

DIPLOMA CENTRE

Diploma in Finance Law



MODULE 1: FINANCIAL SERVICES MARKET

SESSION 1	TIME	DELIVERY
Tuesday 10 October 2023	6:00pm - 9:00pm	Onsite & online
<p>1 The Financial Services Market in Ireland: An Introduction to the Irish financial services industry including investment funds; insurance/ reinsurance; banking industry; treasury operations and securitisation and governance authorities; litigation Eoin O'Connor, Managing Partner, Hogan Lovells</p> <p>2 Legislative Provisions - An overview of principle EU Treaties and institutions; EU Law and financial services law; sources of Irish Law; Transposition of EU legislation; recent EU Directives; EU Financial Services Action Plan; The Lamfalussy Process. Garret Byrne, BL</p> <p>3 The Central Bank and Financial Regulation: The role of Central Bank; legislative framework; European legislation; cross-border supervision; regulation of financial entities; codes and guidance; litigation; Central Bank Reform Act 2010. Patrick Ambrose, Head of Legal DLL Ireland</p>		

3 hrs. Gen. CPD*

SESSION 2	TIME	DELIVERY
Tuesday 17 October 2023	6:00pm – 8:10pm	Online
<p>1 Investment Firms I - The Markets in Financial Instruments Directive II (MiFID II); application of MiFID II; authorisation process and exemptions; client classification. Eoin O'Connor, Managing Partner, Hogan Lovells</p> <p>2 Investment Firms II - MiFID II litigation and recent case law and Central Bank sanctions examined. Bill Laffan, Senior Associate, Hogan Lovells</p>		

2 hrs. Gen. CPD

MODULE 2: INDUSTRY SECTORS

SESSION 3	TIME	DELIVERY
Tuesday 24 October 2023	6:00pm – 9:00pm	Online
<p>1 Investment Funds (1): Irish Funds Industry – An overview of the historical development in the context of the IFSC to date; What is an investment fund – Chief characteristics; How does a fund work; Regulation and Taxation of Funds Lorraine Rooney, General Counsel & Head of Product, Goodbody Fund Management Limited</p> <p>2 Investment Funds (2): Fund Legal Structures: Investment Companies; ICAVs; Unit Trusts; Common Contractual Funds; Investment Limited Partnerships and which structure to use? An overview of the Constitutive Documents (Memorandum & Articles, Instrument of Incorporation, Unit Trust Deed, CCF Instrument, Limited Partnership Agreement). Jill Shaw, ESG and Sustainability Lead, A&L Goodbody</p> <p>3 Investment Funds (3): Fund Investment Strategies: Asset Classes- an introduction to Equities; Bonds; Index Tracking; Money Market; Fund of Funds; Master/feeder funds; Multi-Manager Funds; Hedge/Private Equity and Derivatives. Mark Browne, Partner, Clerkin Lynch LLP pre-record</p>		

3 hrs. Gen. CPD

SESSION 4	TIME	DELIVERY
Tuesday 07 November 2023	6:00pm- 9:00pm	Online
<p>1 Investment Funds (4): UCITS Funds (including organisational issues, eligible assets, investment and borrowing restrictions, remuneration, delegation, depositary, UCITS passport) and AIFs (including organisational issues, asset types, remuneration, valuation, delegation, depositaries, inward and outward marketing of AIFs and key differentiation between UCITS and AIFs). David Naughton, Partner, LK Shields Solicitors</p>		

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2 Investment Funds (5): Fund Promoter; Board of Directors of Investment Company or Manager; Management Company (UCITS Management Company/AIFM); Investment Manager Depository/Custodian/Trustee; Sub-Custodian Network; Fund Administrator. An overview of the roles of Prime Broker; Paying/representative agents; Legal Adviser; Sponsoring Broker (for stock exchange listed companies), amongst other parties. **Liam Collins, Partner, Matheson**

3 Investment Funds (6): The Offering Document/Prospectus/KIID – Purpose and Main Contents. Key Managerial and Service Provider Documents including Management Agreement, Administration Agreement, Depository/Custodian Agreement, Business Plan and RMP, including a review of the main provisions of these Agreements. Central Bank Authorisation Process for Investment Funds and ongoing regulation. **Chris Bergin, Senior Associate, A&L Goodbody**

3hrs. Gen. CPD

SESSION 5	TIME	DELIVERY
Tuesday 14 November 2023	6:00pm – 8:30pm	Onsite

1 Workshop 1: Financial Services Market; MiFID II; Investment Funds.
Niall Esler, Partner, Walkers and Eimear Keane, Partner, Walkers

1.5 hrs. Gen. CPD & 1 hr. M&PD*

SESSION 6	TIME	DELIVERY
Tuesday 21 November 2023	6:00pm – 9:00pm	Online

1 Reg-tech: An outline of how Regtech is used for effective compliance in financial institutions, and a look at the changing landscape in light of developments in machine learning, and natural language processing.
Christopher Martin, Of Counsel, A&L Goodbody

2 FinTech; crypto-assets; financial regulation **Mark Browne, Partner, Clerkin Lynch LLP**

3 Credit Union Regulation: A sector review; registry of Credit Unions; regulation of Credit Unions; restructuring; fitness and probity. **Colm Henry, Senior Policy Specialist RCU Policy Team, Central Bank of Ireland**

4 Payment Services – Eimear O'Brien, Partner, Hogan Lovells Pre-record

4 hrs. Gen. CPD

SESSION 7	TIME	DELIVERY
Tuesday 28 November 2023	6:00pm – 9:00pm	Online

1 Insurance (1): An introduction to insurance contracts; prudential regulation; solvency; corporate governance; fitness and probity; conduct of business requirements such as the Consumer Protection Code.
Niall Campbell, Legal Director, Pinsent Masons

2 Insurance (2): Insurance-related issues in corporate transactions. **Claire Scannell, Solicitor, Matheson pre-record**

3 Introduction to Pensions Practice and Regulation in Ireland: Contexts for private sector pension provision, tax/revenue approval, application of trust law, Pensions Act and Regulations, IORP Directives, pensions products. **Brendan Roche, Solicitor, Head of Legal, The Pensions Authority**

4 Sustainable finance: An introduction – Sustainable Finance v Green Finance v Climate Finance; key European regulations and initiatives; developments in Ireland
Jill Shaw, ESG and Sustainability Lead, A&L Goodbody pre-record

4 hrs. Gen. CPD

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ASSIGNMENT RELEASE DATE: 1 DECEMBER 2023

MODULE 3: BANKING SECTORS

SESSION 8	TIME	DELIVERY
Tuesday 05 December 2023	6:00pm – 9:00pm	Online
<p>1 Regulation of Banking in Ireland: The role of Central Bank; role of SSM; licensing of deposit takers; banking license; authorisation process; Banking Passport; Supervision; regulatory capital requirements; BRRD; ECB Regulation <i>Robert Cain, Partner, Arthur Cox</i> Pre-record</p> <p>2 Mortgage Arrears Code/Sale of Non-Performing Loans/Regulation of Transfer of Mortgages. <i>Nora Beausang, Solicitor</i></p> <p>3 Codes of Practice: Central Bank Regulations and Codes covering consumer protection, SME lending, lending to related parties. <i>William Johnston, Consultant, ByrneWallace</i></p> <p>4 Individual Accountability Framework and SEARS: An Overview of the Central Bank of Ireland (Individual Accountability Framework) Act 2023, the Senior Executive Accountability Regime (SEAR), Conduct Standards; enhancements to the Fitness & Probity (F&P) regime; Amendments to the Administrative Sanctions Procedure (ASP).</p>		

4 hrs. Gen. CPD

SESSION 9	TIME	DELIVERY
Tuesday 12 December 2023	6:00pm – 8:00pm	Onsite

- Workshop 2: Regulation of Banking/Credit Unions/Insurance**
Patrick Ambrose, Head of Legal DLL Ireland

1hr. Gen. CPD & 1 hr M&PD

MODULE 4: LOAN FINANCING

SESSION 10	TIME	DELIVERY
Tuesday 09 January 2024	6:00pm – 9:00pm	Online

- Corporate Banking:** Wholesale Banking; loan facilities; corporate loan agreements transfer of loan assets; syndicated loans *William Johnston, Consultant, ByrneWallace*
- Banking Documentation:** Floating Charges; provisions and implications; Chattel mortgages; real property mortgages; mortgage drafting; corporate debentures; guarantees; *Paul McMahon, Solicitor*
- Registration of security/financial assistance/independent advice** *William Johnston, Consultant, ByrneWallace*

3 hrs. Gen. CPD

SESSION 11	TIME	DELIVERY
Tuesday 16 January 2024	6:00pm – 9:00pm	Online

- Lending Transactions:** The inter-creditor arrangements; contractual and structural subordination; enforceability of agreements; subordination agreement drafting; priority agreement; ranking of security; CA 2014. *Donal O'Donovan, Partner, Matheson*
- Loan Market Association (LMA) and documentation:** The role of the LMA; syndicated lending; investment grade loans; leveraged loans; LMA leveraged facility agreement; conditions precedent. *Martin O'Neill, Of Counsel, McCann FitzGerald LLP*

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- 3 **Leveraged Acquisition Finance:** The objectives of leveraging; leveraged buyout structures; sources of finance; senior debt in buyouts; mezzanine debt; High Yield Debt; Paid-in-Kind (PIK) Debt; security documentation. *Cathy Grant, Partner, Mason Hayes & Curran*

3 hrs. Gen. CPD

SESSION 12	TIME	DELIVERY
Tuesday 23 January 2024	6:00pm - 9:00pm	Online
1 Equity Financing: An overview of equity financing for private companies; equity financing for PLCs; equity financing vs. debt financing; structure of private acquisitions; structure of public acquisitions; regulation and documentation <i>Clare McAndrew, Head of Legal, BNY Melon</i>		
2 Listing and on-going obligations on Euronext Dublin: Euronext Dublin; role of the central bank; regulation of the securities market; EU legislative framework; Euronext Dublin admission process; Euronext Dublin rule books; Euronext Dublin listing rules. <i>Mark Kennedy, Regulation Manager, Euronext Dublin</i>		
3 Insider Dealing and Market Manipulation: The regulated markets; non-regulated markets; insider dealing; penalties and remedies; Market Abuse Directive; market manipulation; disclosure of information; DCC v Fyffes; DPP v Byrne; enforcement; Market Abuse Regulation <i>Garret Byrne, BL</i>		

3 hrs. Gen. CPD

ASSIGNMENT SUBMISSION DATE: 26 January 2024 – 40%

SESSION 13	TIME	DELIVERY
Tuesday 30 January 2024	6:00pm – 8:00pm	Onsite
1 Workshop 3: Loan Financing <i>William Johnston, Consultant, ByrneWallace</i> 1 hr. Gen. CPD & 1 hr. M&PD		

MODULE 5: CAPITAL MARKETS & CORPORATE GOVERNANCE

SESSION 14	TIME	DELIVERY
Tuesday 06 February 2024	6:00pm – 9:00pm	Online
1 Structured Finance and Securitisation: An overview of structured finance; securitization; types of assets; types of securitization; tax considerations; insolvency law and banking law; prospectus law; recent trends. <i>Eimear Burbridge, Of Counsel, Walkers and Paddy Rath, Partner, Walkers</i>		
2 Bond Market: An overview of bond market participants; bond market or banks; ways in which bonds are used; typical terms and conditions; rights of bond holders and what happens in a default scenario. <i>Patrick Ambrose, Pre-recorded Lecture</i>		
3 Derivatives and International Swaps and Derivatives Association (ISDA) documentation: The nature of a derivative, common types of derivatives and reasons to transact them; derivatives markets; common legal issues affecting derivatives; documentation of derivatives (focusing on privately negotiated derivatives and ISDA documentation); ISDA's Irish law governed documentation; derivatives regulation (focusing on EMIR). <i>Hugh Beattie, Partner, McCann FitzGerald Pre-recorded Lecture</i>		

3 hrs. Gen. CPD

SESSION 15	TIME	DELIVERY
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Tuesday 20 February 2024

6:00pm – 9:00pm

Online

1 **Corporate Governance:** An introduction to corporate governance themes; role of directors; codes of conduct; central bank requirements, such as the fitness and probity; standards; administrative sanctions; ODCE; case law examples. **John Darby, Senior Legal Advisor, PM Group**

2 **Power and Authority of Directors:** The basis of corporate power; directors' powers; transactions involving directors; lending transactions documentation; directors' duties; Companies Act 2014. **John Darby, Senior Legal Advisor, PM Group**

3 **Execution of Agreements/Virtual execution/Delivery/Legal Opinions** **William Johnston, Consultant, ByrneWallace**

3 hrs. Gen. CPD

SESSION 16

TIME

DELIVERY

Tuesday 27 February 2024

6:00pm – 8:00pm

Online

1 **Recovery and Restructuring:** An overview of workout agreements; workout vs. insolvency; workout process; standstill agreements; restructuring agreements; alternatives to restructuring **Kevin Lynch, Partner, Arthur Cox**

2 **Money Laundering:** framework and rules; risk-based approach; customer due diligence; internal policies and procedures; training requirements; reporting obligations; whistle-blowing; offences and penalties. **Paula Reid, Partner, A&L Goodbody Pre-recorded lecture**

3 **The Financial Services and Pensions Ombudsman Act 2017:** The jurisdiction and powers of the Financial Services and Pensions Ombudsman and method of dealing with complaints. **John Darby, Consultant, Flynn O'Driscoll Solicitors**

3 hrs. Gen. CPD

SESSION 17

TIME

DELIVERY

Tuesday 05 March 2024

6:00pm – 8:30pm

Onsite

1 **Workshop 4: Exam Prep workshop**

Lorraine Rooney, General Counsel & Head of Product, Goodbody Fund Management Limited

1.5 hr. Gen. CPD & 1 hr. M&PD

EXAM DATE: TBC – 60%

Please note that topics & dates may be subject to change. Draft timetable as of June 2023.

* 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