

Project of transformation

Abstract

The diploma thesis discusses the project of transformation of trading companies and cooperatives. With the adoption of the Act on Transformations, existing institutes, on the basis of which a transformation occurred, were replaced by a single institute, namely the project of transformation. The project of transformation has become the only legal title for all types of transformations of business corporations. The aim of the thesis is to provide a more comprehensive perspective of the issue of the project of transformation, which is not provided sufficient space in the literature or decision-making activities of courts. So as to achieve a more comprehensive view of the project of transformation itself, the work is divided into eight sections and each section is devoted to a different area.

The legal nature is a project of transformation by legal action, which before the amendment to the Act on Transformations imported a part of theory and case law. Now it is directly determined by the law. However, the peculiarities of a project of transformation justify an approach different from the usual legal negotiations in each area this work deals with. This is a different approach to the rules of interpretation, similar to the legal proceedings of a founder. When preparing a project of transformation, the law only stipulates that it is the day when the project meets all the content and formal requirements of the legal proceedings, while the rest is applied in the alternative to the Civil Code, which is based on the principle of formality.

Another issue is the moment of entry into force, which varies depending on whether the project of transformation is a unilateral, bilateral or multilateral legal act, whether it is subject to approval by the persons involved in the transformation or the supervisory authorities, or whether a special regime applies to one of the persons. Attention is paid to what effect the change of the project of transformation has on the whole process and when, on the contrary, it does not have such an effect, whether the law explicitly stipulates it or not. The manner in which the obligation from the project of transformation can be terminated is explained, and last but not least, the peculiarities of the procedure for determining the invalidity of the project of transformation are stated, as the Act on Transformation contains a special regulation. The conclusion

addresses the issue of whether the differences in the project of transformation preclude the filing of a counterclaim, whether under insolvency or civil law.

Keywords: project of transformation, transformation, trading companies and cooperatives, Act on Transformations