

<b>Module Title:</b>	Corporate Governance and Business Practice
<b>Language of Instruction:</b>	English
<b>Credits:</b>	10
<b>NFQ Level:</b>	8
<b>Module Delivered In</b>	<a href="#">1 programme(s)</a>
<b>Teaching &amp; Learning Strategies:</b>	Lectures - communication of knowledge and ideas from the lecturer to the student. Problem Solving Exercises - 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 class sessions which will develop their analytical and communication skills. E-Learning - It is envisaged that the module will be supported with on-line learning materials. Self-Direct Independent Learning - the emphasis on independent learning will develop a strong and autonomous work and learning practices.
<b>Module Aim:</b>	The aim of this course is to give students a thorough appreciation of the regulatory environment within which a corporate management team must operate and an ability to address ethical issues that arise in a Corporate environment.

Learning Outcomes	
<i>On successful completion of this module the learner should be able to:</i>	
LO1	Distinguish between companies, partnerships and sole traders, and be able to critically analyse the advantages and disadvantages associated with the various types of business organisations.
LO2	Assess and critically evaluate the theoretical debate concerning corporate governance and corporate social responsibility.
LO3	Demonstrate knowledge of the legal nature of companies and the consequences of incorporation for a business.
LO4	Critically evaluate the rights and duties of corporate members and shareholders and demonstrate an integrated and applied knowledge of the laws regulating corporate management and administration.
LO5	Demonstrate an in-depth comprehension of the laws dealing with receivership, examinership and liquidation, and demonstrate the ability to assess the impact of such events on a company.
LO6	Work as an effective member of a group in analyzing and solving ethical issues faced by companies in managing business in a competitive market
LO7	Demonstrate an ability to research aspects of corporate governance either independently or as part of a group and communicate findings and proposals in written and/or verbal form.
LO8	Identify and evaluate business ethics theory and its applications in diverse leadership decision making situations.

Pre-requisite learning	
<b>Module Recommendations</b> <i>This is prior learning (or a practical skill) that is recommended before enrolment in this module.</i>	
No recommendations listed	
<b>Incompatible Modules</b> <i>These are modules which have learning outcomes that are too similar to the learning outcomes of this module.</i>	
No incompatible modules listed	
<b>Co-requisite Modules</b>	
No Co-requisite modules listed	
<b>Requirements</b> <i>This is prior learning (or a practical skill) that is mandatory before enrolment in this module is allowed.</i>	
No requirements listed	

**Module Content & Assessment**

**Indicative Content**

**INTRODUCTION TO CORPORATE REGULATION**

i)-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 The role of civil litigation and Common Law Reform and Debate

**THE FEATURES OF INCORPORATION**

Types of Company Structure – limited and unlimited, public and private Formation of a company Constitution of a Company - the Memorandum of Association and the Articles of Association-the allocation of power within the Company The Consequences of Incorporation-advantages and disadvantages Separate legal personality

**FINANCIAL STRUCTURE AND REGULATION OF COMPANIES**

Capital Maintenance- s.60 Company prohibited from financing or purchasing its own shares-the rationale-the exceptions to the rule-disclosure requirements Corporate Borrowing-requirement to register-disclosure requirements Company Securities Insider Dealing/Market Manipulation-disclosure requirements Accounts and Returns – duty of company to maintain accurate books of account, prepare annual accounts, perform an annual audit and maintain certain registers.

**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 common law duties and obligations,-to avoid negligence directors statutory duties and obligations,-prohibition re loans to directors-the exceptions to the rule 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. 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, whistle-blowing, criminal and civil penalties under the Act.

**RECEIVERSHIP, EXAMINERSHIP AND LIQUIDATION**

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.

**INTRODUCTION TO BUSINESS ETHICS & ETHICAL DECISION MAKING**

a) The Business and Society Relationship b) Corporate Citizenship: Social Responsibility, Responsiveness and Performance c) The Stakeholders Approach to Business, Society, and Ethics

**CORPORATE GOVERNANCE AND STRATEGIC MANAGEMENT ISSUES**

a) Corporate Governance b) Strategic Management and Corporate Public Affairs c) Issues and Crisis Management

**ETHICS IN BUSINESS PRACTICE**

a) Business Ethics and Management b) External Stakeholders Issues c) Internal Stakeholders Issues

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

Continuous Assessment				
Assessment Type	Assessment Description	Outcome addressed	% of total	Assessment Date
Other	Critical Research Essay(s). This will assess the student's ability to use analytical and research skills gained to apply knowledge of statute, codes, case law and commentary to a relevant established or evolving area of the law relating to Corporate Governance, through research, critical analysis and reasoning. Students will be expected to demonstrate an ability to argue for both sides of a given hypothesis or problem. The student will be required to research the law relating to the topic and	1,2,3,4,5,6	20.00	n/a
Case Studies	Two case studies on Business Ethical issues will be used to assess students' decision making skills. One of these will be based on group work and the final case study will be an individual case study assessment.	2,6,8	40.00	n/a

No Project

No Practical

End of Module Formal Examination				
Assessment Type	Assessment Description	Outcome addressed	% of total	Assessment Date
Formal Exam	End-of-Semester Final Examination	1,2,3,4,5,6,7,8	40.00	End-of-Semester

**ITCarlow 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 Time	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 Time	Every Week	5.50
Total Hours		7.00

## Module Delivered In

Programme Code	Programme	Semester	Delivery
CW_HHMKT_B	<a href="#">Bachelor of Business (Honours) in Marketing</a>	4	Elective