

Abstract

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

The issue of company group legislation is a topic increasingly discussed in the modern times. There are some questions that a legislator must ask: whether to allow the formation of corporate groups in the first place; if so, to what extent should disadvantageous instructions towards the subsidiary be permitted; how to handle the compensation for the damage caused by such instructions; in what manner to protect minority company members and creditors of the subsidiary. The recodification of private law in the Czech Republic has brought a new legislation of company groups in an attempt to introduce group enabling law in reaction to recent trends discussed on European level.

The first part of this thesis concentrates on bases on which the legislation in the Czech Business Corporation Act is built, including a brief comparison of German and French concept of corporate company law, the doctrine of piercing the corporate veil and recent discussions on European level.

The second part deals with the new term of influence and the first degree of company groups. It focuses mainly on the legal presumptions of control, the definition of concerted action and the topic of the majority partner. In the third part there is a detailed analysis of holding groups as the highest form of company groups, unified management, group politics and controlling power of the parent company.

The fourth part focuses on the legal regulation of the report on group relations and its legal essentials. The last part provides an insight into the compensation of damage inflicted on the subsidiary. It is concerned mainly with satisfaction of damage in the holding group which is analyzed in detail and provides different stances on its interpretation.

The aim of this master thesis is to provide the broadest possible insight into company groups focusing on the holding group, to bring attention to the interpretation and application deficiencies of the new legislation and to offer possible solutions.