

# DIPLOMA CENTRE

## Certificate in Company Secretarial Law & Practice



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

SESSION 1	TIME	DELIVERY
<b>Wednesday 7 February 2024</b>	<b>6.00pm – 8.45pm</b>	<b>Onsite &amp; Online</b>
<u>Opening introduction</u> <b>Address from CGI (TBC)</b>		
<u>Course introduction</u> <b>Geraldine Rafferty, Barrister, Diploma Centre, Law Society of Ireland</b>		
1 <b>The role of the Company Secretary:</b> The role and duties of the Company Secretary; selection and appointment; enforcement of company law offences against Company Secretaries.		
2 <b>Incorporation and its consequences and the company life cycle:</b> 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
<b>Wednesday 14 February 2024</b>	<b>6.00pm to 8.00pm</b>	<b>Online</b>
1 <b>The Companies Act – Structure &amp; key provisions (I):</b> Background to the Companies Act; transactional obligations – private company limited by shares; transactional obligations – other companies.		
2 <b>The Companies Act – Structure &amp; key provisions (II):</b> 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
<b>Wednesday 21 February 2024</b>	<b>6.00pm – 9.00pm</b>	<b>Online</b>
1 <b>Maintaining the statutory registers including due diligence of statutory registers:</b> statutory registers; minute registers; due diligence.		
2 <b>Resolutions:</b> Members resolutions – ordinary resolution and special resolution; methods of approval; directors' resolutions; documenting of resolutions passed at directors meetings.		
3 <b>Directors and Members meetings (effective minute taking):</b> 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
<b>Wednesday 28 February 2024</b>	<b>6.00pm – 9.00pm</b>	<b>Online</b>
1 <b>Company Incorporation Process:</b> 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 <b>Registered office &amp; headed paper requirements:</b> Registered office address; headed paper requirements; registration of business names.		
3 <b>Corporate Governance 1 – Enforcement:</b> Background and role of the ODCE; civil orders and undertakings – restriction and qualification; criminal prosecutions; breaches and advice.		

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- 4 ONLINE RELEASE**  
**Corporate Governance 2:** Understanding governance from a practitioner's perspective.  
**4 hrs. Gen. CPD**

SESSION 5	TIME	DELIVERY
<b>Wednesday 6 March 2024</b>	<b>6.00pm – 9.00pm</b>	<b>Online</b>
<b>1 Directors 1:</b> Types; appointment; resignation; removal; the restriction and disqualification of directors.		
<b>2 Directors 2 - Duties of directors:</b> 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		
<b>3 The Members: What is a member?;</b> types of shareholder; members' rights, duties and liabilities; the register of members		
<b>3 hrs. Gen. CPD</b>		

SESSION 6	TIME	DELIVERY
<b>Wednesday 13 March 2024</b>	<b>6.00pm – 8.30pm</b>	<b>Online</b>
<b>1 Annual Returns &amp; Financial Statements:</b> Annual Return altering an ARD; late filing; practicalities of competition and common errors; statutory financial statements; revision of defective financial statements.		
<b>2 Companies (Accounting) Act 2017:</b> Main provisions; mandatory e-filing requirements;		
<b>2 hrs. Gen. CPD</b>		

<b>3 ONLINE RELEASE</b> <b>Registration of Charges:</b> s409(1) <i>Companies Act 2014</i> ; exceptions to registration; share charge – foreign incorporated company; procedure for registration; consequences for failure to register:		
<b>1 hrs. Gen. CPD</b>		

SESSION 7	TIME	DELIVERY
<b>Saturday 23 March 2024</b>	<b>9.30am – 4.00pm</b>	<b>Onsite Only</b>
<b>1 Workshop I</b> Boardroom behaviours		
<b>4 hrs. Gen. &amp; 2 hrs. M&amp;PD CPD</b>		

### MODULE 3: CORPORATE COMPLIANCE 2 - SHARES

SESSION 8	TIME	DELIVERY
<b>Wednesday 27 March 2024</b>	<b>6.00pm – 8.30pm</b>	<b>Online</b>
<b>1 Introduction to Shares &amp; Share Capital:</b> 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.		
<b>2 Transfer of Shares:</b> Chapter 5 <i>Companies Act 2014</i> ; transfer procedure and documentation; share transfer forms; stamp duty; section 97 transmission of shares.		
<b>2.5 hrs. Gen. CPD</b>		

SESSION 9	TIME	DELIVERY
<b>Wednesday 10 April 2024</b>	<b>6.00pm – 9.00pm</b>	<b>Online</b>
<b>1 Acquisition of Shares:</b> Redemption & buyback; S105 <i>Companies Act 2014</i> ; redemption procedure; redeemable shares; procedure for buyback; PLC and acquisition of shares.		

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- 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 13 April 2024	10am – 12.30pm	Onsite Only
1 <b>Workshop II</b> Corporate Compliance		

### 2.5 hrs. Gen. CPD

#### MODULE 4: CORPORATE COMPLIANCE 3 – WIND UP

SESSION 11	TIME	DELIVERY
Wednesday 17 April 2024	6.00pm – 8.30pm	Online
1 <b>Wind Up:</b> 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.		
2 <b>Strike Off &amp; Restoration:</b> Strike off – involuntary/voluntary; steps to implement a voluntary strike off; significant changes under <i>2014 Companies Act</i> ; objection and cancellation of strike off; restoration to the register.		

### 2 hrs. Gen. CPD

SESSION 12	TIME	DELIVERY
Saturday 20 April 2024	10.00am – 3.00pm	Onsite Only
1 <b>Workshop III</b> Interactive session		

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

#### MODULE 5: PUBLIC LIMITED COMPANY

SESSION 13	TIME	DELIVERY
Wednesday 24 April 2024	3pm	Online Release
1 An introduction to the Company Secretarial requirements of a PLC		

### 1 hr. eCPD

SESSION 14	TIME	DELIVERY
Saturday 27 April 2024	10.00am – 12.00pm	Online Only
1 <b>Exam Workshop</b> Exam revision session		

### 2 hrs. Gen. CPD

**EXAM: 15 JUNE 2024**

Please note that topics & dates may be subject to change. Draft timetable as of November 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](http://www.lawsociety.ie/diplomacentre)