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## **Summary**

### **„Status of a shareholder in a simple joint-stock company”**

The main aim of the dissertation is to discuss the role and position of a shareholder in a simple joint-stock company, taking into account the characteristic features of this new type of capital company in the Polish legal system. Secondly, it aims to capture and discuss the contentious issues that have arisen with the introduction of this institution.

Due to the problems associated with the practical use of a simple joint-stock company in trading, the main research thesis of the dissertation was formulated, according to which the status of a shareholder in a simple joint-stock company significantly differs from the status of a shareholder in a joint-stock company and a shareholder in a limited liability company. This is primarily due to the significant freedom in shaping the rights of a shareholder in a simple joint-stock company, while numerous common elements between the regulations of capital companies allow for the auxiliary use, in the course of interpretation, of the achievements of literature and jurisprudence developed in the context of joint-stock companies and limited liability companies.

To specify the main research thesis, the following specific assumptions were adopted:

1. determining the norms and structural features shaping the nature of the simple joint-stock company;
2. characterizing the concept of shares in a simple joint-stock company;
3. developing the role and principles of the functioning of the shareholder register, with particular emphasis on the nature of entries in a shareholder register;
4. listing the types of shares existing in a simple joint-stock company;
5. determining what rights are granted to a shareholder due to participation in a simple joint-stock company;
6. establishing the obligations imposed on a shareholder in a simple joint-stock company.

The research primarily used the dogmatic-legal method, supplemented only by the comparative-legal and historical-legal methods. It was based on the study of legal texts and views expressed so far in jurisprudence and doctrine.

The dissertation is divided into five chapters, an introduction, and a conclusion.

In the first chapter, a brief introduction to a simple joint-stock company, its main structural features, and the legislative process that led to its adoption is presented. Attention is drawn to the nature of a simple joint-stock company as a capital company and the fundamental principles of company law shaping its nature.

The second chapter is devoted to the institution of the shareholder register. First, its basic legal features are discussed, considering and evaluating problematic issues. Then, the issue of concluding an agreement for maintaining the shareholder register is analyzed. The focus is then placed on the issue of making entries in the shareholder register and the nature of such entries.

In the third chapter, the focus is on the role of shares in a simple joint-stock company. The interpretation of the concept of shares is made, taking into account the differences in this respect between a simple joint-stock company and a joint-stock company. The importance of shares as securities and the related issue of mandatory dematerialization of shares is elaborated on. The chapter also focuses on the issue of material and formal legitimation of the shareholder related to shares and entries in the shareholder register, as well as the possibility of acquiring shares from an unauthorized person. The next part of the chapter is devoted to listing the existing types of shares: cash and non-cash shares, privileged shares, founder's shares, and non-voting shares, as well as referring to the possibility of creating so-called "golden shares". Special attention is paid to the scope of permissible privileges and the practical aspects of creating shares other than ordinary ones.

The fourth chapter discusses the rights of shareholders. First, the focus is on typical property rights, such as the right to dividend, the right to subscribe for new shares, the right to participate in the liquidation mass, and the right to take over assets in liquidation. Then, corporate rights related to participation in the general meeting, including voting rights, are developed. Special attention is paid to the right to demand the resignation of a shareholder, which constitutes a unique novelty in Polish company law. The right of individual control, the right to information, and the right to access a shareholder register are discussed. Then, those rights that are a faithful copy of solutions used in other capital companies are only mentioned. This part of the dissertation ends with a detailed reference to the issue of individual rights.

The fifth chapter is devoted to discussing the obligations imposed on shareholders of a simple joint-stock company in connection with participation in the company. The obligation to make a contribution, as the basic, absolute obligation imposed on each shareholder, is discussed in detail. Regulations concerning the liability for overvaluing non-cash contributions are also described. Next, the obligation to return payments made in violation of the regulations or the company's agreement and the obligation to return advances paid towards the anticipated dividend are analyzed. Then, the thesis of the existence of a loyalty obligation for shareholders in a simple joint-stock company is put forward, with particular emphasis on its sources. The chapter concludes by addressing the category of obligations shaped within the framework of freedom of contract, not resulting from statutory regulations.

The conclusion contains a summary of the research findings, a brief assessment, and the most significant conclusions drawn from them.