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 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.

Module Aim:	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 legal issues that arise in relation to Corporate Control.

Learning Outcomes	
On successful completion of this module the learner should be able to:	
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	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 balance of control.
LO3	Work as an effective member of a group in analyzing and solving ethical issues faced by companies in managing business in a competitive market

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
No Co-requisite modules listed
Requirements *This is prior learning (or a practical skill) that is mandatory before enrolment in this module is allowed.*
No requirements listed

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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 Assessment				
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

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