CONCEPT

Company Law and Shareholders' Agreements: Share Capital, Directors and Corporate Actions

5 – 9 April 2027
Amsterdam - Zuidas business district hotel



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Introduction:

Company law questions reach the legal department every week: a partner wants to sell shares, a new investor asks for veto rights, a director has an interest in a supplier contract or a subsidiary must be closed. When articles of association, shareholders' agreements and statutory registers are inconsistent, corporate actions stall or can later be challenged. This Core Concept course gives in-house counsel, company secretaries and legal officers a working method for company law issues across the life of a company, from incorporation to dissolution. Participants produce a Shareholders' Agreement Review Memo and a Corporate Actions Calendar for a case company.

Course Objectives:

- Select a suitable company form and explain the consequences of separate legal personality and limited liability, including when the corporate veil is lifted
- Draft and amend articles of association and board resolutions that fit the company's share structure and decision-making needs
- Process share issues, transfers, class rights variations, capital increases and capital reductions with the correct approvals and register entries
- Review a shareholders' agreement for reserved matters, pre-emption, tag-along, drag-along, deadlock and exit clauses and align it with the articles
- Advise directors on appointment, removal, duties, conflict declarations and personal liability exposure
- Plan conversions, mergers, subsidiary and branch set-ups and solvent dissolutions as a sequenced calendar of corporate actions

Target Audience:

- In-house counsel who advise management and shareholders on corporate structure, shareholder disputes and board decisions
- Company secretaries responsible for general meetings, board minutes, statutory registers and corporate filings
- Legal officers who prepare constitutional documents, resolutions and share transfer instruments across a group of companies
- Group legal managers accountable for subsidiaries, branches and joint venture vehicles in several jurisdictions
- Corporate affairs managers who coordinate capital changes, restructurings and entity closures with advisers

Course Outline:

Day 1: Company Forms, Legal Personality and Incorporation

- Separate Legal Personality and Limited Liability: Salomon Principle and Veil-Lifting Grounds
- Company Form Comparison Matrix: Limited Liability Company, Joint Stock Company, Partnership and Sole Proprietorship
- Incorporation Checklist: Founders, Name Reservation, Registered Office and Commercial Registration
- Memorandum and Articles of Association: Objects, Powers and Mandatory Versus Optional Clauses
- Pre-Incorporation Contracts and Promoter Liability Assessment

Day 2: Share Capital, Share Classes and Shareholders' Agreements

- Share Capital Structure: Authorised, Issued, Paid-Up Capital and Capital Maintenance Rules
- Share Class Rights Table: Ordinary, Preference, Non-Voting and Redeemable Shares
- Shareholders' Agreement Anatomy: Reserved Matters, Board Nomination Rights and Information Rights
- Transfer Restrictions: Pre-Emption, Right of First Refusal, Tag-Along and Drag-Along Clauses
- Articles Versus Shareholders' Agreement Conflict Map and Precedence Clauses

Day 3: Directors, General Meetings and Corporate Records

- Director Appointment, Removal and Nominee Director Arrangements
- Directors' Duties Checklist: Good Faith, Proper Purpose, Care, Skill and Diligence
- Conflict of Interest Declarations and Related-Party Transaction Approval Workflow
- General Meeting Toolkit: Notice, Quorum, Proxies, Ordinary and Special Resolutions
- Statutory Registers and Filing Log: Members, Directors, Charges and Beneficial Owners

Day 4: Capital Changes, Minority Protection, Deadlock and Restructuring

- Capital Increase and Reduction Procedure: Rights Issues, Buy-Backs and Creditor Objections
- Minority Shareholder Remedies: Derivative Actions and Unfair Prejudice Petitions
- Deadlock Resolution Mechanisms: Escalation, Casting Vote, Russian Roulette and Texas Shoot-Out Clauses
- Branches Versus Subsidiaries and Share Deals Versus Asset Deals: Legal Consequences Overview
- Conversion, Statutory Merger, Voluntary Liquidation and Striking-Off Sequence

Day 5: Case Work: Shareholders' Agreement Review and Corporate Actions Calendar

- Case Company File: Articles, Cap Table, Shareholders' Agreement and Board Minutes
- Red-Flag Clause Review Grid for the Case Shareholders' Agreement
- Shareholders' Agreement Review Memo Drafting With Amendment Proposals
- Corporate Actions Calendar Build: Meetings, Filings, Renewals and Approval Deadlines
- Memo and Calendar Defence Before a Mock General Counsel Panel

Skills You Will Gain:

- Company Form Selection
- Articles of Association Drafting
- Share Capital Administration
- Shareholders' Agreement Negotiation Support
- Director Liability Advice
- General Meeting Management
- Statutory Register Maintenance
- Corporate Restructuring Planning

Why Attend This Course:

- Leave with a Shareholders' Agreement Review Memo and a Corporate Actions Calendar for a case company, tested before a mock general counsel panel
- Spot the gaps between articles, shareholders' agreements and registers that let a share transfer or board decision be challenged
- Give directors clear answers on conflicts, approvals and personal exposure before they sign
- Compare corporate housekeeping practice with legal and secretarial peers from holding groups, family companies, joint ventures and listed issuers

Conclusion:

A company's legal health depends on constitutional documents, share records and approvals that agree with one another and with the law. The course moves from company forms, legal personality and incorporation, through share capital, share classes and shareholders' agreements, to directors' duties, general meetings and statutory records, then to capital changes, minority protection, deadlock and restructuring. The final day produces a Shareholders' Agreement Review Memo and a Corporate Actions Calendar that participants can adapt for their own group entities.