



## SELF PROGRAM 2024/2025

### Company Law and Governance

Catherine Wright Davies

#### Course information

**Number of credits :** 6 credits

**Contact hours :** 30 hours

**Hours taught per week :** 2,5 hours or 3 hours

**Teaching period :** Spring semester 2025

#### Course description :

A practical approach to company law, governance and the role of the Board and the Company Secretary/ Governance professional. This course is designed to give an introductory overview of company law principles based on common law traditions. It will cover foundational topics including the formation of companies, the corporate personality doctrine, director duties, shareholder rights and corporate governance. The latter topic is instrumental in the running of companies, and we will look at the role of the Governance

professional/ Company Secretary responsible for guiding, advising and assisting the Board on strategic, governance, compliance, statutory and legal matters and their central role in the operation and administration of a company or group of companies.

## **Prerequisites :**

None, but an interest in company law and governance is helpful.

## **Course objectives:**

- Obtain an understanding of company law in the UK and the types of company structure.
- Explain the history and purpose of the UK Corporate Governance Code.
- Identifying the role of the Board and key stakeholders.
- Understanding the importance and practical application of corporate governance.
- How behaviours, cultures policies and procedures interact with company law, regulations and codes of practice.
- Avoiding tick-box compliance exercises and understanding the importance of comply/apply and explain principles instilled via the Corporate Governance Code.
- An insight into the role of the Governance professional in practice.

## **Assessment:**

50% final written exam (in class)

50% work in class (e.g. participation, group work, presentation, case study)

## **Attendance:**

In order to participate, students must be present. Nevertheless, a maximum of 2 (two) unexcused absences will be allowed; otherwise no mark will be given. An unexcused absence at a test (final test or continuous assessment) means no credits for the course.

## **Bibliography:**

There is no need to buy a particular book, website links and handouts will be provided where necessary.

The following might be useful for reference:

Lee Roach: Company Law, Published: 11 March 2022, ISBN: 9780192895677

Lee Roach: Company Law Concentrate: Published: 04 August 2023 ISBN: 9780198881407

Financial Reporting Council, The UK Corporate Governance Code (2024), available online

Financial Reporting Council, The UK Stewardship Code (2020), available online  
The Chartered Governance Institute: <https://www.cgi.org.uk/>  
<https://www.legislation.gov.uk/ukpga/2006/46/contents>