

# European Private Company

Share Transfers  
&  
Classes of Shares

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March 2008



Kubas, Kos, Gaertner - Adwokaci sp. p.  
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## Share transfers

- The Statute should provide a set of rules on the transfer of shares. Otherwise, it would be left to national laws, what would not be a good solution in view of strong distinctions among jurisdictions.
- Consequently, the Statute should regulate the following issues:
  - transferability of shares
  - form and other requirements for the effective transfer
  - transfer restrictions
  - consequences in the event of breach of the Statute or Articles
- **[Transferability]** In the Statute it should be stated that the transfer of shares is permissible but only
  - with the consent of all remaining shareholders or
  - in compliance with the procedure provided in the Articles
- **[Effectiveness]** Requirements for the effective transfer should be:
  - written form of the transfer
  - notification to the company
  - filing a new list of shareholders with the registry court

## Transfer restrictions

- The Statute should allow the transfer restrictions and leave the setting of detailed terms to the shareholders' decision made in Articles.
- Nevertheless it would be appropriate, if the Statute :
  - expressly provided an obligation to determine essential terms and conditions of the restrictions in the Articles (forms, procedures, timetable)
  - set a model specification of some standard clauses (e.g. consent, right of first refusal, right of first offer, put and call options)
- Restrictions to the transferability of shares should always be decided with the approval of a shareholder concerned.
- It would be desirable, if the Statute provided that the Articles shall determine remedy(-ies) in the event of refusal of a transfer. There could be time restrictions in this matter.
- The Statute should also address other dispositions of shares (e.g. lien, usufruct).
- Any transfer in breach of the Statute or Articles should be void.

## Classes of shares and individual rights

- The Statute should allow the creation of:
  - different classes of shares and
  - different personal rights of individual shareholders
- Furthermore, the Statute should :
  - expressly provide that the *Articles* shall distinguish in detail each class of shares and all personal rights of individual shareholders
  - propose a model specification of some standard terms in respect thereto
- It would be necessary to provide rules in the Statute regarding:
  - alteration and cancellation of the rights related to the preferred shares and preferential rights of each individual shareholder
  - creation of new classes of preferred shares and preferential rights