

ABSTRACT:

The aim of this thesis has been to analyze briefly the instruments of protection for minority shareholders in the limited liability company after the recodification of the Czech private law, to follow the modern trend of this topic and to evaluate the changes in regards to the previous codification.

The thesis is structured as follows. The first chapter is divided into two subchapters. In the first one the basic terms important for the rest of the thesis has been explained, such as limited liability company, minority shareholder and qualified minority shareholder. The second subchapter characterizes the importance of protection for minority shareholders.

The particular instruments of minority shareholders' protection are listed and analyzed in the second chapter. It has been structured into several subchapters according to the subjects of each type of a minority shareholder protection (qualified shareholders, minority shareholders, all shareholders). The instruments belonging to the qualified shareholders are: the right of calling a general meeting according to the par. 187 of the *zákon o obchodních korporacích* Code and a right to suggest topics to be discussed at a general meeting. The instruments which may be used by all minority shareholder are: the separate voting and cumulative voting. Following chapters analyze the possibilities of protection belonging to any shareholder but still most useful for the minority shareholders. These are: the right of calling a general meeting according to the par. 183 of the *zákon o obchodních korporacích* Code, the right for information, the action on voter's right abuse, the motion to declare member's vote or general meeting's voting null and void, the derivative action and the right to cancel the shareholder's participation in the company.

The questions of the protection for the shareholders of a group of companies as well as the issues of the companies which are being transformed are considered an independent topic and so they have been analyzed in the subchapters II.IV. and II.V.

The conclusion of the thesis compiles the most important changes in contrast to the previous codification with an emphasis on the very new instruments as well as the pointing out of the new aspects of the established ones. The potential impact

of the recodification changes on the Czech business background and the author's opinion on the recent evolvement of this topic is also matter of the conclusion.