

## MODULE CONTENT / EXAM FORMAT

### Company Law & Corporate Governance - LCG

#### Exam Format

3-hour open-book written examination (100%)

#### Module Content

Topic 1	<b>The Function and Structure for Companies</b> <ul style="list-style-type: none"> <li>▪ Business Organisations</li> <li>▪ Legal Framework for Companies</li> <li>▪ Introduction to Company Finance</li> </ul>
Topic 2	<b>Corporate Decision Making and the Law of Meetings</b> <ul style="list-style-type: none"> <li>▪ Decision-making and company management</li> <li>▪ The Law of Meetings</li> </ul>
Topic 3	<b>Duties of Directors and Officers</b> <ul style="list-style-type: none"> <li>▪ History and development of directors' duties</li> <li>▪ Various 'sources' of directors' duties</li> <li>▪ Duties in the general conduct of the company's affairs</li> <li>▪ Duties that govern conflict of interest situations</li> <li>▪ Duties in relation to the securities market</li> <li>▪ Duties in relation to company accounts and other statutory administrative duties</li> <li>▪ Consequences of breach of duties</li> </ul>
Topic 4	<b>Disclosure and Reporting Requirements</b> <ul style="list-style-type: none"> <li>▪ Regulatory bodies</li> <li>▪ Sources of disclosure obligations and reporting requirements</li> <li>▪ Disclosure obligations for directors</li> <li>▪ Disclosure obligations for shareholders</li> <li>▪ Disclosure obligations for companies</li> </ul>
Topic 5	<b>Legal aspects of Corporate Insolvency and Rescue</b> <ul style="list-style-type: none"> <li>▪ Receivership</li> <li>▪ Judicial management</li> <li>▪ Winding-up</li> <li>▪ Insolvency</li> </ul>
Topic 6	<b>Principles of Corporate Governance</b> <ul style="list-style-type: none"> <li>▪ Introduction to corporate governance</li> <li>▪ Essential aspects of a good corporate governance framework</li> <li>▪ Regulatory framework for corporate governance</li> <li>▪ Codes of corporate governance</li> <li>▪ Key functions of corporate governance mechanisms</li> </ul>
Topic 7	<b>Key Participants in Corporate Governance and their roles</b> <ul style="list-style-type: none"> <li>▪ Board composition</li> <li>▪ Management</li> <li>▪ The Company Secretary</li> <li>▪ Auditors</li> </ul>
Topic 8	<b>Ethics and corporate governance</b> <ul style="list-style-type: none"> <li>▪ The importance of ethics in corporate governance</li> <li>▪ Principles of ethical conduct</li> <li>▪ Ethics and the law</li> <li>▪ Self-regulation and Codes of conduct</li> <li>▪ Ethics and the external environment</li> </ul>
Topic 9	<b>International Aspects of Corporate Governance</b> <ul style="list-style-type: none"> <li>▪ Introduction to other key legal systems and their impact on business organisations</li> <li>▪ Examination of specific issues in the context of a foreign legal system</li> <li>▪ The 'convergence debate'</li> </ul>