

Module Title:	Corporate Governance and Commercial Law	
Language of Instruction:	English	
Credits:	10	
NFQ Level:	8	
Module Delivered In	No Programmes	
Teaching & Learning Strategies:	Formal lectures will be supplemented by discussion and group work, based on simulated scenarios and case studies. The module will be supported by on-line learning materials with an emphasis on self-directed independent learning.	
Module Aim:	The aim of this module is to equip students with a detailed knowledge and critical understanding of company law and governance theories and practice, and to introduce them to aspects of commercial and employment law – in this regard to assist the student in developing the analytical skills required to apply the legal and governance principles to various problem scenarios.	
Learning Outcomes		
On successful completion of this module the learner should be able to:		
LO1	Distinguish, interpret, develop and apply aspects of the law relating to the structuring of business entities, the regulatory and best practice governance frameworks within which they operate, the fostering of compliance cultures, the nature of corporate offences and their sanctions, and the classifications of company capital and the rules governing its maintenance.	
LO2	Demonstrate and apply knowledge of various company officers including directors, the statutory auditor, and the company secretary, and an appreciation of the division of power between the board and shareholders.	
LO3	Explain the circumstances of appointment, rights and duties of receivers, liquidators and examiners and the effect of their appointment on key stakeholders.	
LO4	Discuss and apply the main sources of employment law in Ireland of relevance to business entities in the context of our membership of the EU.	
LO5	Assess and critically evaluate aspects of commercial law, including the law of agency, and appreciate the distinction between the different types of credit and security and their relevance to business entities.	
Pre-requisite learning		
Module Recommendations		
This is prior learning (or a practical skill) that is recommended before enrolment in this module.		
No recommendations listed		
Incompatible Modules		
These are modules which have learning outcomes that are too similar to the learning outcomes of this module.		
No incompatible modules listed		
Co-requisite Modules		
7265	LAWS H1302	Business Law
Requirements		
This is prior learning (or a practical skill) that is mandatory before enrolment in this module is allowed.		
No requirements listed		

## Module Content & Assessment

### Indicative Content

#### Introduction to Employment Law

Contracts of service distinguished from contracts for services • Duties of employer and employee • Formation and Terms of Contract - Protective legislation (Termination, Health and Safety, Family Leave) • Vicarious liability

#### Aspects of Commercial Law

Introduction to the Law of Agency; consequences of agency, principal and agent relations, authority of agent Introduction to Credit Facilities, Types of Security interests; real, possessory, liens, pledges, charges, personal guarantees, letters of comfort, retention of title security arrangements.

#### Business Structures, Mandatory v Voluntary Regulation

Types of Company Structure – limited and unlimited, public and private, Formation of a company, Constitution of a Company-the allocation of power within the Company The Consequences of Incorporation, Separate legal personality Methods and means of Corporate Regulation and Enforcement in Ireland; Legislative Regime-an overview of Irish and EU Regulation; The role of the Office of the Director of Corporate Enforcement The role of the Companies Registrar, The Role of the Minister, The Role of the Central Bank Commission The Role of the Stock Exchange, The Role of the DPP, The Role of the Auditor/Secretary, Company Law Review Group. Prospectus Regulation. Introduction to Corporate Governance Theories; Agency/Stakeholder/CSR. Voluntary Regime; Corporate Governance Codes ; Stock Exchange, FRC, Central Bank

#### Financial Regulation

Capital Maintenance- Company prohibited from financing or purchasing its own shares, Corporate Borrowing, Company Securities Insider Dealing/Market Manipulation, Accounts and Returns – duty of company to maintain accurate books of account, prepare annual accounts, perform an annual audit and maintain certain registers.

#### Corporate Governance

Shares and Shareholder Rights, Company Directors; types, role, powers, qualifications, statutory and fiduciary duties, compliance statements and declarations, prohibited transactions, civil and criminal penalties, Meetings. Fraudulent/Reckless Trading, Disqualification and Restriction. Company Secretaries – role, qualifications, appointment, duties of company secretary, company secretaries' powers, criminal and civil penalties under the Companies Acts. Auditors- requirement to audit, qualifications, appointment and remuneration of auditor, auditors' rights and duties, reporting duties, criminal and civil penalties. The Role of the Board, Audit Committees and Risk Management, Balance of Control

#### Examinerships, Receivership and Liquidations

Receivership – role of receiver, qualifications, appointment, effect on the company of appointment, resignation and removal of a receiver, receivers' duties and powers. Examinership – role of examiner, qualification, grounds and procedure for appointment, effect on company of appointment of examiner (court protection), examiners' duties and powers. Liquidation – role and qualifications of liquidator, effect of appointment of a liquidator on a company Principal duties of liquidators (duties to Director of Corporate Enforcement and filing duties) Liquidators' powers (general powers and powers of investigation and asset realization and distribution, Fraudulent Preference) Types of Liquidation – Members' Voluntary Liquidation, Creditors' Voluntary Liquidation, Compulsory Liquidation.

Assessment Breakdown	%
Continuous Assessment	40.00%
End of Module Formal Examination	60.00%

### Continuous Assessment

Assessment Type	Assessment Description	Outcome addressed	% of total	Assessment Date
Case Studies	Case Study/Problem Solving Scenario	3	40.00	Week 24

No Project

No Practical

### End of Module Formal Examination

Assessment Type	Assessment Description	Outcome addressed	% of total	Assessment Date
Formal Exam	n/a	1,2,3,4,5	60.00	End-of-Semester

SETU Carlow Campus reserves the right to alter the nature and timings of assessment

**Module Workload**

<b>Workload: Full Time</b>		
<i>Workload Type</i>	<i>Frequency</i>	<i>Average Weekly Learner Workload</i>
Lecture	Every Week	3.00
Independent Learning	Every Week	4.00
Total Hours		7.00

<b>Workload: Part Time</b>		
<i>Workload Type</i>	<i>Frequency</i>	<i>Average Weekly Learner Workload</i>
Lecture	Every Week	1.50
Independent Learning	Every Week	5.50
Total Hours		7.00

