

Abstract

The main purpose of this thesis is an introduction to the new Czech group law with special emphasis on the right to give instructions to the dependent entity. The whole thesis is based on the deliberation, if the legislator succeeded in finding an adequate balance between the looser French attitude and the German regulation, which is primarily based on the protection of minority shareholders and creditors.

The first chapter of the thesis is focused on the term “single management” and describes its main features – group interest, single policy and coordination and conceptual management. Moreover, the importance and form of declaration of a group is examined. A declaration of a group is a formal requirement that enables using advantages such as specific way to settle damage within the group.

Following chapters are dedicated to the terms “instruction” and “management of business”. It is generally forbidden by law to give instructions regarding the management of business with the exception of group instructions. The thesis explains in detail what is meant by management of business using elaboration in judicial decisions of Czech courts.

Other ways how to impose influence (other than giving a direct instruction) are described as well. Particular attention is paid to the personnel changes in the bodies of the dependent entity. The second part of chapter four is concentrated exclusively on group instructions. Firstly, general questions regarding instructions and their connection to the declaration of a group are analysed. Furthermore, several pages are dedicated to the issue, which person or body is entitled to give instructions and who is the addressee of such instruction. This thesis also deals with the question, if the form of an instruction can influence its validity or binding character.

Another quite essential question for relations within the group, is the nature of group instruction. Is such instruction binding or not? Is it allowed to give an unfavourable instruction and in whose interest? The conclusion of the thesis encompasses legal and other limits that an instruction has to comply with.