

DIPLoma CENTRE

Diploma in Corporate Law and Governance



MODULE 1: Corporate Law and Governance in Ireland

SESSION 1	TIME	DELIVERY
Tuesday 20 February 2024	6:00pm – 8:15pm	Online

1 **Introduction to the programme and Company Law sources:** The relevance of governance in current practice.
Paul Egan, SC, Of Counsel, Mason Hayes & Curran

2 **Company Life Cycle:** a Company Law refresher.

2.5 hrs. Gen. CPD

SESSION 2	TIME	DELIVERY
Tuesday 27 February 2024	6:00pm – 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:**

3 hrs. Gen. CPD

SESSION 3	TIME	DELIVERY
Tuesday 05 March 2024	6:00pm – 8.15pm	Online

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

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

2 hrs. Gen. CPD

MODULE 2: Corporate Governance

SESSION 4	TIME	DELIVERY
Tuesday 12 March 2024	6:00pm – 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	DELIVERY
Tuesday 19 March 2024	6:00pm-9:00pm	Online

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

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3 hrs. Gen. CPD

SESSION 6	TIME	DELIVERY
Tuesday 09 April 2024	6:00pm – 8:15pm	Online
1 Workshop 1: Interactive session problem based scenarios based on sessions 1-5:		
1 hrs. Gen. CPD & 1 hr. M&PD		

MODULE 3: BOARDROOM SIMULATION

SESSION 7	TIME	DELIVERY
Saturday 13 April 2024	10:00-4:00pm	Onsite Only
Onsite attendance required as session will not be webcast		
1 The Practitioner's Perspective of Corporate Governance:		
2 Workshop 2: Boardroom Behaviours		
4 hrs. Gen. CPD & 1 hr. M&PD		

MODULE 4: Corporate Transactions and Ancillary Matters

SESSION 8	TIME	DELIVERY
Tuesday 16 April 2024	6:00pm-8:15pm	Online
1 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 Share Options and Employee Share Plans: Understanding when clients may wish to utilize such an agreement and general drafting advices in relation to same.		
2hrs. Gen. CPD		

SESSION 9	TIME	DELIVERY
Tuesday 23 April 2024	6:00pm-8:15pm	Online
1 Tax Issues: John Darby, Consultant Solicitor, Flynn O'Driscoll Solicitors		
2 Irish and EU merger control John Darby, Consultant Solicitor, Flynn O'Driscoll Solicitors		

SESSION 10	TIME	DELIVERY
Tuesday 30 April 2024	6:00pm-8:15pm	Online
1 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. John Darby, Consultant Solicitor, Flynn O'Driscoll Solicitors		
2 Financing a Transaction: Deirdre McBennett, Partner, Byrne Wallace		

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MODULE 5: Mergers and Acquisitions

SESSION 11	TIME	DELIVERY
Tuesday 7 May 2024	6pm-9pm	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

3hrs. Gen. CPD

MODULE 6: Insolvency and Corporate Restructuring

SESSION 12	TIME	DELIVERY
Tuesday 14 May 2024	6:00pm – 8:15pm	Online

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

- Advising during the Receivership Process:**

2hrs. Gen. CPD*

SESSION 13	TIME	DELIVERY
Saturday 18 May 2024	10:00am- 2:00pm	Onsite Only

Onsite attendance required as workshop will not be webcast

- Workshop 3: Boardroom Simulation 2:**

2 hrs. Gen. CPD*

SESSION 14	TIME	DELIVERY
Tuesday 21 May 2024	6:00pm-8:00pm	Online

- The Winding Up Process:** Voluntary Liquidations & Distribution of Assets on Insolvency

- Acting during the Winding Up Process:** Compulsory Liquidations

2hrs. Gen. CPD*

SESSION 15	TIME	DELIVERY
Tuesday 28 May 2024	6:00pm-8:00pm	Online

- 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

2hrs. Gen. CPD*

SESSION 16	TIME	DELIVERY
Saturday 08 June 2024	10:00am- 2:00pm	Onsite Only

Onsite attendance required as workshop will not be webcast

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

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3hrs Gen. CPD

Assignment Due Date: 3pm Wednesday 10 July 2024

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