

Abstract

Legal regime of a group company after recodification of private law in the CR

This master thesis is devoted to the group of companies law in a broader sense of the business groups, including the terms influential entity and influence, after the recodification of private law in the Czech Republic. The thesis is composed of seven chapters.

Chapter one briefly characterizes the term group of companies law, its two main models of regulation – the German and French approach, including *the Rozenblum concept* and a comparison of these two models. Subsequently, it presents the European regulation of the group of companies, along with its development and impact on the legal systems of the member states of the European Union. Lastly, a legal basis of the new legislation in the Business Corporations Act is considered.

Chapter two describes certain legal terms of the Business Corporations Act, in terms of acting in concert and majority member.

Chapter three defines the term and the characters of the group of companies in the sense of the business groups, and it also points to the reasons why the grouping occurs.

Chapter four explores the essential elements of influential entity and influence as an institute that is applied within the particular types of the group of companies. In connection with the term influence it also presents an explanation of the term decisive and significant influence, and in relation to the term influential entity, it is analysed which entities are exempted from the application of the provision of influence.

Chapter five deals with the characteristics of both types of group of companies – the controlling group and the concern where an explanation is complemented by possible interpretation problems. Firstly, it is discussed how to interpret the obligation of the members of the controlling group to publish an overview of mutual contracts in the report on relations. Secondly, a question whether the relations of control can be established by contracts or other circumstances, and thirdly, a question whether it is compulsory to publish the existence of the concern by all its members on their websites under all circumstances.

Chapter six deals with the legal consequences of influence and existence of the controlling group and the concern, namely the regulation of compensation for damage caused by influential entity, and legal liability for the debts of influential entity pursuant to the Business Corporations Act. The attention is also paid to the possibilities in terms of the compensation for damage within the concern and legal liability of the concern.

Chapter seven explores the exit right of the members of the controlled entity, the burden of proof when assessing a significant aggravation of their position or in other significant damage to their legitimate interests, including the determination of the price for the business share based on an expert opinion.

At the conclusion the selected findings of this work are summarised. I also evaluate whether the objectives of this thesis are fulfilled and certain possible suggestions are presented.