

Table of Contents

The Author	3
List of Abbreviations	13
General Introduction	17
§1. GENERAL BACKGROUND OF THE COUNTRY	17
I. Geography and History	17
A. Geography	17
B. History	18
II. Cultural Composition	19
III. Political System	19
A. General Observations	19
B. The Parliament	20
C. The Government	20
D. The Judiciary	21
IV. Population and Employment Statistics	21
V. Enterprise, Corporations, and Partnerships Statistics	21
VI. Social and Cultural Values	22
VII. Privatization Efforts	22
Part I. Commercial Law	25
Chapter 1. Concepts and Sources of Commercial Law	25
§1. DEFINITION OF COMMERCIAL LAW	25
§2. DEVELOPMENT OF COMMERCIAL LAW IN THE CZECH REPUBLIC	25
§3. PRINCIPLES OF COMMERCIAL LAW	26
§4. SOURCES OF COMMERCIAL LAW	27
I. Civil Code	27
II. Corporations Act	28
III. Trade Licensing Act	28
IV. Other Applicable Legislative Acts	28
V. Other Sources of Law	29
§5. ENTREPRENEURIAL ACTIVITY & SUBJECTS ENGAGED THEREIN	30

Table of Contents

I. Introductory Remarks	30
II. Natural Person: Entrepreneur	30
III. Business Corporations	31
IV. Consumers	32
 Chapter 2. Economic Operators	 34
§1. PERSONAL STATUS OF MERCHANTS	35
I. In General	35
II. Married Couples	36
III. Foreigners	39
A. In General	39
B. Foreigners: Natural Persons	39
C. Foreigners: Legal Entities	40
§2. COMPANIES (PARTNERSHIPS, CORPORATIONS & COOPERATIVES)	41
I. Historical Development	41
II. Different Forms of Business Corporations	41
A. General Partnerships	42
B. Limited Partnerships	43
C. Limited Liability Companies	43
D. Joint-Stock Companies	43
E. Cooperatives	43
F. Other	44
III. General Remarks	44
IV. Partnerships	45
A. Unlimited Partnerships	45
B. Limited Partnerships	47
V. Companies	49
A. Limited Liability Companies	49
B. Joint-Stock Companies	52
C. Cooperatives	55
 Chapter 3. Economic Institutions	 60
§1. PROFESSIONAL ORGANIZATIONS	60
I. Freedom of Trade and Profession	60
II. Trade Associations	60
§2. CHAMBERS OF COMMERCE	61
I. The Chamber of Commerce and the Agrarian Chamber of the Czech Republic	61
II. Other Chambers of Commerce	62
§3. OTHER IMPORTANT BODIES	63
§4. COMMERCIAL COURTS AND COMMERCIAL ARBITRATION	64

Table of Contents

I. Applicable Law	64
II. Arbitration Agreement	65
III. Arbitral Tribunal	66
IV. Procedure	67
V. Award	67
VI. Role of the Courts	68
 Chapter 4. Bankruptcy and Related Institutions	 69
§1. GENERAL OVERVIEW	69
§2. INSOLVENCY PROCEEDINGS	72
I. General Description	72
II. Definition of Insolvency	74
III. Course of Insolvency Proceedings	75
§3. BANKRUPTCY	81
§4. REORGANIZATION	88
§5. DEBT DISCHARGE	101
 Chapter 5. General Obligations of Economic Operators	 102
§1. COMPANIES REGISTER	102
I. Formal & Material Publicity of the Companies Register	103
II. Listed Entities	103
III. Recorded Data	103
IV. Collection of Deeds	106
V. Registration	106
§2. REGISTRATION WITH THE TAX ADMINISTRATOR	108
§3. ACCOUNTING	110
I. Legislation	110
II. Scope of the Obligation to Keep Accounts	110
III. Accounting Period	111
§4. PREVENTION OF MONEY LAUNDERING AND TERRORIST FINANCING	111
 Chapter 6. Intellectual Property Rights	 115
§1. INTELLECTUAL PROPERTY	115
I. General Observations	115
II. Patents	116
A. General Observations	116

Table of Contents

B. Exclusions from Patents	117
C. Substantive Requirements	117
D. Formal Requirements	118
E. Rights of the Patentee	119
F. Inventions by Employees	120
G. Lapse of a Patent	121
III. Utility Models	121
A. General Observations	121
B. Exclusions from Utility Models	123
C. Substantive Requirements	123
D. Rights Conferred by Utility Models	124
E. Lapse of a Utility Model	124
F. Revocation of a Utility Model	124
G. Cancellation of the Utility Model	125
IV. Industrial Designs	125
A. General Observations	125
B. Exclusions from Industrial Designs	126
C. Substantive Requirements	126
D. Formal Requirements	127
E. Rights Conferred by Industrial Designs	128
F. Lapse of an Industrial Design	128
G. Cancellation of Industrial Design	128
V. Topographies of Semiconductor Products	129
A. Legislation	129
B. Definition and General Observations	129
VI. Trademarks	130
A. General Observations	130
B. Exclusions from Trademarks	131
C. Types of Trademarks	131
D. Formal Requirements	133
E. Rights by Trademarks	134
F. Revocation of a Trademark	135
VII. Protection of Biotechnological Inventions	135
A. General Observations	135
B. Exclusions of Patentability	136
C. Scope of Protection	136
VIII. Plant Breeders' Rights	137
A. General Observations	137
B. Substantive Requirements	138
C. Formal Requirements	139
D. Rights Conferred by Plant Variety Rights	139
IX. Copyright	140
A. General Observations	140
B. Author	141
C. Content of Copyright	141
D. Neighbouring Rights	143
X. Know-How	143

Table of Contents

A. General Observations	143
B. Protection of Know-How	143
§2. TRADE NAMES (BUSINESS NAMES)	144
I. Definition and General Observation	144
II. Requirements	144
III. Protection of Business Names	144
Chapter 7. Securities	146
§1. GENERAL INTRODUCTION TO SECURITIES	146
Chapter 8. Commercial Contracts	159
§1. GENERAL PRINCIPLES OF CONTRACT LAW	159
I. <i>Pacta Sunt Servanda</i>	160
II. Principle of Fairness	161
III. The Priority of Relative Invalidity of Contracts	162
IV. Explicit Pre-contract Liability	162
V. Freedom to Choose the Form of Legal Acts and to Determine Specifics of the Contracting Process	163
VI. Surprising Covenants in General Terms and Conditions	164
§2. SALE OF GOODS	164
I. International Sale of Goods	164
II. Domestic Sale of Goods	164
§3. COMMERCIAL SERVICES	169
I. Distribution	169
A. Distribution Agreement	169
B. Franchising	170
II. Contracts with Middlemen	172
A. Mandate	172
B. Commercial Agency	173
C. Commission	175
D. Brokerage	176
III. Insurance	177
IV. Financial Services	178
A. Banking Services	178
B. Credit	179
C. Leasing	180
D. Factoring	182
V. Carriage by Land, Sea and Air	182
A. Carriage of Goods by Road	184
B. Carriage of Goods by Rail	185
C. Carriage of Goods by Air	185
D. Carriage of Goods by Sea and Inland Waterways	185

Table of Contents

Part II. Economic Law	187
Chapter 1. General Principles	187
§1. INSTITUTIONAL FRAMEWORK	187
§2. STATE INTERVENTION IN ECONOMIC ACTIVITIES	188
§3. BASIC PRINCIPLES OF ECONOMIC LAW	189
I. Free Movement	189
II. Equality	190
III. Free Competition	190
IV. State Planning	190
§4. STATE SHAREHOLDING	191
Chapter 2. Law of Establishment and Supervision of Economic Activities	192
§1. FREEDOM TO CONDUCT A BUSINESS AND LAW OF ESTABLISHMENT	192
I. Freedom to Conduct a Business	192
II. Law of Establishment (Conducting Business by Foreigners)	194
Chapter 3. State Incentives for Economic Activities	197
§1. INTRODUCTION	197
§2. BASIC LEGAL FRAMEWORK	197
§3. EU LAW REGULATING STATE AID	199
I. The Notion of State Aid	200
II. The Aid Favours Certain Undertakings or Business Sectors and Is Selective	202
III. The Competition Is Distorted or Threatened to Distort	202
IV. Trade Between Member States Is Affected	202
Chapter 4. Competition Law	205
§1. INTRODUCTION	205
§2. ANTITRUST	205
I. Anticompetitive Agreements	207
II. Monopolies and Abuse of Dominance	210
III. Mergers and Acquisitions	214
Chapter 5. Financial System	227

Table of Contents

§1. THE CNB WITHIN THE CZECH SYSTEM OF BANKS	227
§2. MONETARY POLICY	227
§3. FINANCIAL STABILITY	227
§4. FINANCIAL MARKET SUPERVISION	228
§5. BANKS	228
§6. LICENCE	230
§7. OTHER FINANCIAL MARKET ENTITIES	231
§8. MARKET OPERATORS	231
§9. INVESTMENT FIRM	231
§10. INVESTMENT INTERMEDIARIES AND TIED AGENTS	232
Chapter 6. Consumer Law	233
§1. GENERAL OBSERVATIONS	233
§2. REPRESENTATION OF CONSUMER INTERESTS	234
§3. CONSUMER INFORMATION	235
§4. SAFETY OF GOODS AND SERVICES	237
§5. QUALITY OF GOODS AND SERVICES	240
§6. CONSUMER CONTRACTS	240
§7. DISTANCE CONTRACTS AND CONTRACTS NEGOTIATED AWAY FROM BUSINESS PREMISES	242
§8. ORGANIZED EVENTS	247
§9. UNFAIR COMMERCIAL PRACTICES	248
§10. ALTERNATIVE DISPUTE RESOLUTION	251
Selected Bibliography	253
Index	265