

Abstract

Protection of minority shareholders after recodification of Czech private law

The purpose of this thesis is to concentrate upon chosen areas of protection of minority shareholders, analyse them and review the advantages and disadvantages of the recodification of Czech private law in these areas. Simultaneously the thesis evaluates the usability of the existing judicial decisions and outlines possible development of the legislation. In the parts of the thesis where the author believes it is useful, the thesis compares these areas with foreign legislation and doctrine.

The thesis is systematically composed of 4 chapters. The introductory part of the thesis consists of two separate chapters that describe the notions of minority and qualified shareholder and explain the reasons of their protection.

After the definition of areas of protection of minority shareholders, chapter three concentrates on the areas of the protection that the author considers significant in terms of position of the minority shareholder in the company after the recodification. At first the thesis focuses on the participation of the shareholders in the corporate governance, specifically on the rights of qualified shareholders. The next part of the thesis highlights the new legal institute incorporated in the Czech legal order after the recodification, which is cumulative voting. The following two parts are devoted to compensation of damages, firstly to the derivative action and secondly to the compensation of reflective loss.

Chapter four outlines the problem of abuse of rights of minority shareholders and the obligation of loyalty of shareholders together with common forms of abuse of rights of minority shareholders.

The author points out possible interpretation issues in the chosen areas. After the presentation of relevant opinions of the legal doctrine and of the judicial decisions, the author adopts own opinion. The author's findings are concluded at the end of the thesis.