

DIPLOMA CENTRE

Diploma in Finance Law



MODULE 1: FINANCIAL SERVICES MARKET

SESSION 1	TIME	DELIVERY
Tuesday 12 October 2021	6:00pm - 9:00pm	Online
<p>1 The Financial Services Market in Ireland: An Introduction to the Irish financial services industry including investment funds; insurance/ reinsurance; banking industry; treasury operations and securitisation and governance authorities; litigation</p> <p>2 Legislative Provisions - An overview of principle EU Treaties and institutions; EU Law and financial services law; sources of Irish Law; Transposition of EU legislation; recent EU Directives; EU Financial Services Action Plan; The Lamfalussy Process.</p> <p>3 The Central Bank and Financial Regulation: The role of Central Bank; legislative framework; European legislation; cross-border supervision; regulation of financial entities; codes and guidance; litigation; Central Bank Reform Act 2010.</p>		

3 hrs. Gen. CPD*

SESSION 2	TIME	DELIVERY
Tuesday 19 October 2021	6:00pm – 8:10pm	Online
<p>1 Investment Firms I - The Markets in Financial Services Directive II (MiFID II); application of MiFID II; exemptions; authorisation process; client classification; MiFID II regime changes</p> <p>2 Investment Firms II - MiFID II litigation and recent case law examined.</p>		

2 hrs. Gen. CPD

MODULE 2: INDUSTRY SECTORS

SESSION 3	TIME	DELIVERY
Tuesday 02 November 2021	6:00pm – 9:00pm	Online
<p>1 Investment Funds (1): Irish Funds Industry – An overview of the historical development in the context of the IFSC to date; What is an investment fund – Chief characteristics; How does a fund work; Regulation and Taxation of Funds</p> <p>2 Investment Funds (2): Fund Legal Structures: Investment Companies; ICAVs; Unit Trusts; Common Contractual Funds; Investment Limited Partnerships and which structure to use? An overview of the Constitutive Documents (Memorandum & Articles, Instrument of Incorporation, Unit Trust Deed, CCF Instrument, Limited Partnership Agreement).</p> <p>3 Investment Funds (3): Fund Investment Strategies: Asset Classes- an introduction to Equities; Bonds; Index Tracking; Money Market; Fund of Funds; Master/feeder funds; Multi-Manager Funds; Hedge/Private Equity and Derivatives.</p>		

3 hrs. Gen. CPD

SESSION 4	TIME	DELIVERY
Tuesday 09 November 2021	6:00pm- 9:00pm	Online
<p>1 Investment Funds (4): Fund Promoter; Board of Directors of Investment Company or Manager; Management Company (UCITS Management Company/AIFM); Investment Manager Depository/Custodian/Trustee; Sub-Custodian Network; Fund Administrator. An overview of the roles of Prime Broker; Paying/representative agents; Legal Adviser; Sponsoring Broker (for stock exchange listed companies), amongst other parties.</p>		

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- 2 **Investment Funds (5):** UCITS Funds (including organisational issues, eligible assets, investment and borrowing restrictions, remuneration, delegation, depositary, UCITS passport) and AIFs (including organisational issues, asset types, remuneration, valuation, delegation, depositaries, inward and outward marketing of AIFs and key differentiation between UCITS and AIFs).
- 3 **Investment Funds (6):** The Offering Document/Prospectus/KIID – Purpose and Main Contents. Key Managerial and Service Provider Documents including Management Agreement, Administration Agreement, Depositary/Custodian Agreement, Business Plan and RMP, including a review of the main provisions of these Agreements. Central Bank Authorisation Process for Investment Funds and ongoing regulation.

3hrs. Gen. CPD

SESSION 5	TIME	DELIVERY
Tuesday 16 November 2021	6:00pm – 8:30pm	Online
1 Workshop 1: Financial Services Market; MiFID II; Investment Funds.		

1.5 hrs. Gen. CPD & 1 hr. M&PD*

SESSION 6	TIME	DELIVERY
Tuesday 23 November 2021	6:00pm – 9:00pm	Online
1 Reg-tech		
2 FinTech; crypto-assets; CB and EU guidance		
3 Credit Union Regulation: A sector review; registry of Credit Unions; regulation of Credit Unions; restructuring; fitness and probity.		

3 hrs. Gen. CPD

SESSION 7	TIME	DELIVERY
Tuesday 30 November 2021	6:00pm – 9:00pm	Online
1 Insurance (1): An introduction to insurance contracts; prudential regulation; solvency; corporate governance; fitness and probity; conduct of business requirements such as the Consumer Protection Code.		
2 Insurance (2): Insurance-related issues in corporate transactions.		
3 Pensions: Legislative framework; Occupational Pension Schemes; PRSAs; Pensions Authority; Ombudsman.		

3 hrs. Gen. CPD

ASSIGNMENT RELEASE DATE: 3 DECEMBER 2021

MODULE 3: BANKING SECTORS

SESSION 8	TIME	DELIVERY
Tuesday 07 December 2020	6:00pm – 9:00pm	Online
1 Regulation of Banking in Ireland: The role of Central Bank; role of SSM; licensing of deposit takers; banking license; authorisation process; Banking Passport; Supervision; regulatory capital requirements; BRRD; ECB Regulation		
2 Mortgage Arrears Code/Sale of Non-Performing Loans/Regulation of Transfer of Mortgages.		
3 Codes of Practice: Central Bank Regulations and Codes covering consumer protection, SME lending, lending to related parties.		

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3 hrs. Gen. CPD

SESSION 9	TIME	DELIVERY
Tuesday 14 December 2021	6:00pm – 8:30pm	Online

1 Workshop 2: Regulation of Banking/Credit Unions/Insurance

1.5 hr. Gen. CPD & 1 hr M&PD

MODULE 4: LOAN FINANCING

SESSION 10	TIME	DELIVERY
Tuesday 11 January 2022	6:00pm – 9:00pm	Online

- Corporate Banking:** Wholesale Banking; loan facilities; corporate loan agreements transfer of loan assets; syndicated loans
- Banking Documentation:** Floating Charges; provisions and implications; Chattel mortgages; real property mortgages; mortgage drafting; corporate debentures; guarantees;
- Registration of security/financial assistance/independent advice**

3 hrs. Gen. CPD

SESSION 11

TIME	DELIVERY
Tuesday 18 January 2022	6:00pm – 9:00pm

- Lending Transactions:** The inter-creditor arrangements; contractual and structural subordination; enforceability of agreements; subordination agreement drafting; priority agreement; ranking of security; CA 2014.
- Loan Market Association (LMA) and documentation:** The role of the LMA ;syndicated lending; investment grade loans; leveraged loans; LMA leveraged facility agreement; conditions precedent.
- Leveraged Acquisition Finance:** The objectives of leveraging; leveraged buyout structures; sources of finance; senior debt in buyouts; mezzanine debt; High Yield Debt; Paid-in-Kind (PIK) Debt; security documentation.

3 hrs. Gen. CPD

SESSION 12	TIME	DELIVERY
Tuesday 25 January 2022	6:00pm - 9:00pm	Online

- Equity Financing:** An overview of equity financing for private companies; equity financing for PLCs; equity financing vs. debt financing; structure of private acquisitions; structure of public acquisitions; regulation and documentation

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- 2 **Listing and on-going obligations on the Irish Stock Exchange (ISE):** The Irish Stock Exchange; role of the central bank; regulation of the securities market; EU legislative framework; regulatory structures post crisis; ISE admission process; ISE rule books; ISE listing rules.
- 3 **Insider Dealing and Market Manipulation:** The regulated markets; non-regulated markets; insider dealing; penalties and remedies; Market Abuse Directive; market manipulation; disclosure of information; DCC v Fyffes; DPP v Byrne; enforcement; Market Abuse Regulation

3 hrs. Gen. CPD

ASSIGNMENT SUBMISSION DATE: 28 January 2022 – 40%

SESSION 13	TIME	DELIVERY
Tuesday 01 February 2022	6:00pm – 8:30pm	Online

- 1 **Workshop 3: Loan Financing**

1.5 hr. Gen. CPD & 1 hr. M&PD

MODULE 5: CAPITAL MARKETS & CORPORATE GOVERNANCE

SESSION 14	TIME	DELIVERY
Tuesday 08 February 2022	6:00pm – 9:00pm	Online

- 1 **Bond Market:** An overview of bond market participants; bond market or banks; ways in which bonds are used; typical terms and conditions; rights of bond holders and what happens in a default scenario.
- 2 **Derivatives and International Swaps and Derivatives Association (ISDA) documentation:** The nature of a derivative, common types of derivatives and reasons to transact them; derivatives markets; common legal issues affecting derivatives; documentation of derivatives (focusing on privately negotiated derivatives and ISDA documentation); ISDA's Irish law governed documentation; derivatives regulation (focusing on EMIR).
TBC
- 3 **Structured Finance and Securitisation:** An overview of structured finance; securitization; types of assets; types of securitization; tax considerations; insolvency law and banking law; prospectus law; recent trends.

3 hrs. Gen. CPD

SESSION 15	TIME	DELIVERY
Tuesday 15 February 2022	6:00pm – 9:00pm	Online

- 1 **Corporate Governance:** An introduction to corporate governance themes; role of directors; codes of conduct; central bank requirements, such as the fitness and probity; standards; administrative sanctions; ODCE; case law examples.
- 2 **Power and Authority of Directors:** The basis of corporate power; directors' powers; transactions involving directors; lending transactions documentation; directors' duties; Companies Act 2014.
- 3 **Execution of Agreements/Virtual execution/Delivery/Legal Opinions**

3 hrs. Gen. CPD

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SESSION 16	TIME	DELIVERY
Tuesday 01 March 2022	6:00pm – 9:00pm	Online
1 Recovery and Restructuring: An overview of workout agreements; workout vs. insolvency; workout process; standstill agreements; restructuring agreements; alternatives to restructuring		
2 Money Laundering: framework and rules; risk-based approach; customer due diligence; internal policies and procedures; training requirements; reporting obligations; whistle-blowing; offences and penalties.		
3 The Financial Services and Pensions Ombudsman Act 2017: The jurisdiction and powers of the Financial Services and Pensions Ombudsman and method of dealing with complaints.		
3 hrs. Gen. CPD		

SESSION 17	TIME	DELIVERY
Tuesday 08 March 2022	6:00pm – 8:30pm	Online
1 Workshop 4: Exam Prep workshop		
1.5 hr. Gen. CPD & 1 hr. M&PD		

EXAM DATE: TBC – 60%

Please note that topics & dates may be subject to change. Draft timetable as of July 2021.

* Gen = General, M&PD = Management and Professional Development, Reg = Regulatory and eLearning = eLearning CPD credits. **CPD Note:** The number of hours of CPD that you may claim in relation to your diploma/certificate course will depend on the way in which you access each of the individual sessions. For further information please visit the course homepage on our website: www.lawsociety.ie/diplomacentre