



# **BPP Professional Development 2017 Governance Programme**



# Programme Guide

| Course Title  | Date                       | Outline  | Cost   |
|---|----------------------------|--|--------|
| <b>BVI and Cayman companies</b>   | 2 March,<br>12.00 – 14.00  | <ul style="list-style-type: none"> <li>• Different types of company available in BVI and Cayman</li> <li>• Restrictions on the use of companies</li> <li>• Reserved and shelf companies: advantages and drawbacks</li> <li>• Incorporation of Companies including constitutional documents</li> <li>• Registered agents</li> <li>• Share capital including bearer shares</li> <li>• Directors meetings and duties</li> <li>• Members meetings</li> <li>• Registered office and record keeping</li> <li>• Statutory returns</li> <li>• Records of transactions and Financial statements</li> <li>• End of the road</li> </ul>   | £99.00 |
| <b>Incorporation of Jersey and BVI companies</b>  | 17 March,<br>12.00 – 14.00 | <ul style="list-style-type: none"> <li>• What is a company?</li> <li>• Types of Jersey Company</li> <li>• Incorporating a company in Jersey</li> <li>• Choosing a name</li> <li>• Tort of passing off</li> <li>• Memorandum and articles</li> <li>• Effect of the articles</li> <li>• Registry forms</li> <li>• Types of company in BVI</li> <li>• Registering and incorporating a company in BVI</li> <li>• Documents and records</li> <li>• Bearer shares</li> </ul>   | £99.00 |
| <b>Corporate Governance and Risk Management for non-executive directors and audit committee members</b> | 28 March,<br>17.30 – 19.30 | <p>Corporate governance and risk management are essential areas for both Executive and Non-Executive Directors to be fully informed about. This session will cover the following areas:</p> <ul style="list-style-type: none"> <li>• Recent developments in corporate governance</li> <li>• The four corner stones of effective governance</li> <li>• Embedding a governance culture into your organisation</li> <li>• The importance of risk management - both to safeguard the business and as a value driver</li> <li>• The critical elements of effective risk management, including key catalysts</li> <li>• Assessing the effectiveness of risk management within your own organisation</li> </ul>         | £99.00 |
| <b>Building an effective board and assessing its effectiveness</b>                                      | 29 March,<br>09.00 – 10.30 | <p>This briefing session offers new and existing Board members the opportunity to ensure that their Board operates in an appropriate and effective manner, thereby adding value. Areas to be covered include:</p> <ul style="list-style-type: none"> <li>• Roles and responsibilities of Board members</li> <li>• The distinction between executive and non-executive Directors</li> <li>• What makes a Board effective?</li> <li>• Building an effective governance structure within your organization</li> <li>• How effective governance can contribute to value creation</li> <li>• Managing engagement with all key stakeholders</li> <li>• Reviewing Board effectiveness – tools and techniques</li> </ul> | £80.00 |

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|---|------------------------------------|---|----------------|
| <b>New developments in internal auditing</b>        | <b>29 March,<br/>11.00 – 14.00</b> | <p>To continue to provide value to their organisations, internal auditors need to be abreast of good practices. This session will cover the following areas:</p> <ul style="list-style-type: none"> <li>• New and emerging requirements for the internal auditor including updates on governance related issues</li> <li>• Assessing the level of risk maturity of your organisation through auditing the risk management processes</li> <li>• Adopting a 'real' risk based approach to your audit work</li> <li>• Understanding how to audit the 'intangibles' within your organisation</li> <li>• Making a real input to change projects within your organisation</li> <li>• Providing greater assurance with leaner resources</li> </ul> | <b>£150.00</b> |
| <b>Controls transformation</b>                      | <b>29 March.<br/>15.00 – 17.00</b> | <p>Many organisations are operating today with a hierarchy of controls that belong to yesterday. Often controls and other procedures are carried out because 'that's the way we've always done things.' This session will cover:</p> <ul style="list-style-type: none"> <li>• The need for controls transformation</li> <li>• Understanding the principles of controls transformation</li> <li>• Understanding risk - the key starting point for controls transformation</li> <li>• Assessing the effectiveness of the current controls hierarchy</li> <li>• Using controls transformation as a competitive advantage</li> </ul>  | <b>£99.00</b>  |
| <b>Comparison between Jersey and UK company law</b> | <b>28 April,<br/>12.00 – 14.00</b> | <ul style="list-style-type: none"> <li>• Company formation</li> <li>• Ultimate beneficial owners</li> <li>• Corporate directors</li> <li>• Members</li> <li>• Authorised share capital</li> <li>• Company filings</li> <li>• Accounts</li> <li>• Annual General Meetings</li> <li>• Company dissolution</li> </ul>  | <b>£99.00</b>  |
| <b>The role of the company secretary</b>            | <b>18 May,<br/>12.00 – 14.00</b>   | <ul style="list-style-type: none"> <li>• What is a company secretary?</li> <li>• Who needs a company secretary?</li> <li>• Basic responsibilities</li> <li>• Authority</li> <li>• Board meetings</li> <li>• Minutes</li> <li>• Offshore issues</li> <li>• Statutory administration</li> <li>• Annual return</li> <li>• Reviving a Jersey Company</li> <li>• Public or Private company</li> <li>• Submitting documents to the registry</li> </ul>  | <b>£99.00</b>  |

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|---|--------------------------------|--|--------|
| <b>Foundations</b>  | 8 June,<br>12.00 – 14.00       | <ul style="list-style-type: none"> <li>• What is a Foundation?</li> <li>• Origins of Foundations</li> <li>• Jersey Foundations</li> <li>• Ultra Vires</li> <li>• Uses of a Foundation</li> <li>• Incorporation of a Foundation</li> <li>• Entities involved</li> <li>• Operating the Foundation</li> <li>• Important cases</li> <li>• Minutes</li> </ul>   | £99.00 |
| <b>Limited partnerships</b>   | 21 June,<br>12.00 – 14.00      | <ul style="list-style-type: none"> <li>• General partnerships</li> <li>• Limited partnerships</li> <li>• The partners</li> <li>• Formation of an LP</li> <li>• Incorporation of the GP</li> <li>• Uses of Limited partnerships</li> <li>• New varieties</li> <li>• End of the road</li> </ul>  | £99.00 |
| <b>Regulated financial services businesses – How to improve corporate governance?</b> | 21 July,<br>12.00 – 14.00      | <ul style="list-style-type: none"> <li>• Governance and management roles</li> <li>• Role of the board: what not to overlook</li> <li>• Board committees</li> <li>• Internal control, culture and procedures</li> <li>• Risk management: is it just AML / CFT risks</li> </ul>  | £99.00 |
| <b>What is corporate governance and why is it important?</b>                          | 27 July,<br>16.30 - 18.30      | <ul style="list-style-type: none"> <li>• Origins and principles of Governance</li> <li>• Governance / Management?</li> <li>• The agency problem</li> <li>• An effective board</li> <li>• NEDS</li> <li>• Division of power: CEO / Chairman</li> <li>• Internal control</li> </ul>  | £99.00 |
| <b>Governance in unlisted and private companies</b>                                   | 21 September,<br>12.00 - 14.00 | <ul style="list-style-type: none"> <li>• What is Corporate Governance?</li> <li>• The governance regime for listed companies</li> <li>• The importance of private and unlisted companies</li> <li>• What does not apply to these companies?</li> <li>• The importance of governance in these companies</li> <li>• The effective board</li> <li>• Incentivise the board</li> <li>• Relationships between key stakeholders</li> <li>• Setting and monitoring company objectives: internal control</li> <li>• Practical considerations</li> </ul> | £99.00 |
| <b>What's expected of a regulated trust company business and their employees</b>      | 17 November,<br>12.00 – 14.00  | <ul style="list-style-type: none"> <li>• Acting in the best interests of our clients</li> <li>• Risk management</li> <li>• Competency of employees</li> <li>• Records</li> <li>• Dealing with the commission</li> <li>• CDD / AML / Policies and procedures</li> </ul>   | £99.00 |
| <b>Duties and responsibilities of a Jersey director</b>                               | 4 December,<br>12.00 – 14.00   | <ul style="list-style-type: none"> <li>• What is a director: employee or not?</li> <li>• Who may represent the company- agency</li> <li>• Authority of agents: express, implied, apparent, estoppel, by operation of the law</li> <li>• Types of director including defacto and shadow directors and consequences</li> <li>• Appointment and removal of directors</li> <li>• Directors duties: Jersey law and UK law</li> <li>• Issues for offshore directors: offshore control</li> <li>• Insider dealing</li> </ul>                          | £99.00 |



This programme is aimed at those who require a knowledge and understanding of Corporate Governance and Regulations. It looks at the key principles, features, and underpinning procedures when administering structures in offshore jurisdictions. It also introduces the key principles and concepts of Company Law and administration as well as the roles and responsibilities of key parties.

### Presenters

The programmes are presented by Richard Hardy-Bishop, Nina Gomes and Gill Bolton.

#### Richard Hardy Bishop

Richard has an MSc with Distinction in Corporate Governance from The University Of Bournemouth and is an Associate of The Chartered Institute of Secretaries.

In 2007, Richard joined BPP, teaching on the ICSA Certificate, Diploma and Professional programmes together with corporate governance and law courses on both the ACCA and ACA qualifications.

#### Nina Gomes

Nina has 18 years' experience in the Jersey Fiduciary industry. She designs and delivers tailored courses in this area and coaches individuals at all levels.

#### Gill Bolton, BA ACA

Gill has worked within corporate governance, internal audit and risk management for over twenty five years, initially with KPMG, then with Ernst & Young and latterly running her own business.

### Venue

All sessions will take place at BPP Professional Education, Whiteley Chambers, 39 Don Street, St Helier, Jersey, JE2 4TR

### Costs

Prices do not include GST. Those organisations or individuals who are not exempt from GST will pay an additional 5%.

### Discount

Delegates, or organisations, booking 6 or more sessions will receive one session free of charge.

### How to book

Simply complete the booking form at the back of this brochure and forward to [maxinepreddy@bpp.com](mailto:maxinepreddy@bpp.com). Bookings should be received 7 days before the start of the course. If this is not possible please contact Maxine on **711803**. Once BPP has received your booking we will send you confirmation along with full joining instructions.

#### Change of date, venue or tutor

BPP reserves the right to change course dates, venues or tutors, or cancel in exceptional circumstances. We will of course advise you of any changes as early as possible.

### Terms & conditions

If you need to make amendments you can email: [maxinepreddy@bpp.com](mailto:maxinepreddy@bpp.com)

We will accept name changes at any point up to the start of the course free of charge. If it becomes necessary to cancel a course delegate the following policy will apply: Cancellations 28 days or more in advance, no charge/full refund. Cancellations 27 – 7 days in advance, 50% charge. Cancellations less than 7 days in advance, no refund



# Professional Development Booking Form

| Personal details  |               | Authorisation to invoice employer   |                                |
|---|---------------|---|--------------------------------|
| Title   | Date of Birth | Company Name  |                                |
| First Name  |               | Company Billing Address   |                                |
| Last Name   |               |   |                                |
| Home Address  |               | Town/City   | Post Code                      |
| Town/City   | Post Code     | Authorising Manager   |                                |
| Email   |               | Job Title   | Tel                            |
| Tel   |               | Email   |                                |
| Signature*  |               | Authorising Signature*  |                                |
| <p>*Student signature, by signing, I accept BPP's Privacy Policy (as amended from time to time) and consent to BPP providing the personal data (including sensitive personal data) to my Employer. By submitting this application form, I confirm that I agree to the terms and conditions applicable to the course(s) and study materials.</p>                                   |               | <p>*I am authorized by the above company to authorize payment of the course and study material fees set out in this application form and , by signing this application, I confirm that the above company agrees to the terms and conditions applicable to such sponsorship and set out in the terms and conditions applicable to the course(s) and study materials.</p> |                                |
| <p><b>Please circle as applicable below</b></p>   |               | GST ISE Number  |                                |
| Self-funded      Employer funded  |               | PO Number   |                                |
|   |               | Accounts Payable Tel  |                                |
|   |               | Accounts Payable Email  |                                |
| <p>Do you have any special needs/disability that may affect you in the event of a building evacuation whilst you are on BPP premises? Yes   No</p> <p>(If yes, please arrive for the start of the first day of your course 15 minutes early to allow for the local site Health &amp; Safety Officer to complete the necessary evacuation procedure and assessments with you.)</p> |               |   |                                |
| Course details  |               |   |                                |
| Session   |               | Start date  | Price                          |
|   |               |   |                                |
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| Payment details   |               |   |                                |
| <p>By <input type="checkbox"/> cheque      Please enclose cheque made payable to <b>BPP (CI) Limited</b></p>  |               |   |                                |
| <p>By card <input type="checkbox"/> VISA      <input type="checkbox"/> MasterCard      <input type="checkbox"/></p>   |               |   |                                |
| Card holder's name  |               |   |                                |
| Card holder's address   |               |   |                                |
| Post Code   |               | Date  |                                |
| Card Number   |               |   |                                |
| Security code   |               | Valid from  | Expiry date                    |
| Send to <b>Maxine Preddy</b>  |               | Email <b>maxinepreddy@bpp.com</b>   | Tel +44 (0) 1534 <b>711800</b> |

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