

ABSTRACT

The purpose of my thesis is to analyse the legal regulation regarding the transfer of the business share in a limited liability company in the Czech Republic. I have chosen this topic because of a lack of its legal regulation on the one hand and controversy and topicality on the other hand. The study analyses relevant law, commentaries, books, articles and case law. Moreover, it also compares the current legal regulation with the new legal regulation represented by the new Civil Code and the Act on Commercial Corporations. The main contribution of this paper is in providing a critical perspective on the current legal regulation and also the comparison with the new one.

The thesis is composed of five chapters, each of which deals with different issues connected with both the transfer of the business share and the agreement on the transfer of the business share and a comparison with the new regulation.

Chapter One is introductory and examines the concept of the business share as a subject-matter of legal relations.

Chapter Two is subdivided into nine main parts. Part One focuses on the concept of the transfer of the business share. Part Two analyses its transfer to an existing shareholder or to a third party. Part Three focuses on the duty of loyalty of the shareholder. Part Four is closely concentrated on necessary agreements of the company or other body with the transfer of business share. Part Five refers to the financial assistance in respect to the transfer of the business share and Part Six with measures against the conflict of interest. Part Seven examines the chaining of companies and last two parts deal with the new regulation.

Chapter Three mentions the problem of transfer of the business share from its non-owner and a guarantee of the transferee arising out of the transfer.

Chapter Four, above all, focuses on the agreement on the transfer of business itself and its necessary content. Moreover, it deals with the representations and warranties of the contractual parties and withdrawal and cancellation of the agreement.

Chapter Five explores selected types of transfer of the business share which are often subject of legal discussion.

Conclusions are drawn in the Closing Chapter, which summarises the controversial issues and outlines their solutions.