

# DIPLOMA CENTRE

## Diploma in Corporate Law and Governance



### MODULE 1: Corporate Law and Governance in Ireland

SESSION 1	TIME	DELIVERY
Tuesday 06 October 2020	6:15pm – 8:15pm	Online

- 1 Introduction to the programme and Company Law sources:** The relevance of governance in current practice.
- 2 Company Life Cycle:** a Company Law refresher.

2 hrs. Gen. CPD

SESSION 2	TIME	DELIVERY
Tuesday 13 October 2020	6:15pm – 9:00pm	Online

- 1 Overview of the Companies Act 2014:** Structure & key provisions.

**Start-ups:** Advising clients in relation to company formations including the options available.

- 2 Funding a Start Up:**

3 3 hrs. Gen. CPD

SESSION 3	TIME	DELIVERY
Tuesday 20 October 2020	6:15pm – 8:15pm	Online

- 1 Shareholders Agreements & Constitutional Documents:** Understanding when clients may wish to utilize such agreements and general drafting advices in relation to same.

- 2 Advising Shareholders:** Providing a clear understanding to clients of the powers and duties which flow from membership and relevant advices.

2 hrs. Gen. CPD

### MODULE 2: Corporate Governance

SESSION 4	TIME	DELIVERY
Tuesday 03 November 2020	6:15pm – 8:15pm	Online

- 1 Shareholders Meetings and Board Meetings:**

**Share capital and company status management:** Consolidation, Conversion, Variation in Capital,

- 2 Redemptions 1 & 2**

2 hrs. Gen. CPD

SESSION 5	TIME	DELIVERY
Tuesday 10 November 2020	6:15pm – 9:00pm	Online

- 1 Corporate Governance of regulated entities:**

**Transactions involving directors:**

- 2 Office of the Director of Corporate Enforcement (ODCE):**Legislative framework; powers and functions; the compliance and enforcement roles

3 3 hrs. Gen. CPD

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SESSION 6	TIME	DELIVERY
Tuesday 17 November 2020	6:15pm – 8:45pm	Online

- Workshop 1:** Interactive session problem based scenarios based on sessions 1-5:

1.5 hrs Gen. CPD & 1 hr M&PD

### MODULE 3: Boardroom Simulation

SESSION 7	TIME	DELIVERY
Tuesday 01 December 2020	6:15pm – 8:45pm	Online

- The Practitioner's Perspective of Corporate Governance:**

**Advising Directors:** Providing a clear understanding to clients of the powers and duties of the various officers and agents of the company including a focus on the role and functions of directors; the statutory regulations; the restriction and disqualification of directors

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2.5 hrs. Gen. CPD

SESSION 8	TIME	DELIVERY
Saturday 12 December 2020	10:00am – 2:00pm	Online

- Workshop 2: Boardroom Simulation 1:**

1.5 hrs Gen. CPD & 1 hr M&PD

### MODULE 4: Corporate Transactions and Ancillary Matters

SESSION 9	TIME	DELIVERY
Tuesday 12 January 2021	6:15pm – 8:00pm	Online

- Share Options and Employee Share Plans:** Understanding when clients may wish to utilize such an agreement and general drafting advices in relation to same.

1 hr. Gen. CPD

SESSION 10	TIME	DELIVERY
Tuesday 19 January 2021	6:15pm – 8:15pm	Online

- Tax Issues:**

Irish and EU merger control:

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Financing a Transaction:

2 hrs. Gen. CPD

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SESSION 11	TIME	DELIVERY
Saturday 23 January 2021	10:00am - 12:00pm	Online

- Workshop 3: Boardroom Simulation 2:**

1.5 hrs Gen. CPD & 1 hr M&PD

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- Asset Purchase Agreements:** Advices in relation to the structuring of asset purchase transactions including the drafting of documentation and specific issues re same including the application of the Transfer of Undertakings Regulations

1 hr eCPD

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### MODULE 5: Mergers and Acquisitions

SESSION 12	TIME	DELIVERY
Tuesday 26 January 2021	6:15pm – 8:15pm	Online
1 <b>Share Purchase I:</b> Share Purchase Agreements, Advising the Purchaser: Overview of the M&A process, acquisition strategy for the purchaser, heads of agreement, lock-in & lock out agreement, the due diligence process & the drafting of the share purchase agreement.		
2 <b>Share Purchase II:</b> Acting for the Seller: confidentiality agreements, conditions precedent including merger control notifications; amendments to the share purchase agreement from the vendor's perspective, the disclosure letter		
3 <b>Investment Agreement :</b> Acting for the Investor		
2 hrs. Gen. CPD		

### MODULE 6: Insolvency & Corporate Restructuring

SESSION 13	TIME	DELIVERY
Tuesday 02 February 2021	6:15pm – 8:00pm	Online
1 <b>Trading through the hard times:</b> Advising on the appointment of an Examiner		
Advising during the Receivership Process:		
2 1.5 hrs. Gen. CPD		

SESSION 14	TIME	DELIVERY
Tuesday 09 February 2021	6:15pm – 8:00pm	Online
1 <b>The Winding Up Process:</b> Voluntary Liquidations & Distribution of Assets on Insolvency		
2 <b>Acting during the Winding Up Process:</b> Compulsory Liquidations		
1 hrs. Gen. CPD		

SESSION 15	TIME	DELIVERY
Tuesday 23 February 2021	6:15pm – 8:00pm	Online
1 <b>Practical &amp; financial aspects of both formal &amp; informal restructuring</b>		
<b>Insolvency and Restructuring:</b> Advising directors on duties and potential liabilities; Pre insolvency, their obligations through the restructuring process, implications if they continue to trade when insolvent		
1.5 hrs. Gen. CPD		

SESSION 16	TIME	DELIVERY
Tuesday 02 March 2021	6:15pm – 8:15pm	Online
1 <b>Workshop 4:</b> Problem Question & Discussion based on Insolvency & Corporate Restructuring Module		
2 <b>Exam Preparation Workshop:</b> Interactive session problem based scenarios based on previous exam paper.		
2 hrs. Gen. CPD		

**EXAM DATE: 10 April 2021**

Please note that topics & dates may be subject to change. Draft timetable as of August 2020

\* Gen = General, M&PD = Management and Professional Development, Reg = Regulatory and eLearning = eLearning CPD credits. **CPD Note:** The number of hours of CPD that you may claim in relation to your diploma/certificate course will depend on the way in which you access each of the individual sessions. For further information please visit the course homepage on our website: [www.lawsociety.ie/diplomacentre](http://www.lawsociety.ie/diplomacentre)

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