

DIPLOMA CENTRE

Certificate in Company Secretarial Law & Practice



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

SESSION 1	TIME	DELIVERY
Wednesday 8 February 2023	6.00pm – 8.45pm	Onsite

Opening introduction

Jillian O'Sullivan, President CGI & Conn Cleary, Regional Manager, CGI

Course introduction

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

- The Companies Act – Structure & key provisions (I):** Background to the Companies Act; transactional obligations – private company limited by shares; transactional obligations – other companies.
Daibhi O'Leary, Senior Associate, Arthur Cox
- 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.
Daibhi O'Leary, Senior Associate, Arthur Cox

2 hrs. Gen. CPD

SESSION 2	TIME	DELIVERY
Friday 10 February 2023	Online Release	Online

- 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.
Eleanor Daly, Solicitor, Director & Associate General Counsel Global Corporate Meta
- 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.
Tracy MacDevitt, Solicitor,

2 hrs. Gen. CPD

SESSION 3	TIME	DELIVERY
Wednesday 15 February 2023	6.00pm – 9.00pm	Online

- Maintaining the statutory registers including due diligence of statutory registers:** statutory registers; minute registers; due diligence.
Ruairi Cosgrove, Director, PwC
- Resolutions:** Members resolutions – ordinary resolution and special resolution; methods of approval; directors' resolutions; documenting of resolutions passed at directors meetings.
Ruairi Cosgrove, Director, PwC
- 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.
Fiona Barry, Senior Manager, PwC

3 hrs. Gen. CPD

MODULE 2: CORPORATE COMPLIANCE

SESSION 4	TIME	DELIVERY
Wednesday 22 February 2023	6.00pm – 9.00pm	Online

- 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.
Conor Sweeney, Managing Director, CLS Chartered Secretaries

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

Conor Sweeney, Managing Director, CLS Chartered Secretaries

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

Claire Cummins, Barrister

3 hrs. Gen. CPD

SESSION 5	TIME	DELIVERY
Wednesday 01 March 2023	6.00pm – 9.00pm	Online
1 Directors 1: Types; appointment; resignation; removal; the restriction and disqualification of directors. Invited 22/11 Salvador Nash, Director, KPMG		
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 John Darby, Consultant Solicitor, Flynn O'Driscoll		
3. The Members: What is a member?; types of shareholder; members' rights, duties and liabilities; the register of members John Darby, Consultant Solicitor, Flynn O'Driscoll		

3 hrs. Gen. CPD

SESSION 6	TIME	DELIVERY
Wednesday 8 March 2023	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. Salvador Nash, Director, KPMG		
2 Companies (Accounting) Act 2017: Main provisions; mandatory e-filing requirements; Salvador Nash, Director, KPMG		

2.5 hrs. Gen. CPD

- 3 **ONLINE RELEASE**
Registration of Charges: s409(1) *Companies Act 2014*; exceptions to registration; share charge – foreign incorporated companies; procedure for registration; consequences for failure to register:
Robert Potter Cogan, Senior Associate, Evershed Sutherland

SESSION 7	TIME	DELIVERY
Saturday 11 March 2023	9.30am – 4.00pm	Onsite
1 Corporate Governance 2: Understanding governance from a practitioner's perspective. TBC		
2 Workshop I - This workshop is online only Boardroom behaviours TBC		

4 hrs. Gen. & 2 hrs. M&PD CPD

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MODULE 3: CORPORATE COMPLIANCE 2 - SHARES

SESSION 8	TIME	DELIVERY
Wednesday 15 March 2023	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. <i>Ray Hunt, Head of Company Secretarial and Compliance Services, McCann FitzGerald</i>		
2 Transfer of Shares: Chapter 5 <i>Companies Act 2014</i> ; transfer procedure and documentation; share transfer forms; stamp duty; section 97 transmission of shares. <i>Ray Hunt, Head of Company Secretarial and Compliance Services, McCann FitzGerald</i>		

2.5 hrs. Gen. CPD

SESSION 9	TIME	DELIVERY
Wednesday 22 March 2023	6.00pm – 9.00pm	Online
1 Acquisition of Shares: Redemption & buyback; S105 <i>Companies Act 2014</i> ; redemption procedure; redeemable shares; procedure for buyback; PLC and acquisition of shares. <i>Emma Hickey, Associate Director, Company Compliance & Governance, Arthur Cox</i>		
2 Distributions: What are distributions; procedures for declaration and payments; bonus issues; distributions by a PLC. <i>Emma Hickey, Associate Director, Company Compliance & Governance, Arthur Cox</i>		
3 Summary Approvals Procedure <i>John Darby, Consultant Solicitor, Flynn O'Driscoll</i>		

3hrs. Gen. CPD

SESSION 10	TIME	DELIVERY
Saturday 1 April 2023	10am – 12.30pm	Onsite
1 Workshop II Corporate Compliance <i>TBC</i>		

2.5 hrs. Gen. CPD

MODULE 4: CORPORATE COMPLIANCE 3 – WIND UP

SESSION 11	TIME	DELIVERY
Wednesday 19 April 2023	6.00pm – 8.30pm	Online
1 Wind Up: Part 11 <i>Companies Act 2014</i> , winding up by court; members voluntary winding up; creditors voluntary winding up; conduct of winding up; liquidators; completion of winding up. <i>Jillian O'Sullivan, Partner, Company Secretarial and Outsourced Payroll, Grant Thornton</i>		
2 Strike Off & Restoration: Strike off – involuntary/voluntary; steps to implement a voluntary strike off; significant changes under 2014 <i>Companies Act</i> ; objection and cancellation of strike off; restoration to the register. <i>Jillian O'Sullivan, Partner, Company Secretarial and Outsourced Payroll, Grant Thornton</i>		

2.5 hrs. Gen. CPD

SESSION 12	TIME	DELIVERY
Saturday 22 April 2023	10.00am – 3.00pm	Onsite
1 Workshop III		

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Interactive session

TBC

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

MODULE 5: PUBLIC LIMITED COMPANY

SESSION 13	TIME	DELIVERY
Wednesday 26 April 2023	ONLINE RELEASE	Online Release
1	An introduction to the Company Secretarial requirements of a PLC <i>Fiona Gildea, Deputy Company Secretary and Head of Governance, Flutter Entertainment plc</i>	

1 hr. Gen. CPD

SESSION 14	TIME	DELIVERY
Saturday 6 May 2023	10.00am – 12.00pm	Online Only
1	Exam Workshop Exam revision session <i>John Darby, Consultant Solicitor, Flynn O'Driscoll</i>	

2 hrs. Gen. CPD

EXAM: TBC

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