

# LAWS H4313: Corporate Governance - Private Companies

Module Title:         Corporate Governance - Private Companies           Language of Instruction:         English           Credits:         5           NFQ Level:         8           Module Delivered In         2 programme(s)           Teaching & Learning Strategies:         Lectures - communication of knowledge and ideas from the lecturer to the student. Problem Solving Excreses - student will work as part of a team and will work together to resolve various legal scenarios. Class Discussion/Debate - Students will be encouraged to actively participate in the cadus sessions which and divelop her analytical and communication skills. E-Learning Strategies:           Module Alm:         Lectures - communication and autonomous work and learning particles.           Module Alm:         The aim of this course is to give students at horough appreciation of the regulatory environment within which a corporate management team must operate and an ability to address legal issues that arise in relation to Corporate Control.           On successful completion of this module the learner should be able to:         Image: Strategies - Students will be able to:           L01         Distinguish between companies, partnerships and sole traders, and be able contically analyses the advantages and knowledge of the laws regulation corporate management and balareholders and demonstrate an integrated and applied knowledge of the laws regulation corporate management and balareholders and demonstrate an integrated and applied knowledge of the laws regulation corporate management and balareholders and demonstrate an integrated and applied knowledge of the laws regulation corporate management and b				
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## LAWS H4313: Corporate Governance - Private Companies

## **Module Content & Assessment**

#### Indicative Content

#### THE FEATURES OF INCORPORATION

Types of Company Structure – limited and unlimited, public and private Formation of a company Constitution of a Company The allocation and balance of power within the Company Separate legal personality

#### INTRODUCTION TO CORPORATE REGULATION

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 DP Reform and Debate

#### SHAREHOLDERS

Duties of Members and Shareholders Rights and Powers of Members and Shareholders , relief in cases of oppression (minority protection).

### CORPORATE MANAGEMENT

Company Directors role, qualifications, shadow directors, alternate directors, de-facto directors, executive directors and non-executive directors, directors statutory duties and obligations, directors Fiduciary Duties-conflict of interest/secret profit/diverting business away/duty to act in good faith in best interests of Company company director's powers,-duty to use for purpose that was intended civil and criminal penalties under the Companies Acts. Company Secretaries - role, qualifications, appointment, duties of company secretary, company secretaries' powers, criminal and civil penalties under the Companies Acts

#### Insolvency and Corporate Governance

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 Types of Liquidation – Members' Voluntary Liquidation, Creditors' Voluntary Liquidation, Court Liquidation.

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

Continuous Assess	sment			
Assessment Type	Assessment Description	Outcome addressed	% of total	Assessment Date
Practical/Skills Evaluation	Problem Scenario based on Corporate Governance and Balance of Control in the context of companies operating in the domestic market.	1,2,3	60.00	n/a
Multiple Choice Questions	End-of-Semester Final Examination	1,2	40.00	n/a
No Project				

No Practical

No End of Module Formal Examination

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



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# Module Workload

Workload: Full Time		
Workload Type	Frequency	Average Weekly Learner Workload
Lecture	Every Week	3.00
Independent Learning Time	Every Week	6.00
	Total Hours	9.00
Workload: Part Time		
Workload Type	Frequency	Average Weekly Learner Workload
Lecture	Every Week	1.50
Independent Learning Time	Every Week	5.50
	Total Hours	7.00

Module Delivered In				
Programme Code	Programme	Semester	Delivery	
CW_HHIBU_B	Bachelor of Business (Honours) in International Business	8	Elective	
CW BBBBM B	Bachelor of Business (Honours) in Management	8	Mandatory	