

COMPANY LAW UPDATE 2018

AN AFTERNOON SEMINAR WITH
BRIAN WALKER, BARRISTER



An tAcht na gCuideachtaí, 2014 Companies Act, 2014

This is an intensive, "How To" training for the company secretary, company director, in-house counsel, solicitors, accountants or anybody involved in advising businesses, charities, property management companies, particularly support staff working in accountancy, legal or company secretarial departments.



Latest News!

- New EU Registers of Beneficial Owners & Regulations
- Likely 30th June 2018 e-filing Deadline for all companies!
- Possible €5000 fines, ignore these new regulations at your peril!
- What's New in the Companies Act 2014
- Changes from the Companies (Accounting) Act 2017
- The New Companies (Statutory Audits) Bill 2017
- The "End" of the Section 343 District Court CRO Late Filing Fee Waiver
- CRO Compliance, What's New
- New EU Directives for Companies

3 hours credit for CPE and CPD*



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Why go to this Seminar ?

- Get updated on the **“Very Latest Stuff”** on what Companies need to do in 2018!
- Learn how to deal with the new BOR Regulations, “The 30 Minute Compliance Check”
- Get Great Company Secretarial Precedents
- Learn what Not For Profits and Property Management Companies need to do in 2018?
- Learn what Directors should be doing in 2018
- Update on the latest cases from the courts
- The Work, Role, Duties and Responsibilities of The Company Secretary
- New Statutory Duties for Shareholders, Members and Beneficial Owners, A First !

The 10 Big Issues in the New 2018 Company Law

1. The New Companies (Accounting) Act 2017

- 101 Sections of new law amending the Companies Act 2014
- How to claim Micro or Small Company Status ?
- The Companies Accounting Act 2017
- Definitions of Micro, Small, Medium & Large Companies
- How to take immediate advantage of less CRO filing
- Unlimited Companies, new CRO filing rules
- New Whistleblowing Rule for Auditors to ODCE

2. The New Companies (Statutory Audits) Bill 2017

- Over 70 Sections of New Law for Companies
- Transposes the 2014 EU Audit Directive into Law
- Amends the Companies Act 2014

- Introduces a new stand-alone Part 27
- Seeks to “discourage” companies making the Section 343 District Court Application
- Likely to be enacted here by May 2018

3. New Register of Beneficial Owners, BOR

- New Mandatory BOR Filing, 30th June 2018 ?
- Definition of beneficial owner
- Ignore these New Regulations at your peril
- It’s law here now and applies to virtually all companies!
- The 2016 Regulations
- Duty to keep information up to date
- Individual duties of members, beneficial owners, directors and companies
- Additional new 2018 Regulations,
- Drafting the Regulation 6, 8 & 10 Notices
- Enforcement, Fines & Sanctions,

4. The CRO Late Filing Penalty Waiver

- Available now for Companies that are late !
- Likely to be moved from the District to the High Court
- No Late Filing Fees and you get to keep audit exemption !
- How to restore a **“Lost Audit Exemption”**, the new criteria and procedure in the local courts
- Section 343 Explained
- The District Court Rules
- The Proposed New High Court Rules
- Paperwork and timelines
- What the courts will require?

5. What the Company Secretary needs to know ?

- The Work, Role, Duties and Responsibilities of the Company Secretary in 2018 CRO forms
- The Company Secretary **“Qualification Test”**
- Why every company needs a “Real” Company Secretary
- How to draft the new style constitution
- Maintaining the seven statutory registers and what needs to be included here?
- Statutory and common law duties

6. What Company Directors need to know ?

- Moving over to the new constitution
- The advantages of replacing your old memorandum and articles of association
- The **"2018 New Company Types"**
- Single Director Companies
- Statutory Duties

7. What's Relevant for Accountants and Auditors and their Clients?

- How to get the message to directors on Audit exemption
- A Companies Acts in 2017 and 2018
- And a raft of new EU Regulations
- New definition of Adequate Accounting Records
- CRO B78A- Changing a Financial Year End Date
- Dormant Company Audit Exemption.
- Your responsibilities under the Anti-Money-Laundering Regulations to write up, maintain and transmit particulars of the beneficial owners of companies into the Central Registry from 30th June 2018
- A step-by-step guide on keeping the BOR Registers
- How to restore a **"Lost Audit Exemption"**; the new criteria and procedure in the local courts.
- New CRO B1X, revision of defective financial statements

8. New statutory requirements on Minutes and Resolutions

- Minutes and record keeping for board and members meetings
- Section 166, new statutory requirement on minutes
- What new tools are available to help the Board run more smoothly
- New technology to facilitate meetings and reduce the expense of Boardroom Packs.

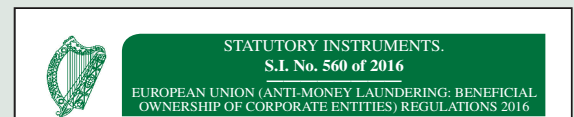
9. Shareholder Disputes

- Section 212 Cases?
- What happens when shareholders/ directors fall out?

- New "Corporate Divorce" provisions in the new Companies Act 2014
- Shareholder agreement provisions
- New Alternative Dispute Resolution Rules

10. Drafting a New Shareholders Agreement under the 2014 Act

- Over 200,000 private companies!
- Most companies have a very basic constitution under the new Act
- Top Tips on drafting a new Shareholders Agreement



Register of Beneficial Owners (RBO) – Draft Template

Part 1: Data (1-15) which must be held by each company in its own register in respect of each of its beneficial owners.

Part 2: Data (1-20) which will be required to be entered in the central Register of Beneficial Owners (RBO) through an ON-LINE PORTAL (expected to open in early 2018).

PART 1

| | | |
|---|-----------------------|--|
| 1 | Company Name: | |
| 2 | Company Number: | |
| 3 | Surname: | |
| 4 | Forename(s): | |
| 5 | Date of Birth: | |
| 6 | | |
| 7 | Nationality: | |
| 8 | Country of residence: | |

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Seminar Presenter, BRIAN WALKER B. L.

Brian Walker is a practicing barrister. He has over 35 years experience of company law and company secretarial practice, having previously worked with the accountancy firms of KPMG and PricewaterhouseCoopers. He has been CPD lecturer in company law to the main accountancy bodies for the past twenty five years. His approach to company law is straightforward, direct and easily understood. He will focus on changes in company and commercial law and the most important issues that arise daily for accountants, solicitors and company directors. Comprehensive notes accompany his presentations.

***CPE and CPD credits – 3 hours**

COMPANY LAW UPDATE 2018

ALL SEMINARS 2pm -5pm, Except Derry, 10-1pm | Fee €195 | 3 CPD CREDITS



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- MULLINGAR**
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Mullingar Park Hotel.
- WEXFORD**
Tuesday 1st May
The Ferrycarrig Hotel
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Course Presenter: **Brian Walker B.L.**
The Law Library, The Four Courts, Dublin 7

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