

Protection of Shareholders' Proprietary Rights in Limited Liability Companies

Abstract

This thesis analyzes the protection of shareholders' proprietary rights in limited liability companies. The main objective is to evaluate the current legal framework as provided by Act No. 90/2012 Coll., Business Corporation Act, and to propose recommendations aimed at enhancing the effectiveness of this protection. The thesis focuses on key proprietary rights, such as the right to a share of profit and other own resources, the right to a liquidation surplus, and the right to a settlement share, with particular emphasis on the potential modification of these rights through articles of association and ancillary agreements.

The thesis is divided into four main chapters. The first chapter outlines the fundamental position of a shareholder in a limited liability company and their basic proprietary rights. The second chapter analyzes the legal protection mechanisms available to shareholders under statutory provisions and case law. The third chapter focuses on safeguarding proprietary rights through the articles of association, while the fourth chapter examines the role of side agreements in strengthening shareholders' rights.

The research reveals that the current legislation provides a basic framework for protecting shareholders' proprietary rights. However, this framework is insufficient in some areas, potentially leading to disputes and legal uncertainties. The thesis, therefore, recommends that shareholders consider incorporating supplementary provisions into their articles of association or side agreements. These provisions should always comply with the law, principles of good morals, and the principle of equal treatment.

The findings of this thesis provide practical recommendations that can assist shareholders in better protecting their proprietary rights and avoiding internal conflicts within the company. Thus, this work contributes to a deeper understanding of the subject matter and supports the development of more transparent and equitable operation of limited liability companies within the Czech legal environment.

Key words: protection of proprietary rights, limited liability company, articles of association, side agreement