1) year before his membership lapsed, has not been a Member for at least five (5) years and does not meet the Six Year requirement. He would need to satisfy the Fellow Criteria to upgrade his membership class to Fellow.

### Example 3

Bill joined the AICD in 2001 and became a Fellow in 2012. He was an Executive Director at an Eligible Organisation for five (5) consecutive years. In 2015 Bill retired from his position and did not renew his membership. In 2017 Bill became a Non-Executive Director at an Eligible Organisation. In 2018 Bill decided to re-join the AICD as a Fellow.

Based on the circumstances provided, Bill will likely **not** be re-admitted to the AICD as a Fellow since he was only a Fellow for three (3) years before his membership lapsed and does not meet the Six Year requirement. He would need to satisfy the Fellow Criteria to upgrade his membership class to Fellow.

### Example 4

Amar joined the AICD in 2000 and became a Fellow in 2010. He was an Executive Director at an Eligible Organisation from 2001 - 2007 and was the Secretary for the State Government Department of Transport from 2007 - 2015. In 2015 Amar retired from his position and did not renew his membership. In 2017 Amar became a Non-Executive Director at an Eligible Organisation. In 2018 Amar decided to re-join the AICD as a Fellow. Amar passed the AICD's Company Directors Course assessment in 2010.

Based on the circumstances provided, Amar will likely be re-admitted to the AICD as a Fellow even though he currently does not satisfy the Fellow Criteria. Unlike Bill in Example 3, Amar was a Fellow for at least five (5) years prior to his membership lapsing less than five (5) years ago. Amar also demonstrates more experience as a Director compared with Bill as he meets the Six Year requirement.

### Example 5

Serena joined the AICD in 2006 and became a Fellow in 2011. Serena was a Director of an Eligible Organisation for seven (7) consecutive years and passed the AICD's Company Directors Course assessment in 2010. In 2015 Serena did not renew her membership due to illness.

In 2017 Serena became a Non-Executive Director at an Eligible Organisation. In 2018 Serena would like to re-join the AICD as a Fellow.

Continued on next page.

## AICD FELLOW CLASS Guidance Note

---

Based on the circumstances provided, Serena will likely be re-admitted to the AICD as a Fellow even though she currently does not satisfy the Fellow Criteria. Serena was a Fellow for four (4) years before unusual or exceptional circumstances required her to lapse her membership. She was a Director of an Eligible Organisation for seven (7) consecutive years and is currently a Non-Executive Director at an Eligible Organisation. She has passed the AICD's Company Directors Course assessment and continues to demonstrate considerable experience, seniority and good standing within the Director and governance community.

### 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.