



Handbook
For Application as
IOD Chartered Director

Background of “IOD Chartered Member”

For many years, the Institute of Thai Directors has organized many activities to help increase the knowledge and promote the roles of directors in Thai business circle. These events have helped directors to become accepted and recognized by directors, administrators including shareholders as being an important part of business success. Listed companies, especially, have increasingly emphasized the importance of selecting suitable personnel with appropriate knowledge, experiences and abilities to become Directors.

IOD thus foresaw the trend that more quality directors with knowledge and dedication to the company will be required. At present, Thailand has a number of directors who were successful in administering their companies including a number of qualified personnel who are retired or semi-retired from both the government and the private sector. It is the view of the institute that these personnel should be supported and provides opportunities to assist with the business sector by becoming directors. These personnel will be able to devote their time fully to the companies and are ready to be given duties in various sub-committees.

This view complements IOD 2009’s vision that aims to make “IOD an institute that will raise directors to professional level to ensure a secured future for Thai companies”. Therefore, in September 2005, IOD directors appointed an IOD chartered Director working committee to study the possibility to set up an IOD Chartered Director in Thailand. The committee has duties to determine qualities and standards for chartered directors as well as remuneration for directors.

The working committee studied the possibility of having chartered directors as well as chartered director registration from various institutes in Thailand and has provided definition as well as desired qualities of IOD Chartered Director for submission to members of IOD. Members have sent in their approval through questionnaires and the Director Forum in February 2005 as well as in IOD’s General Meeting 2005. Thus, the manual for Chartered Directors were produced.

IOD Chartered Director

An “IOD Chartered Director” is a director of a company or any organization as specified in this IOD handbook, who currently serves exclusively as a director. This person is dedicated to developing the knowledge and skills in performing the duties of a director, especially in corporate governance. This person is sufficiently broad-based, capable of maintaining strong independence and upholding good standard of integrity and business ethics in performing the duties of a director in line with international best practices recognized by IOD.

Application for IOD Chartered Directors

1. Criteria of Applicants

Applicants to IOD Chartered Directors must possess the following qualifications

- 1.1 Is a graduate member or fellow member of IOD with a valid membership
- 1.2 Has experience as directors of a listed company in SET, MAI or foreign stock exchange or accreditation of at least 5 years.
- 1.3 Is dedicated to being a director and does not work as official in any organization except being a professor in government university within the condition that not sustain a position of dean or higher. Must have all of the qualification as mention.
- 1.4 Has all the qualification in being a director in listed-company follows by the Privacy Policy of Securities and Exchange Commission, Thailand (SEC Thailand). Has never been convicted or has bad business morale records or under prosecuting

2. Procedure for becoming an IOD Chartered Director

Applicants meeting the above criteria must apply and be approved to become an IOD Chartered Director through the following procedures:

- 2.1 Submit an application in accordance with IOD committee directions with at least 2 graduate members or fellow members supporting the application.
- 2.2 Meet all criteria as required by the IOD committee

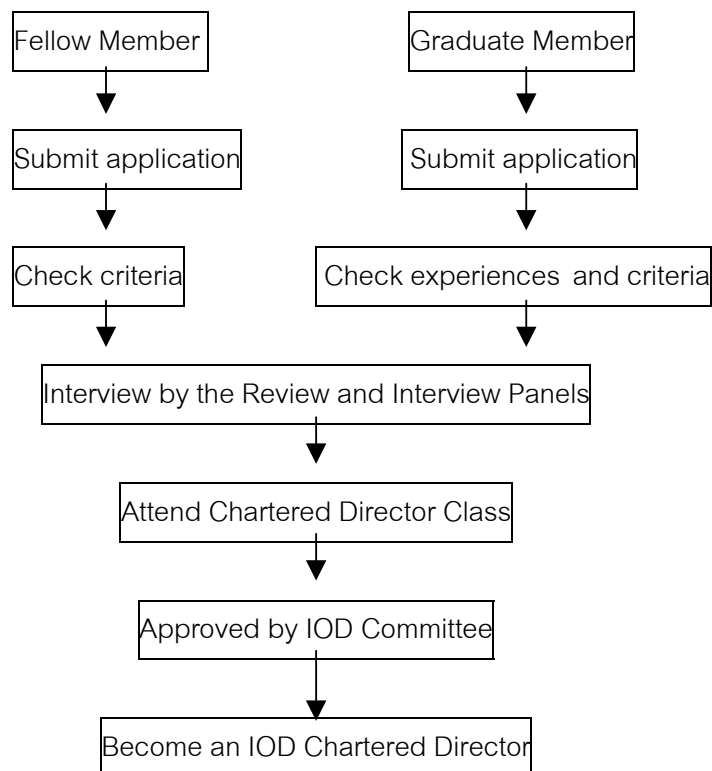
- 2.3 Receive a unanimous vote from the sub-committee as assigned by the IOD Committee in an interview
- 2.4 Received a certificate of Chartered Director Class from IOD and apply to IOD Chartered Director within 1 year .
- 2.5 Attend an IOD's Chartered Director Class
- 2.6 Received approval from the IOD Committee

3. Maintaining Status

A Chartered Director must achieve the following to maintain Chartered Director status

- 3.1 Maintain a valid IOD membership
- 3.2 Attend IOD's Director development seminars and activities in accordance with IOD committee regulations
- 3.3 Serve as no more than 5 directors in a listed company in the SET, MAI or foreign stock exchange at a time
- 3.4 Renew registration as IOD Chartered Director every three years

Procedure for becoming an IOD Chartered Director



Note: member must renew IOD Chartered Director status every three years

Review and Interview Panels

The panels are appointed by the IOD Committee comprising 9-12 sub-committee members who are IOD Chartered Directors or Fellow Member. Duties of the Committee are to screen qualifications of applicants and interview applicants. Each applicant must be screened according to defined criteria and interviewed by 3 sub-committee members.

4. Removal from Membership

IOD Chartered Directors will be immediately removed from membership in case one of the following event occurs:

- 4.1 Did not maintain status as member as stated in 3.
- 4.2 did not serve as director to any company for more than three consecutive years
- 4.3 Was accused or convicted in court from government offices for fraud or corruption in the position of director
- 4.4 Member's name was removed from SET or SEC information system or was barred by order of SET from serving as management or position of authority of a listed company
- 4.5 Was convicted of moral or ethical misconduct as IOD Committee or sub-committee deemed damaging to the image of Chartered Directors
- 4.6 Died, resigned or became bankrupt

** According to SET and SEC, "management" include Directors

** IOD reserves its right to delist the listing of any chartered director in the IOD Chartered Directors List without further notice if it discovers that any information and /or document provided by such chartered director for his/her application under IOD's program of chartered Directors is untrue.

Criteria for Attending IOD Director development Seminars and Activities

As a current IOD Chartered Director, members must attend IOD Director development seminar or activities for at least 50 hours during the 3 year period of membership.

IOD Director development Seminars and Activities include:

- Attending various IOD courses or courses conducted by institutes accepted by IOD
- Participate in seminars under the heading of Good Corporate Governance and Roles of Directors organized by IOD or by institutes accepted by IOD
- Act as lecturer regarding Good Corporate Governance and Role of Directors

Privileges of IOD Chartered Directors

- Your name will be listed in “IOD Chartered Directors” on the IOD website so that Listed Companies seeking professional directors can browse and look for suitable directors.
- Members will be screened for recommendation to companies requesting IOD to mediate in searching for appropriate directors.
- Members can attend special seminars organized for IOD Chartered Directors providing forums for exchange of ideas and experiences at least once a year.
- Members will be looked after as a professional body by IOD and companies related to IOD

IOD Disclaimer

“Membership of IOD Chartered Directors has been set up as a media of namelist of directors who voluntarily submit their names for inclusion in IOD Chartered Directors List. The list aims to provide an option for Listed Companies in screening for company director and is not meant in any way to be a guarantee to find work for those listed in IOD Chartered Directors. The list does not in any way guarantee the knowledge or conduct of members listed and IOD are not responsible in anyway from any damage that may be caused by one side or another. Selected directors and any screening Committees utilizing the list are responsible for using their own judgement in accepting positions or appointments as directors of companies. IOD reserves the right to accept or remove membership from the IOD Chartered Directors list as set down by this manual.”

IOD Chartered Director Code of Professional Conduct

Introduction and Objectives

“IOD Chartered Director Code of Professional Conduct” is compiled to provide a standard for professional conduct as required by IOD that must be followed by everyone to maintain professionalism and credibility of the directors. Any conduct in contrary to this code may lead to removal of member status from IOD Chartered Directors.

Code of Professional Conduct:: Serve as director by strictly following the code and moral conduct set down by IOD

1. Show leadership qualities and use of good judgment in corporate governance leading the company to continual success in the best interest of the organization.
2. Protect rights and interests of shareholders of the company with dedication
3. Protect the rights and interests of employees, clients and trading partners as well as others with interests including society
4. Comply with the law, rules, regulations and good conducts in business management and directorship as well as refrain from any unjust business practice and follow strict code of conduct and responsibilities
5. Remain firm in facts and is honest in business practice and duties as director
6. Avoid conflicts of interest from personal or from any juristic person that are related to duties as directors of the company
7. Refrain from misuse of company information by revealing or permitting the revelation of secret information belonging to the organization.
8. Taking care not to do anything to damage the image of other IOD members and refrain from activities that may affect the good image of the profession of directors.
9. Keep current with news and knowledge regarding conduct of directors and good corporate governance.
10. Maintain the highest standard in work by always keeping in mind this code of conduct both in writing and actual practice. Promote other directors to follow the code.