

Abstract (The protection of minority shareholders' rights)

The theme of this thesis is the protection of minority shareholders' rights. This problem of joint-stock companies is very comprehensive. So that this thesis is focused on rights belonging to shareholders with qualified share in stated capital of company which are situated in § 181 and § 182 in the Czech Commercial Code. The thesis consists of eight chapters.

In the first chapter the comment of basic terms connecting to this topic is presented. The term of joint-stock company and its characteristic features are briefly engaged. Further the terms shareholder and minority shareholder are specified.

The second chapter is focused on historical development of minority shareholders' rights from 1991 when the Commercial Code was enacted to the future. Special attention is given to amendments to the Commercial Code by Acts No. 142/1996 Coll., No. 370/2000 Coll. and No. 420/2009 Coll.

In the third chapter the general comment about reasons of protection of minority shareholders' rights is given and areas of protection of these shareholders are specialized.

The fourth chapter is concentrated on the right of minority shareholders to convene an extraordinary general meeting to discuss the program which is suggested. The Supreme Court of the Czech Republic has a relatively rich judicial decisions to this topic.

The next part is about other rights according to minority shareholders with qualified share in stated capital of company by the Commercial Code. These rights are situated in provision § 182 in the Czech Commercial Code.

The independent chapter analyzes derivative action when the shareholder is suing as a champion of the company. The shareholder claims enforcement of damages against member of the board of directors or payment of share price by shareholder in delay with it.

The seventh chapter is focused on minority rights in wording of drafted Business Companies and Cooperatives Act which is prepared as a part of private law re-codification in the Czech Republic. The regularization *de lege lata* and *de lege ferenda* is compared there.

The last chapter shows the possibility of abusing minority shareholders' rights. Abusing of rights is very undesirable phenomenon which has negative influence on function of the whole joint-stock company.

Key words: minority shareholder, extraordinary general meeting, derivative action