

Abstract

Title of the thesis: New Czech corporate group law – the French Rozenblum concept, the German Konzernrecht or a third approach?

This thesis aims to analyse the legal regulation of groups of companies in the Czech Republic after the recodification of private law, set against the backdrop of the French concept Rozenblum and the German model of regulation of groups of companies. The references and comparison with the Italian legal regulation as well as with model company statute European Model Company Act are also made in the corresponding parts of the thesis.

The thesis is divided into three chapters. The first chapter describes the main characteristics of the two important regulatory models of groups of companies in Europe, namely the German and the French model, and forms a basis for the analysis in the following chapters. The chapter then proceeds to outline the legal framework governing groups of companies in Italy as well as the regulation proposed for groups of companies in European Model Company Act and to describe the development of reflections and approaches of the European Union towards the phenomenon of groups of companies.

The second chapter deals with the description of group of companies. Firstly, there is an attempt to characterise a corporate group in general, followed by its legal definition found in the Czech Business Corporations Act. Secondly, the three main features of the single management, which derive from its legal definition, are examined. The three mentioned features and approaches to them are compared from the point of view of their occurrence in the German, French and Italian legal regimes as well as their different content. The last part of this chapter is dedicated to the group declaration, focusing on comparison with the Italian legal regulation which provides for extensive duties regarding the disclosure.

The third chapter focuses on legal consequences which the Business Corporations Act provides for the existence of a group of companies. Attention is especially paid to the issue of settlement of damage pursuant to Section 72, and to the different approaches to the interpretation of this provision in the relevant literature. Furthermore,

other legal consequences connected with the existence of group of companies are also analysed in the individual subchapters, including the right of a dominant entity to give instructions to a dependant person. It is also examined and compared if similar legal consequences are provided for in the legal framework of other countries.

In the conclusion, there is a summary of results which were obtained on the basis of the comparison of partial issues regarding the law of corporate groups.

Key words: corporate groups, single management, interest of the group, settlement of damage