

Abstract

The presented rigorous work named Derivative acquisition of the share consists of five chapters, two of which is an introduction and conclusion. In the first chapter the author introduces the reader to the concept of the share, because it is crucial for all the work. The strangeness of the shares is explained mainly on the basis of its quantitative and qualitative determination.

In the second chapter, the author briefly mentions the acquisition of the share in the original way, i.e. acquisition of such share which was never owned before. In the Czech legislation, this can be achieved by two similar ways, either during the establishment of the company nor by the accession of the new shareholder during the increasing of the registered capital.

Derivative acquisition means the acquisition of the ownership of the share from the previous owner, either by his will or without it. The main part is in one of the third chapter's subchapter, entitled Share transfer agreement. The author pursues the necessities of the transfer share agreement in detail, both those that are laid down by the law, as well as those that are set by the practice of the courts. In addition, the author also proposes additional optional arrangements that may be in the share transfer agreement, and that such right of first refusal or the options.

Another condition for the transfer of the share is to regulate the transfer of the share in the Founder's Deed and the potential approval of the General Meeting if necessary according to the Deed. The admissibility of the transfer of the share is determined by whether the acquirer is already a shareholder or if it is a person standing outside the company so far. Transfer can also be conditional, for example by the approval of the company's body. The work also deals with certain peculiarities in the share transfer, which is either in co-ownership or in joint marital property. In this case author focuses on the communal aspect and the property in the share handling.

In further subsections concerning the share transfer the work specializes in some nonstandard acquisition of the share, such as his endurance, or the acquisition from the non-owner in which the author demonstrates the inconsistent decision-making practice of the Czech courts. Besides, other interesting subchapter work is also the disposal with

the “free” share in the company’s disposal if the share for different reasons is the share not transferred to the person it should be transferred to.

The part about inheritance of the share can be considered as the second main part of the work. This chapter tries mainly from the comparative perspective to give the reader a picture of the conditions for the transition of the share between individuals. The transition between legal entities is then analyzed in the chapter Transition of the share during the dissolution of a partner with the legal successor.

In the last fourth chapter, the author introduces the reader to the innovations in the management of share that will occur with effect from 2014 under the new law on commercial corporations.