

Upgrade to Chartered Fellow

Application Guide

Please read the following guidelines before completing an application form.

Institute of DIRECTORS NEW ZEALAND

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Introduction

If the guide notes raise any questions around your eligibility, please contact registrar@iod.org.nz

- You must have been a member of the IoD for at least three (3) continuous years immediately prior to making an application for Chartered Fellow.
- Applications are considered by Council four (4) times a year. Incomplete applications will be returned to the candidate.

Council will be the sole arbiters of a member's suitability to be made a Chartered Fellow. If a Chartered Fellow ceases to be a member of the IoD then they will no longer retain their status as Chartered Fellow. If they later re-join the IoD then they must reapply for Chartered Fellow status, following a further three (3) years as a member in good standing.

To view the full criteria from Appendix B of the Constitution of the Institute of Directors in New Zealand (Inc), see Page 6.

To view the Charter, see Page 7.

Note 1: IoD Company Directors' Course (CDC) and assessment

Chartered Members who have passed the Chartered Member assessment (or equivalent) are required to demonstrate a total of five (5) years elapsed time in entities of substance (see Note 2). Please note, the course and assessment name (CDC or equivalent), date completed and location.

If you believe you have completed an equivalent course or assessment please contact the Registrar for approval of equivalency registrar@iod.org.nz.

Some IoD members have been practising directors for some length of time and have not completed the CDC. In this case the option to apply for Recognition of Prior Leaning (RPL) in place of the CDC is available.

Recognition of Prior Learning process and criteria:

1. The candidate must have at least five (5) years elapsed time on two or more boards of directors, one (1) of which must meet two (2) of the following three (3) criteria:
   (a) Assets >$5m
   (b) Turnover >$10m
   (c) Staff >15

2. The candidate must submit a reflective review exercise – outlining a governance challenge they have faced and their approach to dealing with it.

3. The candidate must have completed, within the last five years, at least one (1) full day of IoD training (or equivalent) at post-CDC level (e.g. Audit and Risk Committees, Chairing the Board or Advanced Health and Safety Governance) within the last five (5) years.

Please contact the Registrar for an application form and to discuss eligibility registrar@iod.org.nz.

Note 2: Elapsed time

Applicants are required to have either five, or ten, years' experience (elapsed time) on two or more boards of organisations of substance. Elapsed time means the periods of time served need to add up to five or ten years actual time.

Examples of situations that would qualify are:

- Five (5) years' service in one company followed by five (5) years' service in a second company (not necessarily consecutively);
- Ten (10) years' service in one company, and three (3) years' service in another (whether or not the periods overlap).

Examples of situations that would not qualify are:

- Five (5) years' concurrent service in two companies;
- Seven (7) years' service in one company and five (5) years' service in a second company over a nine (9) year period of time.

Note 3: Qualifying organisations

An entity of substance must meet the following criteria:

Definition of an organisation of substance	
The organisation must meet **two** of the following criteria: i. The value of the consolidated gross assets the organisation and the entities it controls (if any) is NZ$10 million or more. ii. The consolidated revenue of the organisation and the entities it controls (if any) is NZ$20 million or more. iii. The organisation and the entities it controls (if any) have more than 30 (FTE) employees.	In relation to a Not-for-Profit the organisation must meet the following **three** criteria: i. Does not operate for the profit, personal gain or other benefit of particular people; and ii. Has gross revenue of NZ$5 million or more; and iii. At least **one** of the following applies: - Has at least 25 employees; and/or - Has at least 100 volunteers.

In applying the organisation of substance criteria Council are guided by the following principles:

1. To qualify as an organisation of substance the structure and operation of the entity's board should meet all of the following criteria:
    - The entity's board is an autonomous body that is fully accountable for the strategic business direction and corporate governance of the entity and makes the decisions that determine the entity's prosperity and integrity
    - The board comprises a minimum of four (4) directors, with at least one (1) non-executive director who is also independent (meaning independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgment)
    - The board has formal meetings at least six (6) times per annum.

- If an applicant wishes to include in the list of qualifying directorships a board that does not meet the above criteria, he or she must explain how the board's structure, operational and governance characteristics demonstrate its autonomy and full accountability.

2. That executive directorships be counted for not more than three (3) of ten (10) [or 2 of five] years elapsed time.
3. That directorship of a subsidiary only be included where the subsidiary meets the substance criteria independent of the parent **and** the board of the subsidiary has final accountability.
4. That directorship of a partnership only be included where that board includes an independent director

Note 3a: Completing the qualifying organisation table(s)

Only list organisations who meet the minimum criteria for entity of substance.

Name	Provide the full (legal) name of the organisation
Position	E.g. executive or non-executive director, chair, trustee
Nature	E.g. Incorporated Society, NZ Limited Company, NZ Unlimited, NZ Co-operative Company, Overseas Company, Partnership, Charitable Trust, Crown Entity, Central Government, Local Government, Trusts, Other (please provide details)
Company number	If registered with the Companies Office please provide the number. You can find it at www.companiesoffice.govt.nz. If not, please enter n/a.
Period of office	Please note month and year of start and completion. If current please note month/year –current
Assets, staff/ volunteers and turnover	• Please provide the details for the most recent full financial year in which you were a member of the board. • Please round dollars to the nearest hundred thousand, e.g. NZ$10.8m. • Staff should be recorded as full-time equivalent (FTE).

All information will remain confidential.

Applications should be sent to:

The Registrar
The Institute of Directors in New Zealand
PO Box 25253
Wellington 6146
Email: registrar@iod.org.nz

Excerpt from Appendix B of the Constitution of the Institution of Directors (Inc)

Criteria for Chartered Fellow CFInstD

5. Chartered Fellow (CFInstD)

5.1 Entry to the category of Chartered Fellow of the IoD is by application or invitation. To be eligible for admission to membership as a Chartered Fellow, a person must:

a) have been a member for at least three continuous years immediately prior to application;
b) have satisfied Council that they have the experience and background appropriate for a Chartered Fellow;
c) have provided to Council, in the form determined by Council, a confirmation that they:
    i. will uphold the principles of the Charter
    ii. are of good character; and
    iii. are a fit and proper person to be admitted as a Chartered Fellow (on the basis of such criteria as Council may from time to time determine, subject to such exceptions (if any) as Council may approve, generally or in any specific case); and
d) satisfy one or more of the following criteria:
    i. have completed the IoD Company Directors' Course and passed the Chartered Member assessment determined or approved by Council from time to time (or a course or assessment determined by Council to be equivalent); and have at least five (5) years' experience (elapsed time) as a director or equivalent in two or more organisations of substance (as defined by Council from time to time);
    ii. have at least ten (10) years' experience (elapsed time) as
    iii. a director or equivalent in two or more organisations of substance (as defined by Council from time to time); in exceptional circumstances, have experience and background which, in the opinion of Council, means the person is suitable for admission as a Chartered Fellow – for example, exemplary long service in a single organisation which the individual has built into a significant business.

5.2 Membership as a Chartered Fellow must be renewed annually. To be eligible to renew membership as a Chartered Fellow, a Chartered Fellow must provide to Council, in the form determined by Council, a confirmation that they:

a) satisfy any applicable Chartered Fellow CPD Requirements;
b) will uphold the principles of the Charter;
c) are of good character; and
d) are a fit and proper person to remain a Chartered Fellow (on the basis of such criteria as Council may from time to time determine, subject to such exceptions (if any) as Council may approve, generally or in any specific case).

5.3 A confirmation provided under 5.2 above shall in no event be legally binding on any person or give rise in any way to legal obligations or liabilities, whether to the IoD or any other person. However, if a person fails materially to comply with any confirmation given under 5.2 or provides a confirmation which is false or misleading in any material respect, Council may give notice to that person that they are not eligible to be a Chartered Fellow and, notwithstanding anything in these Rules to the contrary, that person shall then not be eligible to be a Chartered Fellow or a Chartered Member unless and until Council subsequently determines otherwise.

Charter of the Institute of Directors in New Zealand (Inc)

Introduction

The Institute of Directors in New Zealand (Inc) promotes excellence in corporate governance, facilitates directors' professional development, and seeks to enhance the standard and effectiveness of directors through information and education on their legal, moral, financial and general rights and responsibilities.

Chartered Members and Chartered Fellows of the Institute are committed to upholding the principles of the Charter. Their qualifications, background, character and experience make them role models for other members, their organisations and the community as a wholes.

Charter

A Chartered Member or Chartered Fellow should:

1. At all times conduct themselves with the utmost professional and personal integrity and accountability, consistent with the highest ethical standards and recognising the trust and responsibility vested in them.
2. At all times exercise the highest degree of skill, care and diligence in the governance roles entrusted to them, exercising independent thought and applying an enquiring mind, so as to ensure that each organisation with which they are involved obtains the full benefit of their expertise, experience and wisdom.
3. Consistently demonstrate leadership in all facets of their governance roles, and in the Institute, ensuring that other directors and aspiring directors are provided the opportunity to benefit from their expertise, experience and wisdom.
4. Respect always the professional and personal reputations of other directors, aspiring directors, members of the Institute and the Institute itself – and, in particular, not do, or cause or permit to be done, anything which is likely to bring the Institute into disrepute or is otherwise inconsistent with any of the standards and ideals set out in this Charter.
5. Actively support and encourage diversity in the composition of governance bodies.
6. Demonstrate an ongoing commitment to continuing professional development, in order both to retain currency of skills and knowledge and to serve as an example to other directors and aspiring directors.
7. Actively promote, generally, the highest standards of governance.
8. Demonstrate good character, consistent with their role, the prominence of their position within the Institute and in the community as a whole, the principles set out in this Charter, and the objects of the Institute.