

## **Summary**

### Companies in Private International Law with a special focus on the Czech, Danish and European law

The purpose of my thesis is to analyse the possibility of transfer of company seat and the impact of right of establishment, as is provided by the Treaty establishing the European Community, mainly as is defined in art. 43 and 48. The reason for my research is that I believe that in recent years was an interesting breakthrough in the recognition of foreign companies on the territory of the Member States, mainly under the influence of the ECJ decision and I hope that the work at the 14th Directive will be finalized in the near future, since the European Parliament in resolution of 10 March 2009 with recommendations to the Commission on the cross-border transfer of the registered office of a company, requests the Commission to submit to Parliament by 31 March 2009, on the basis of Article 44 of the EC Treaty, a legislative proposal for that directive.

The thesis is composed of eight chapters, each of them dealing with different aspects of the problems, which can be relevant for companies during conduct business in other states, than is their real seat or under whose legal regime was incorporated.

Chapter One is introductory and defines basic problems used in this thesis. The Chapter Two defines “company” and is subdivided into three parts, each of them is dedicated to one legal system: Danish, Czech and European. The same allocation of parts is applied in Chapter Three, which deal with problem of definition of seat of the company. Chapter Four describes Private International Law.

In Chapter Five I am trying to describe the problem of different approach to determine the legal status of foreign companies. Part One deals with recognitions theories: the real seat theory, the incorporation theory and control theory. Next parts explain the impact of these theories on different legal systems.

Chapter Six concentrates on problems resulting from recognition of foreign companies. Part One describes development of this area in the European Community; Part Two focuses on ECJ case law.

Chapter Seven explains the problem and possible solution of transfer of company's seat. Part One describes ECJ case law, namely case Daily Mail and Cartesio. Part Two examines relevant Czech legislation and Part Three focuses on Danish legislation.

Conclusions are drawn in Chapter Eight. It looks, that no matter that European Community try to unify the legal systems of Member States on these issues, Member States are trying to prevent this; either for reasons of historical development, or due to protectionist measures. The main aim of the thesis is to prove that new legislation, mainly 14<sup>th</sup> Directive, should be passed.