

ABSTRACT

The master thesis deals with regulation of group of companies with emphasis on compensation of damages.

In the introduction of the paper the law of group of companies is defined and the main purposes of the regulation are pointed out. The main aim of this legal field is to protect minority shareholders and creditors of subsidiaries through the system of compensation of damages. This primary obligation is supplemented by other legal institutes protecting vulnerable subjects. The paper also mentions leading concepts, which represent a template for the new system of regulation in the Act on commercial companies and cooperatives.

The analysis of new rules concerning compensation of damages in a group of companies is determined by the structure of provisions in the Act on commercial companies and cooperatives. The most important is a new institute of influence, which protects the integrity and interests of the influenced subsidiary. In case that the parent company affects the subsidiary, the parent company shall compensate damages to the subsidiary and it shall be liable for the subsidiary's debts to its creditors.

The paper provides an analysis of group of companies and compares it with rules of domestic and European tax law. It is also compared with rules in previous commercial code. Because of that we can see the distinction between financial and business law perspective on the regulation of group of companies. It is analyzed the possibility of creating a special tax regime for holdings.

The legal term „concern” defines group of companies as an integrated economic unit. The rules governing concerns allow to the group to operate as a single legal person. The rules are inspired by the German and French jurisdiction and they modify the system of compensation of damages in holdings. The paper analyses the conditions of wrongful trading in concerns which motivates groups of companies to regular management.

Key words: group of companies, compensation of damages, concern