

DIPLOMA CENTRE

Diploma in Corporate Law and Governance



MODULE 1: Corporate Law and Governance in Ireland

SESSION 1

TIME

DELIVERY

Tuesday 08 March 2022

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.

2.5 hrs. Gen. CPD

SESSION 2

TIME

DELIVERY

Tuesday 15 March 2022

6:15pm – 9:00pm

Online

- 1 **Overview of the Companies Act 2014:** Structure & key provisions.
- 2 **Start-ups:** Advising clients in relation to company formations including the options available.

- 3 **Funding a Start Up:**

2.5 hrs. Gen. CPD

SESSION 3

TIME

DELIVERY

Tuesday 22 March 2022

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.

2.5 hrs. Gen. CPD

MODULE 2: Corporate Governance

SESSION 4

TIME

DELIVERY

Tuesday 29 March 2022

6:15pm – 8:15pm

Online

- 1 **Shareholders Meetings and Board Meetings:**
- 2 **Share capital and company status management:** Consolidation, Conversion, Variation in Capital, Redemptions 1 & 2

2 hrs. Gen. CPD

SESSION 5

TIME

Tuesday 29 March 2022

Online Release

- 1 **Corporate Governance of regulated entities:**
- 2 **Transactions involving directors:**
- 3 **Office of the Director of Corporate Enforcement (ODCE):** Legislative framework; powers and functions; the compliance and enforcement roles, Companies (Corporate Enforcement Authority) Bill 2021 and the establishment of a new independent statutory authority, the Corporate Enforcement Authority (“CEA”).

3 hrs. Gen. CPD

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SESSION 6	TIME	DELIVERY
Tuesday 05 April 2022	6:15pm – 8:30pm	Online

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

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

MODULE 3: Boardroom Simulation

SESSION 7	TIME	DELIVERY
Tuesday 26 April 2022	6:15pm – 8:30pm	Online

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

2 **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

2 hrs. Gen. CPD

SESSION 8	TIME	DELIVERY
Saturday 30 April 2022	10:00am – 2:00pm	Online

1 **Workshop 2: Boardroom Simulation 1:**

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

MODULE 4: Corporate Transactions and Ancillary Matters

SESSION 9	TIME	DELIVERY
Tuesday 03 May 2022	6:15pm – 8:00pm	Online

1 **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 10 May 2022	6:15pm – 8:15pm	Online

1 **Tax Issues:**

2 **Irish and EU merger control:**

3 **Financing a Transaction: Online Release**

2 hrs. Gen. CPD

SESSION 11	TIME	DELIVERY
Saturday 14 May 2022	10:00am - 12:00pm	Online

1 **Workshop 3: Boardroom Simulation 2:**

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

2

1 hr. CPD

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MODULE 5: Mergers and Acquisitions

SESSION 12

TIME

DELIVERY

Tuesday 17 May 2022

6:15pm – 8:15pm

Online

- Share Purchase I:** 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.
- Share Purchase II:** 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
- Investment Agreement :** Acting for the Investor

2 hrs. Gen. CPD

MODULE 6: Insolvency & Corporate Restructuring

SESSION 13

TIME

DELIVERY

Tuesday 24 May 2022

6:15pm – 8:15pm

Online

- Trading through the hard times:** Advising on the appointment of an Examiner
- Advising during the Receivership Process:**

2 hrs. Gen. CPD

SESSION 14

TIME

DELIVERY

Tuesday 31 May 2022

6:15pm – 8:15pm

Online

- The Winding Up Process:** Voluntary Liquidations & Distribution of Assets on Insolvency
- Acting during the Winding Up Process:** Compulsory Liquidations

2 hrs. Gen. CPD

SESSION 15

TIME

Tuesday 31 May 2021

Online release

- Practical & financial aspects of both formal & informal restructuring**
- Insolvency and Restructuring:** Advising directors on duties and potential liabilities; Pre insolvency, their obligations through the restructuring process, implications if they continue to trade when insolvent

2 hrs. Gen. CPD

SESSION 16

TIME

DELIVERY

Tuesday 07 June 2021

6:15pm – 8:15pm

Online

- Workshop 4:**
Problem Question & Discussion based on Insolvency & Corporate Restructuring Module

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2 Exam Preparation Workshop: Interactive session problem based scenarios based on previous exam paper.

2 hrs. Gen. CPD

EXAM DATE: 09 July 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