

THE LAW SCHOOL OF THE LAW SOCIETY OF IRELAND
2019

PPC II

Table of Contents

COMPULSORY COURSES

Employment Law	3
English Property Law & Practice	5
Family and Child Law	7
Professional Practice Conduct & Management	9

ELECTIVES

Advanced Civil Litigation	12
Advanced Legal Practice Irish	14
Banking Law	16
Commercial & Complex Property Transactions	18
Commercial Contracts	21
Corporate Transactions	23
Insolvency	25
Medical Law & Litigation	27

COMPULSORY COURSES

EMPLOYMENT LAW

The aim of the Employment law course is to provide trainee solicitors with an informed overview of the employment law system in Ireland. In particular, the course gives an understanding of the common law, contract law and statutory rules and procedures they will encounter in practice so equipping them to advise and act for a client with confidence and competence.

Attendance at Plenary Sessions and Workshops is compulsory for this course

Syllabus

The employment law course is divided into five sections:-

INTRODUCTION TO EMPLOYMENT LAW

This section looks at sources of employment law

- Legislation
- Constitution
- Precedent
- Contract
- Common law

and explains the employment relationship with reference to the rights and obligations of the parties.

THE EMPLOYMENT RELATIONSHIP

This section looks at firstly at

- Contracts and Consequences with reference to:
 - Identification of contracts of employment
 - The parties and the consequences of their status for:
 - Employees v independent contractors
 - Permanent v fixed-term workers
 - Employees v agency workers
- Industrial relations introducing industrial relations and the statutory protections available to the parties with reference to
 - Trade unions
 - Rights of association/disassociation
 - Industrial disputes
 - Trade union immunity from suit

TERMS AND CONDITIONS

This section examines the terms and conditions of a contract of employment both implied and express by reference to:

- Equal treatment
- A safe working environment
- Standard terms
- Working time and protected leave entitlements
- Policies and procedures in the workplace

TERMINATION OF THE EMPLOYMENT RELATIONSHIP

This section examines the most common ways in which the employment relationship comes to an end.

- Operation of Law and Dismissal
This is an overview of how the employment relationship comes to an end the consequences for employers and employees with particular reference to
 - Operation of law
 - Fixed-term/specific purpose contracts
 - Wrongful dismissal and injunctions – common law remedies
 - Unfair dismissals – statutory remedies
 - Substantive reasons
 - Importance of fair procedures
- Changes to the Business Model –
 - Short-time
 - Redundancy
 - Transfer of Undertakings

PRACTICE AND PROCEDURE

This section is a practical application dealing with clients in employment law matters.

Format

This is a blended learning course with trainees being encouraged to assimilate the theory before having the opportunity to apply what they have learnt whilst working through everyday employment law problems.

There are no formal lectures. Instead lectures are available online, via Moodle, for viewing at a time most convenient for each student.

There are four Plenary Sessions, (in a Socratic format), during each of which experienced practitioners help trainees understand employment law whilst working through everyday scenarios.

There are five Workshops during which students will work within a simulated office environment to practically apply all knowledge they have acquired.

Materials

Course materials will be provided in electronic form only via iPad. Lectures are available via Moodle for viewing at a time and place convenient to individual students.

Responsible Staff Member: Jane Moffatt.

ENGLISH & WELSH PROPERTY LAW AND PRACTICE

This course will examine the conveyancing practice and procedure in England and Wales. On successful completion of the course online assessment and on qualifying as an Irish solicitor application can be made to be admitted on the role of solicitors in England and Wales. The course provides students with the ability to establish and transfer proprietary rights and interests in England and Wales as set out in the Solicitors Regulation Authority for England and Wales Legal Practice Course outcomes.

Objectives

On completion of this course students will be able to identify and perform the critical steps in a conveyancing transaction in England and Wales, determine how legal estates and interests differ between the two jurisdictions, draft and complete the appropriate documentation for a conveyancing transaction in England and Wales and understand the law on easements and covenants for title in England and Wales. Moreover, participants will be in a position to assess how the practice of conveyancing in England and Wales differs from the practice of conveyancing in Ireland and adapt their knowledge and skills to meet the needs of clients in both jurisdictions.

Syllabus

Steps in a conveyancing transaction

- Introduction
- Sequence of steps
- Taking instruction and other initial matters
- Pre contract searches and enquiries
- Town and Country planning enquiries
- National Land Information Service (NLIS)
- Deduction and investigation of title
- Between exchange and completion
- Procedures; pre and post completion

Types of legal estates and interests

- Different types of legal estates and interests
- Commonhold
- Commonhold and Leasehold Reform Act 2002
- New leases
- Existing leases

Contract

- Preparation and drafting of the contract
- Standard conditions of sale
- Conveyancing protocol
- Formation

- Formula for exchange over the telephone
- Law of Property (Miscellaneous Provisions) Act 1989
- Methods of exchange
- Completion by post

Covenants for Title

- Implied covenants
- Full and limited title guarantee
- Creating new covenants
- Law of Property (Miscellaneous Provisions) Act 1994

Easements

- Grant and reservation of new easements
- Prescription period

Registered land

- Conveyancing of registered land
- Interests which may be registered
- Land Registration Act 2002
- Third party forms of protection
- Priority searches
- Overriding interests
- Rights of non-owning spouses and civil partners
- Land registry rules
- Prescribed forms

The English and Irish conveyancing system – a contrast

Materials

Course materials will be provided in electronic form only via iPad.

Assessment

An online and written examination.

Responsible Staff Member: Dr Rachael Hession.

FAMILY AND CHILD LAW

The past decades have witnessed a gradual but decisive shift in the dominant concerns of family law. Where once the relationship between husband and wife prevailed as the focus of most attention, it is now clear that the centre of gravity globally has moved to the child. Covering every aspect of family law, this course also examines child law from the very different perspectives of those advising the Child and Family Agency and those advising the child or his or her parents.

We take a practical look at the break up of marriage and its effects on the parties, their assets and their children. This subject also considers the cohabitation legislation and family law in the aftermath of the Marriage Equality Referendum and the Children and Family Relationships Act 2015.

Trainees, by the end of the course, should be able to advise clients on the issues to be taken into consideration when deciding on the action they wish to take.

Objectives

This subject will examine family and child law generally and will have a particular focus on procedural matters.

Syllabus

Lecture 1: Taking instructions in a Family Law Matter

Lecture 2: Separation and Judicial Separation

Lecture 3: Divorce

Lecture 4: Cohabitation

Lecture 5: Maintenance

Lecture 6: Ancillary Orders

Lecture 7: Discovery (and Financial Disclosure) and Court Rules

Lecture 8: Pensions and Taxation Issues

Lecture 9: Safeguarding the Welfare of Children in Need

Lecture 10: Children and Family Relationships Act 2015

Lecture 11: Client Care and Pending Developments

Materials

Course materials will be provided in electronic form only via iPad.

Tutorials

The six tutorials will consider the more complex aspects of the topics covered in the lectures.

Responsible Staff Member: Dr Geoffrey Shannon

PROFESSIONAL PRACTICE CONDUCT AND MANAGEMENT

The overall objective of the course is to create a framework to provide trainees with the knowledge and skills required to start in practice. This includes the appropriate conduct for solicitors in their professional relationships and the management of a practice.

Syllabus

The PPCM course is divided in four modules:-

Module 1 – PSYCHOLOGY OF THE LAWYER

Module 2 -PROFESSIONAL CONDUCT & MANAGEMENT

The aim of this module is to make trainees aware of the important of professional behaviour and ethical conduct for solicitors in their practice. This module includes the following lectures and tutorials:

- . Tutorial: The business plan.
- . Lecture: Solicitors dealing with Clients.
- . Tutorial: Client care.
- . Lecture: Solicitors dealing with Court & Counsel.
- . Lecture: Solicitors dealing with Colleagues & Third Parties.
- . Lecture: Complaints procedure.
- . Tutorial: Professional Conduct.

Module 3 –PROFESSIONAL MANAGEMENT

This module focuses on the practical aspects of running a law firm. It also provides useful information to assist trainees with their final assignment (business plan).

- . Lecture: Changes to the profession & the Legal Services Market.
- . Lecture: Branding.
- . Lecture: Effective communication within the law firm.
- . Lecture: Cybersecurity.

Module 4-FINANCIAL MANAGEMENT

This module deals with Solicitor's Accounts Regulations and the financial management and administration of a solicitor's practice. The aim is to introduce basic accounting practices and the Regulations governing the control of office and client bank accounts, the handling of client monies and accounting and reporting practices.

Lecture 1 : Financial Ethics : Accounting Practices - Going in to Practice

Tutorial 1 : Accounting Practices - Going into Practice

Lecture 2 : Financial Ethics : Accounting Practices - In Practice

Tutorial 2 : Accounting Practices - Introduction to double entry

Lecture 3 : Financial Ethics : Accounting Practices - Reviewing the First Year in Practice

Tutorial 3 : Accounting Practices - Reviewing the First Year in Practice

Lecture 4 : Bills of Costs

Tutorial 4 : Client Billing and Solicitors Accounts Regulations

ELECTIVE CHOICES

ADVANCED CIVIL LITIGATION

Why should I choose this elective?

Litigation work is an important component of every legal practice. This elective will prove vital to any solicitor intending to work in general practice or to specialise in civil litigation. It addresses recent legal developments and examines specific types of actions that have become more common.

Objectives

This elective affords students the opportunity to build on their knowledge of Civil Litigation gained during their Professional Practice Course Part 1. This is achieved by considering recent developments in tort, contract, practice and procedure, damages and costs. Reflecting the broad sweep of Civil Litigation, the course will examine in greater depth specific types of actions, such as actions pertaining to professional negligence, defective product liability; litigation relating to land; probate litigation and issues relevant to commercial litigation. It will also address the resolution of disputes through mediation.

Note: This elective includes a number of joint lectures with the Medical Law & Litigation Elective (see Part A lectures).

Syllabus

Part A

Recent developments in:

- Tort & Contract.
- Practice and procedure (e.g. the New RSC on the Conduct of Trials).
- Damages.

Third Party Practice & Procedure and other Defence strategies.

- Third party law, practice and procedure.
- The linking and consolidation of proceedings.
- Security for costs
- Calderbank letters, lodgments/tenders

Mediation

- When it is appropriate.
- How it works.
- Organising a mediation.

Costs

- An overview
- Agreeing and taxing costs.
Sheehan v Corr
The Legal Services Regulation Act 2015

Part B

Commercial disputes and Discovery

- E-discovery.
- Recent decisions and practice developments.

Defamation Actions

- Recent developments.
- Practice and procedure.
- The Internet - jurisdictional and liability issues.
- Awards.

Debt Recovery

- *Practice and procedure.*
- *Enforcement procedures.*

Litigation and Land

- Most common causes of action.
- Remedies - Specific performance – Rescission etc.
- Termination/ Ejectment.
- Applications under the Landlord & Tenant legislation.
- Precedent proceedings.

Probate Litigation

- Practice & procedure in probate actions in the High and Circuit Courts.
- Actions challenging a Will.
- Section 117 applications.

Professional Negligence –Solicitors

- Suing and being sued.
- Common causes of action.
- Complaints procedures.

Trans-frontier Litigation

- Jurisdiction.
- Enforcement.
- The implications of Brexit.

Materials

Course materials will be provided in electronic form only via iPad.

Responsible Staff Member: Colette Reid.

ADVANCED LEGAL PRACTICE IRISH/ARDCHÚRSA CLEACHTADH DLÍ AS GAELIGE

**THIS COURSE WILL BE AN EVENING COURSE WITH ON-LINE
ENGAGEMENT**

Introduction

The Official Languages Act 2003 provides a statutory framework for the delivery of public services through the Irish language. The right of a person to be heard in and to use the Irish language in court proceedings is affirmed at section 8 of that Act. The European Union has 24 official languages, with Irish being one of them since 01 January 2007. Irish citizens applying for jobs with EU institutions, where two or more official EU languages are required, may therefore cite Irish as one of those languages.

Section 40(2A)(d) of the Solicitors Act 1954 (as inserted by The Legal Practitioners (Irish Language) Act 2008) mandates the Law Society to "...provide an advanced course for the practice of law through the Irish language as an optional subject for those pursuing the Professional Practice Course." This elective has been created to meet that statutory requirement and it is open to qualified solicitors also.

Why should I select this Elective?

The practice of law 'as Gaeilge' is a growing boutique area of practice, which is not unrelated to the increase in the numbers of Gaelscoileanna recently established. A solicitor who has successfully completed the Advanced Legal Practice Irish (ALPI) course will be admitted to the Society's Irish Language Register, *Clár na Gaeilge (An Dlí-Chumann)* as a solicitor who practices through the Irish language (Section 40 subsection (2A) (i) of the Solicitors Act 1954). This Register/*Clár* is maintained by the Society's Regulation Department and is accessible at <https://www.lawsociety.ie/Find-a-Solicitor/Clar-na-Gaeilge/>.

Contextual Introduction

The entry level for this course is a general level of competence and proficiency demonstrated at Leaving Certificate Higher Level standard. The framing and delivery of the course complies with the tenor of the Common European Framework of Reference for Languages: Learning, Teaching, Assessment (CEFR). This Framework describes in a comprehensive way what language learners have to learn to do in order to use a language for communication and what knowledge and skills they need to develop. It envisages the learner being in a position to act effectively within certain domains (e.g. occupational) in the context of facilitating the cultural diversity of minority languages within a State.

Syllabus

Participants, to include PPCII Trainees and qualified lawyers, will be required to focus on standard legal vocabulary and grammar within a structure that traverses general practice. They will engage, *as Gaeilge*, in necessary lawyering skills, to include: Research, Legal Writing, Client Consultation, Negotiation and Advocacy that merge with typical language learning activities.

Teaching Methods

The overall blended learning course design and delivery will engage with traditional direct contact teaching methods and on-line engagement sessions, to facilitate interaction and task completion. Participants will be scheduled for two evening hours per week for six consecutive weeks. There will be lectures during week one and two for PPCII trainees that will be available thereafter on-line for practitioners. Workshops will accommodate a low participant to tutor ratio, to maximise learning opportunities. There will be an exploration of a selection of typical language activities of:

- Reception (silent reading, following the media, consulting text books, works of reference, precedents),
- Production (oral presentations, written studies, reports),
- Interaction (at least two individuals participating in an overlapping oral and written exchange) and
- Mediation (translation or interpretation, a paraphrase, summary or record).

Assessment

Assessment will incorporate continuous assessment of course tasks throughout the course and a final group assessment which will require participants to draft documents for a specific legal application and to deliver that application individually *viva voce*, in an *ex-parte* format as a solicitor-advocate.

Responsible Staff Member: Maura Butler

The Law Society's Legal Practice Irish courses won the 2012 European Language Label (ELL).
http://ec.europa.eu/languages/european-language-label/index_en.htm



BANKING LAW

Why should I choose this elective?

The Banking Law elective provides a practical guide to a field that has witnessed a rapid rate of change in recent years. Solicitors with knowledge and experience of banking law remain in high demand as banks, law firms and state agencies continue to contend with the effects of the recent recession and an increased level of regulation in the sector.

Objectives

This elective provides the legal foundation necessary to advise and act for individuals, companies and financial institutions in this area of law. The course is designed to provide trainees with an understanding of the fundamental principles, structures and documents involved in banking and finance transactions.

Syllabus

Relationship between Banks and Customers

- Customer Accounts and Types of Account Holders
- Contractual relationship
- Bank mandates
- Bank's rights (Banker's lien and right to set-off)
- Bank's duties to customers
- Customer's duties

Payment Mechanisms

- Consideration of various payment mechanisms including bills of exchange, cheques, drafts, credit and debit cards, interbank transfers and electronic money

Loan Agreements

- Facility letters v Loan Agreements
- Loan types (Bilateral, Syndicated, Term and Revolving Loans)
- Short/medium/long term debt arrangements
- Term Sheet
- Interest provisions/fees
- Mechanical provisions
- Representations and Warranties
- Covenants
- Events of Default
- Boilerplate clauses
- Conditions precedent
- Novation, assignment and sub-participation
- Current trends in new lending
- Reviewing a loan offer when acting for the borrower
- Subordination/priorities/inter-creditor issues

Secured Lending

- Common Forms of Security
- Choosing the appropriate form of security for particular assets
- Common Types of Quasi-Security
- Further issues to consider when taking security
- Registration
- Security Documentation
- Financial Assistance, Transactions involving Directors and Substantial Property Transactions

Opinions

- Nature of legal opinions
- Categories of opinions
- Benefit of opinions
- The different roles of the lawyer
- Form on an opinion

Asset Finance

- Leasing
- Hire purchase
- Conditional Sale Agreements
- Retention of title
- Aircraft financing
- Ship financing

Restructuring and Re-financing

- Advising the bank
- Advising the borrower
- The impact of NAMA
- The perspective of the secondary purchaser
- Carrying out security reviews from the bank's and the borrower's perspective

Regulation of Banking in Ireland

- Role of the Central Bank
- Purpose of regulation
- Capital Requirements
- Current economic market
- Consumer protection issues
- Impact of NAMA/NTMA
- Banking Codes of Conduct

Materials

Course materials will be provided in electronic form only via iPad.

Responsible Staff Member: Joanne Cox

COMMERCIAL & COMPLEX PROPERTY TRANSACTIONS

Why should I choose this elective?

The property market has now stabilised with signs of growth, particularly in major urban areas. However, the period of recession has made all transactions more complex and difficult with, for example, new property taxes, insolvency, NAMA, negative equity and increased risk and liability.

This course builds on the basic knowledge of Applied Land Law gained at PPC I level. The concepts and processes covered at PPC I will be revisited in greater depth and more complex titles and dealings will be examined. The course will provide an overview of the tax obligations of a conveyancer and insolvency issues in property transactions. Commercial and investment property transactions, commercial leases and lending, different types of developments and complex registered and unregistered dealings will be addressed.

A good understanding of core land law principles is required and some conveyancing or landlord and tenant law office experience would be an advantage.

Objectives

The aim of this course is to equip students with the knowledge and skills to act in commercial and complex property transactions. The course will be delivered against a backdrop of how to manage the increasingly complex nature of property transactions and also how a conveyancer can mitigate against the inherent liability and risk in such transactions.

Syllabus

Ethical and Regulatory Issues, Undertakings, Conflict of Interest, Case law on Liability and Risk

- Undertakings
- Ethical obligations of solicitors
- Conflict of interest situations
- Case law on liability and risk
- Regulatory issues in property transactions

Complex Unregistered Title, Title Research and Compulsory First Registration

- Searching title to unregistered freehold/leasehold property
- Good/Bad Roots of Title
- Practical steps in investigating title
- Settlements and trusts
- Powers of Appointment
- Sale by Mortgagee
- Judgment Mortgages

- Purchase from a Sheriff
- Landed Estates Court Conveyance
- Title Research/Legal Genealogy
- Lost or destroyed deeds
- Application for First Registration of Freehold Title based on documentary title
- Form 3 cases

Complex Land Registry Dealings, Adverse Possession, Conversion, Transmissions, Priority Searches, Cautions and Inhibitions

- Applications for first registration based on possession
- Applications for first registration where freehold interest has been acquired under the Landlord and Tenant (Ground Rents) (No. 2) Act 1978
- Cautions against first registration
- Application for first registration of freehold title based on adverse possession
- Application for registration based on Section 49 Registration of Title Act 1964
- Conversion of Title
- Transmissions
- Cautions, Inhibitions and Priority Searches
- Cessor of Limited Ownership
- Property Adjustment Orders
- Crystallised Charges and charges with no ownership registered
- Shared Ownership Lease
- Concurrent Leases, surrender and merger
- Development Schemes and mapping

Tax Issues in Conveyancing: the Conveyancers Obligations

- Overview of Stamp Duty, Capital Gains Tax, and Residential Property Taxes (Household Charge, NPPR and LPT)
- Penalties and liabilities
- Conveyancers obligations
- Buying a business by acquiring assets or shares

Apartments, Multi-Unit Developments, Mixed Developments and New Developments

- Distinctions between conveyances of houses and apartments
- Acting for a builder/developer
- Liquidation of a builder
- Leases
- Common areas and the management company
- Booklets of Title and closing documents
- Title issues in second-hand or new apartments
- Structure of schemes of development
- Pre-contract enquiries
- Mixed residential and mixed commercial and residential developments
- Multi-unit developments

- Management Companies
- Service charge and insurance
- Structural defects and services/repairs

Dealing with Companies and Commercial Lending

- Lending to companies
- Qualifications on title
- Guarantees by companies and individuals
- Capacity
- Board resolutions
- Stamping and registration of security documents
- Consumer Credit Act, 1995
- Types of loan facility
- Companies Act, 2014

FRI Leases: the Landlord's viewpoint versus the Tenants viewpoint; Negotiating and Handling Disputes

- What is an FRI lease?
- Term of lease
- Repairs and alterations
- Insurance and service charge
- Alienation, renewal and renunciation
- Guarantees
- User and rent review

Property Issues in Insolvency, Examinership and Liquidation; dealing with Nama

- Process of insolvency, examinership and liquidation
- Documentation required for authority to sell
- Execution of documents
- Disclaimers and forfeiture
- Property related issues arising in insolvency, examinership and liquidation
- Dealing with NAMA

Materials

Course materials will be provided in electronic form only via iPad.

Responsible Staff Member: Dr. Gabriel Brennan

COMMERCIAL CONTRACTS

Why should I choose this elective?

Commercial practitioners are required to advise on and draft contracts for a wide variety of business arrangements. This elective provides trainees with an opportunity to develop the skill of effective contract drafting. Trainees will also gain an insight into the key terms and considerations involved in typical commercial agreements.

Objectives

The course is designed to provide students with an understanding of what is required to successfully negotiate and draft commercial contracts.

Syllabus

Contract Law Refresher/Update

- Formation of a contract
- Express and Implied terms
- Evidence of contractual terms
- Execution of contracts
- Breach of contract
- Remedies and Enforcement
- Variation
- Assignment of rights

Negotiating contracts

- Understanding the underlying transaction
- Taking instructions and establishing the commercial objectives of the parties
- Due diligence
- Pre-contract documentation (letters of intent, memorandums of understanding, subject to contract, 'without prejudice')
- Confidentiality agreements
- Exclusivity (agreements to agree)
- Establishing settlement ranges
- The negotiation process in practice
- Reviewing and effectively commenting on the draft contract

Understanding the anatomy of a contract

- Form and layout of a commercial contract
- Use of precedents
- Role of schedules
- Analysis of common clauses (with illustrations of how clauses can vary depending on the type of the contract and the commercial objectives of the parties)

Drafting a contract

- Drafting tips and techniques
 - Use of clear/concise language
 - Ambiguity-how to avoid it
 - Problematic words and phrases
 - Standard terminology
 - Use of defined terms
 - Tone and format
 - Rules of interpretation
 - Getting the grammar right
 - Achieving legal and commercial certainty
- Planning and drafting a basic commercial contract

Service Agreements

- Key terms in a Service Agreement
- Service-Level agreements

Agency Agreements

- Choosing a marketing agreement (agency v distribution agreements)
- Analysis of the Commercial Agents regulations
- Key terms in an agency agreement

Distribution Agreements

- Consideration of key terms and commercial objectives of a Distribution Agreement
- Advising clients on the application of Competition Law and the EC Regulations / Competition Authority Declaration on Vertical Agreements

Franchising Agreements

- Understanding the concept of a franchising agreement – key examples
- Commercial reasons for franchising
- Analysing the key terms of a franchising agreement
- Advising clients on the application of competition law
- Licensing of IP rights

Outsourcing Agreements

- Types of Outsourcing and commercial reasons for outsourcing
- Consideration of key terms of an Outsourcing Agreement
- Employment law aspects of outsourcing
- Data protection issues surrounding outsourcing

Materials

Course materials will be provided in electronic form only via iPad.

Responsible Staff Member: Joanne Cox

CORPORATE TRANSACTIONS

Why should I choose this elective?

Transactions involving the acquisition of private companies or businesses are commonplace in any firm undertaking commercial/corporate work. This elective will help trainees develop a practical and in-depth understanding of the key steps and documentation involved in buying and selling a company/business. This will include a consideration of Management Buy-Outs. Trainees will also gain an insight into the issues and documentation involved in financing a corporate transaction. The steps, documentation and substantive law involved in a transaction remain the same irrespective of the size of the deal. This elective is therefore relevant to trainees in all types of firms.

Objectives

This elective will provide trainees with an opportunity to build on their knowledge of mergers and acquisitions, gained at PPC I level. The course is designed to equip trainees with the necessary legal skills to undertake and advise clients on corporate transactions. Trainees will follow a realistic case study that will take them, step-by-step, through the legal, commercial and practical aspects of a transaction. A strong emphasis will be placed on the role of a trainee/newly-qualified solicitor in the different stages of an acquisition.

Syllabus

General

- Public v Private Companies
- Reasons for acquisition activity
- Basic acquisition methods
- Valuing a company/business
- Forms of consideration
- Overview of the key steps and documentation involved in a transaction including exchange and completion

Share Purchases and the Share Purchase Agreement

- Quantifying and dealing with the risk faced by the Purchaser
 - The due diligence process
 - Warranties and indemnities
 - Restrictive covenants
- Limiting the Vendor's Liability
 - Negotiating the warranties and indemnities
 - Vendor protection clauses
 - Qualifying the warranties – the disclosure letter
 - Entire agreement clauses

Asset Purchases and the Asset Purchase Agreement

- Specific Issues relating to Asset Sales including:
 - Due diligence issues
 - Warranties and indemnities in the context of an asset purchase
 - The treatment of employees where a business is sold as a going concern
 - Consideration – apportionment and tax issues
 - Dealing with debtors and creditors
 - Transferring assets

Management Buy-Outs

- Structuring the acquisition
- Financing a management buy-out
- Investment structure –the ratchet mechanism
- Provision of warranties

Irish Merger Control

- Application of merger control in Ireland
 - Control
 - Identifying undertakings involved in the transaction
 - Turnover thresholds
- Mandatory and voluntary notifications

Financing an acquisition

- Debt Finance- Bank Loans
 - Types of loan
 - The loan agreement/ facility letter
 - Ranking of debt finance and inter-creditor deeds
 - Provision of security and associated documentation
 - Financial assistance
- Debt Finance – Issue of Debt Securities
 - Restrictions on private companies
 - “Banking Business”
- Equity Finance
 - Issuing further shares to existing shareholders/third parties
 - Restrictions on private companies
 - Shareholder and Subscription Agreements

Takeovers

- An introduction to the Irish Public Takeover regime covering the principal ways of conducting a takeover and identifying the key considerations and issues that arise.

Materials

Course materials will be provided in electronic form only via iPad.

Responsible Staff Member: Joanne Cox.

INSOLVENCY

Why should I choose this elective?

This elective will delve into the many aspects of insolvency that solicitors face in practice. This will include issues such as: personal insolvency; company insolvency; compulsory liquidations; voluntary liquidations; receiverships; alternatives to winding up; and international insolvency. The teaching team are experts in their field and will impart the knowledge necessary to practice in this area.

Objectives

This course provides the legal foundation necessary to advise and act for: liquidators; receivers; examiners; directors and shareholders of insolvent entities; companies and third parties (such as creditors); banks and employees of insolvent entities. The impact of the Companies Act, 2014 on Insolvency practice will be explored throughout the Syllabus.

The Irish Society of Insolvency Practitioners (ISIP) sponsor a prize for the highest mark obtained in this elective's exam.

Note: this elective comprises 8 lectures and 2 tutorials.

Syllabus

Company Insolvency

- Effect of winding up on creditors and third parties
- Realisation and distribution of assets
- Proof of debts
- Priorities

Liability of Directors and Shareholders

- Directors' duties
- Reckless and fraudulent trading
- Restriction and disqualification
- Fraudulent preference
- Impact of NAMA Act 2009

Court Liquidations

- Demand Letters and Petitions
- Appointment, powers and duties of a liquidator
- Procedures and filing
-

Voluntary Liquidations and Creditors' Meeting

- Members voluntary winding up
- Creditors voluntary winding up
- Functions of a liquidator

- Advising the company/ a creditor attending a creditors' meeting

Receiverships

- Eligibility and appointment of a receiver
- Receiver's duties and powers
- Status of company in receivership
- Statutory Receivers pursuant to NAMA Act 2009

Alternatives to Winding Up

- Company voluntary arrangements
- Examinership

Personal Insolvency

- Bankruptcy proceedings
- Arrangements with creditors
- Schemes under the Personal Insolvency Act 2013

International Insolvency and Conclusion

- Bankruptcies
- Liquidations
- International regulation of cross border insolvency
- EU insolvency regulation

Materials

Course materials will be provided in electronic form only via iPad.

Responsible Staff Member: Dr Rachael Hession.

MEDICAL LAW & LITIGATION

Why should I choose this elective?

The issues surrounding health care provision are taking on an increasingly important role in society, as the doctor/patient relationship, and the ethical practices of the medical profession are subjected to scrutiny. As a result, the legal regulation of health care is a fast-growing and significant area of law and medical law issues are increasingly encountered in practice, including medical negligence actions.

Objectives

This elective is designed to equip students with the knowledge to allow them to provide advice to both health care providers and health care recipients in relation to a wide variety of medical law issues and related litigation which can arise in practice.

The lectures in Part A also form part of the Advanced Civil Litigation Elective.

Syllabus

Part A

Recent developments in:

- Tort & Contract.
- Practice and procedure (e.g. the New RSC on the Conduct of Trials).
- Damages.

Third Party Practice & Procedure and other Defence strategies.

- Third party law, practice and procedure.
- The linking and consolidation of proceedings.
- Security for costs
- Calderbank letters, lodgements/tenders

Mediation

- When it is appropriate.
- How it works.
- Organising a mediation.

Costs

- An overview
- Agreeing and taxing costs.
- Sheehan v Corr
- The Legal Services Regulation Act 2015

Part B

Introduction to Medical Law Course Overview.

- Medicine, Medical Ethics, and the Law.
- Regulation of the Medical Professions in Ireland.

Consent to Medical Treatment

- Informed Consent.
- Overriding refusal of treatment.
- Consent of the mentally incompetent patient.
- Consent of children.

Confidentiality

- Duty of confidence.
- Exceptions to duty of confidence.
- Access to medical records.

Medical Negligence

- Common causes of action and their legal basis.
- Difficulties in establishing liability.
- Defences.
- Identifying the appropriate parties.
- Where and how to start.
- Practice and procedure.
- Limitation of actions and want of prosecution.
- Expert evidence.
- Discovery and Freedom of Information.

Reproduction and the Law

- Contraception.
- Termination of pregnancy.
- Sterilisation.
- Assisted Reproduction.

Mental Health and the Law

- What is mental illness?
- Voluntary and involuntary treatment of mentally ill patients.
- Mental illness and legal responsibility.
- Mental Health Tribunals.

End of Life Decision Making

- Diagnosis of death.
- Euthanasia.
- Assisted Suicide.
- Withdrawal of treatment.
- DNR.

Materials

Course materials will be provided in electronic form only via iPad.

Responsible Staff Member: Colette Reid.