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COURSE BROCHURE

Corporate Law and Board Procedure Training Course

9 – 13 August 2027
Milan

Corporate Law and Board Procedure Training Course

Ref: 830_31540 **Date:** 9 – 13 August 2027 **Location:** Milan **Fees:** 6200 GBP

Corporate Law and Board Procedure is a 1-week training course for company secretaries and corporate counsel who prepare a Board Meeting and Corporate Records Pack covering notices, resolutions, minutes and registers. Investors, lenders and auditors now test whether board decisions were validly taken and properly recorded before they rely on them. The course is delivered by Jupiter Prime Training as a practitioner course on the legal mechanics behind every board and shareholder decision.

Why Corporate Law and Board Procedure Matters Now

Three groups shape this subject today. Lenders and investors ask for certified resolutions and register extracts before they release funds or close a share transfer. External auditors and minority shareholders examine minutes when a transaction is challenged, and a missing quorum or an undeclared interest can void a decision months later. Boards also meet more often, partly online, which strains notice periods and signature routines. A company that runs its constitutional documents and board procedure with care can prove each decision quickly; one that does not faces delayed financing, disputed transactions and personal exposure for directors.

Who Gains Most from Corporate Law and Board Procedure

- Company secretaries who issue notices, keep statutory registers and certify resolutions
- Corporate counsel who advise directors on powers, duties and conflicts of interest
- Board support officers who assemble board packs and track action items
- Shareholder relations staff who run general meetings, proxies and voting records
- Group entity administrators who keep subsidiary documents and filings in order

A company secretariat and a legal team from the same group gain most when they attend together, since they leave with one set of meeting templates and one register routine for every entity.

Corporate Law and Board Procedure Capabilities

Participants leave able to test whether a board or shareholder decision is valid and to prove it on paper.

- Assess articles of association and shareholder agreements for reserved matters — directors deciding which approvals a transaction needs
- Apply directors duties of care, loyalty and disclosure — counsel advising individual board members
- Design notices, agendas and quorum checks — chairs opening a valid meeting
- Build written resolutions and certified extracts — lenders and counterparties relying on board approval
- Specify a conflicts of interest declaration and recusal routine — audit committees and minority shareholders
- Calculate shareholder voting thresholds for ordinary and special resolutions — general meeting outcomes

Key Corporate Law and Board Procedure Terms

- Articles of association — the constitutional document setting out how a company is run, including director powers and meeting rules.
- Reserved matters — decisions that the articles or a shareholder agreement say only shareholders, or a set majority, may approve.
- Quorum — the minimum number of directors or shareholders who must be present for a meeting to take valid decisions.
- Written resolution — a decision passed by signature of the required members without holding a physical meeting.
- Fiduciary duty — a director's duty to act in good faith in the company's interest and to avoid unmanaged personal conflicts.
- Statutory register — a record the company must keep, such as its register of members, directors or charges.

Corporate Law and Board Procedure Day by Day

Day 1: The Company as a Legal Person

- Corporate Personality and Limited Liability — Where Shareholder Protection Ends
- Memorandum and Articles of Association — Reading Objects and Director Powers
- Shareholder Agreements — Reserved Matters, Pre-Emption and Deadlock Clauses
- Share Capital and Classes of Shares — Rights Attached to Each Class
- Group Structure Chart — Tracing Control Across Subsidiaries

Day 2: Directors Duties and Conflicts

- Duties of Care, Skill and Diligence — Testing a Board Decision After the Event
- Duty of Loyalty and Good Faith — Acting for the Company as a Whole
- Conflicts of Interest Declaration Form — Disclosure Before a Vote
- Related-Party Transaction Approval Route — Recusal and Independent Sign-Off
- Delegation of Authority Matrix — Limits for Executives and Committees

Day 3: Board Meeting Procedure

- Board Calendar and Notice Periods — Valid Convening of Meetings
- Agenda and Board Pack Preparation — Papers That Support a Decision
- Quorum and Voting Checks — Including Remote Attendance
- Resolution Drafting Conventions — Recitals, Operative Wording and Conditions
- Minute Taking Method — Recording Discussion, Dissent and Action Items

Day 4: Shareholders and Corporate Records

- General Meeting Notices and Proxies — Shareholder Participation Rules
- Ordinary and Special Resolution Thresholds — Counting Votes Correctly
- Minority Shareholder Protections — Information Rights and Unfair Prejudice Claims
- Statutory Registers of Members, Directors and Charges — Keeping Them Current
- Certified Extracts and Incumbency Certificates — Evidence for Banks and Counterparties

Day 5: Practising the Board Meeting and Corporate Records Pack

- Reserved Matters Test on an Acquisition Proposal — Who Must Approve
- Conflict Declaration Exercise on a Supplier Contract — Recusal in Practice
- Mock Board Meeting with Live Minutes — Quorum, Voting and Dissent
- Written Resolution and Register Update — Closing a Share Transfer
- Board Meeting and Corporate Records Pack — Final Templates for Adoption

Applying Corporate Law and Board Procedure After the Course

- Audit the last four sets of board minutes against the quorum, conflict and resolution checklist and correct the templates.
- Reconcile the statutory registers of each group entity with recent share transfers and director changes, then issue fresh incumbency certificates.

Corporate Law and Board Procedure Questions FAQ

What is corporate law and board procedure and why does it matter now?

It is the set of company law rules and meeting routines that make board and shareholder decisions valid and provable. It matters now because lenders, investors and auditors check resolutions, quorum and conflicts before they rely on any decision.

Which roles gain most from corporate law and board procedure?

Company secretaries and corporate counsel gain most, together with board support, shareholder relations and group entity staff. You benefit if you prepare notices, write minutes or keep registers for an industrial holding company, a bank subsidiary or a family-owned group.

How does corporate law and board procedure differ from a longer board governance course?

It centres on the legal mechanics of decisions rather than board strategy or stakeholder relations. A longer governance course covers board effectiveness, reputation and investor engagement; this one stays with constitutional documents, directors duties, meetings, resolutions and records over one week.

What do you bring back from corporate law and board procedure?

You bring back tested templates for notices, agendas, resolutions, minutes and conflict declarations. You also return with a register checklist and a reserved matters test you can apply to the next transaction your board considers.

Corporate Law and Board Procedure: The Way Forward

The Board Meeting and Corporate Records Pack first informs whether the next board meeting is validly convened and its decisions properly recorded. Company secretaries and corporate counsel use it at every meeting and share transfer. After its first use, revisit the delegation of authority limits and conflict routine, since live meetings show where approval thresholds or disclosure timing need adjustment.