

DIPLOMA CENTRE

Certificate in Company Secretarial Law & Practice



MODULE 1: COMPANY LAW, THE SECRETARY, THE BOARD AND MEMBERS

SESSION 1	TIME	DELIVERY
Tuesday 1 February 2022	6.00 pm – 8.45pm	Online

Course introduction

Geraldine Rafferty, Barrister, Diploma Centre, Law Society of Ireland

- 1 **The role of the Company Secretary:** The role and duties of the Company Secretary; selection and appointment; enforcement of company law offences against Company Secretaries.

- 2 **Incorporation and its consequences and the company life cycle:** Advantages and consequences of incorporation; an overview of the life cycle of a company and the involvement of the Company Secretary.

2 hrs. Gen. CPD

SESSION 2	TIME	DELIVERY
Thursday 3 February 2022	ONLINE RELEASE	Online

- 3 **The Companies Act – Structure & key provisions (I):** Background to the Companies Act; transactional obligations – private company limited by shares; transactional obligations – other companies.

- 4 **The Companies Act – Structure & key provisions (II):** New obligations and new regulations; key innovations in the Act; part by part review of the Act's key implications for business.

2 hrs. Gen. CPD

SESSION 3	TIME	DELIVERY
Tuesday 8 February 2022	6.00pm – 9.00pm	Online

- 1 **Maintaining the statutory registers including due diligence of statutory registers:** statutory registers; minute registers; due diligence.

- 2 **Resolutions:** Members resolutions – ordinary resolution and special resolution; methods of approval; directors' resolutions; documenting of resolutions passed at directors meetings.

- 3 **Directors and Members meetings (effective minute taking):** The law governing the conduct of general and members meetings; the role of the secretary before, during and after general meetings; key tasks in planning, organising and conducting board meetings; effective minute taking.

3 hrs. Gen. CPD

MODULE 2: CORPORATE COMPLIANCE

SESSION 4	TIME	DELIVERY
Tuesday 15 February 2022	6.00pm – 9.00pm	Online

- 1 **Company Incorporation Process:** How to incorporate; the requirements for incorporation; CRO documentation; post incorporation requirements; branches – an overview of establishment requirements, when used in preference to a company and annual filing requirements.

- 2 **Registered office & headed paper requirements:** Registered office address; headed paper requirements; registration of business names.

- 3 **Corporate Governance 1 – Enforcement:** Background and role of the ODCE; civil orders and undertakings – restriction and qualification; criminal prosecutions; breaches and advice.

3 hrs. Gen. CPD

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SESSION 5	TIME	DELIVERY
Tuesday 01 March 2022	6.00pm – 9.00pm	Online
1	Directors 1: Types; appointment; resignation; removal; the restriction and disqualification of directors.	
ONLINE RELEASE		
2	Directors 2 - Duties of directors: Sources of director's duties; Part 5 <i>Companies Act 2014</i> ; case law. Transactions involving directors: Substantial property transactions and directors' service contracts, loans and credit transactions with directors	
ONLINE RELEASE		
3	The Members: What is a member?; types of shareholder; members' rights, duties and liabilities; the register of members	
3 hrs. Gen. CPD		
SESSION 6	TIME	DELIVERY
Tuesday 8 March 2022	6.00pm – 8.30pm	Online
1	Annual Returns & Financial Statements: Annual Return altering an ARD; late filing; practicalities of competition and common errors; statutory financial statements; revision of defective financial statements.	
2	Companies (Accounting) Act 2017: Main provisions; mandatory e-filing requirements;	
ONLINE RELEASE		
3	Registration of Charges: s409(1) <i>Companies Act 2014</i> ; exceptions to registration; share charge – foreign incorporated company; procedure for registration; consequences for failure to register	
3 hrs. Gen. CPD		
SESSION 7	TIME	DELIVERY
Saturday 12 March 2022	9.30am – 4.00pm	Online
1	Corporate Governance 2: Understanding governance from a practitioner's perspective.	
Workshop I		
2	Boardroom behaviours	
The Members & Directors Duties 2: What is a member?; types of shareholder; members' rights, duties and liabilities; the register of members		
3		
4 hrs. Gen. & 2 hrs. M&PD CPD		
MODULE 3: CORPORATE COMPLIANCE 2 - SHARES		
SESSION 8	TIME	DELIVERY
Tuesday 15 March 2022	6.00pm – 8.30pm	Online
1	Introduction to Shares & Share Capital: Share capital and shares; maintenance of share capital; doctrine types; classes of shares; allotment of shares; alteration of share capital; consolidation and subdivision; variation of share rights.	
Transfer of Shares: Chapter 5 <i>Companies Act 2014</i> ; transfer procedure and documentation; share transfer forms; stamp duty; section 97 transmission of shares.		
2		
2.5 hrs. Gen. CPD		
SESSION 9	TIME	DELIVERY
Tuesday 22 March 2022	6.00pm – 9.00pm	Online

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1 **Acquisition of Shares:** Redemption & buyback; S105 *Companies Act 2014*; redemption procedure; redeemable shares; procedure for buyback; PLC and acquisition of shares.

2 **Distributions:** What are distributions; procedures for declaration and payments; bonus issues; distributions by a PLC.

3 **Summary Approvals Procedure**

3hrs. Gen. CPD

SESSION 10	TIME	DELIVERY
Saturday 02 April 2022	10am – 12.30pm	Online

1 **Workshop II**
Corporate Compliance

2.5 hrs. Gen. CPD

MODULE 4: CORPORATE COMPLIANCE 3 – WIND UP

SESSION 11	TIME	DELIVERY
Tuesday 5 April 2022	6.00pm – 8.30pm	Online

1 **Wind Up:** Part 11 *Companies Act 2014*, winding up by court; members voluntary winding up; creditors voluntary winding up; conduct of winding up; liquidators; completion of winding up.

2 **Strike Off & Restoration:** Strike off – involuntary/voluntary; steps to implement a voluntary strike off; significant changes under *2014 Companies Act*; objection and cancellation of strike off; restoration to the register.

2.5 hrs. Gen. CPD

SESSION 12	TIME	DELIVERY
Saturday 23rd April 2022	10.00am – 3.00pm	Online

1 **Workshop III**
Interactive problem-based case studies based on sessions 8-10

2 hrs. Gen. & 1 hrs. M&PD

MODULE 5: PUBLIC LIMITED COMPANY

SESSION 13	TIME	DELIVERY
Tuesday 26 th April 2022	ONLINE RELEASE	Online

2 An introduction to the Company Secretarial requirements of a PLC

1 hr. Gen. CPD

SESSION 14	TIME	DELIVERY
Saturday 7 th May 2022	10.00am – 12.00pm	Online

1 **Exam Workshop**
Exam revision session

2 hrs. Gen. CPD

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EXAM: 11 JUNE 2022

Please note that topics & dates may be subject to change. Draft timetable as of December 2021.

* 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