

Personal Status of Companies in Private International Law

Abstract

The main topic of my thesis is personal status of companies in private international law. The thesis is composed of Introduction and Conclusion, and three parts. Each part includes a different attitude to the topic, uses a different method, and has a different aim.

The first part, subdivided into three chapters, introduces comments found in expert sources which deal with the term personal status of companies as the legal order determining questions connected with the company. The next passage concentrates upon two basic principles of determining the personal status – the incorporation principle and the seat principle, where for each of these two principles applied connecting factors and the characteristics of the particular principle are described. The last chapter of Part 1 presents current legislative regulation of personal status of companies in the Czech law, and prepared steps made on the EU level. The purpose of this chapter is primarily to establish theoretical basis for both following parts.

In the second part I have tried to determine the range of the personal status of a company as far as acting for the company is concerned, in relation to the Czech legal regulation – both conflict and material legislation. In this context, at first the authorized representative of a company, and then the liquidator of a company are dealt with in detail. Following, a case of a dormant partner is mentioned, and the final passage comments mainly upon acting of a proctor and the person authorized to provide a particular activity when running a business, marginal attention is devoted to acting of a branch plant chief, a company employee, and also of an unauthorized person acting in the plant of a businessman.

The third part deals with the transfer of the seat of a company, focusing on the cases of companies coming to the Czech Republic from the states out of European Economic Area. The first of its five chapters is introductory, the second investigates the Czech law, and in the third one expert sources are analyzed in comparison with practical attitude to the matter found in a real case. The fourth chapter includes the personal opinion of the author on the seat transfer. The final chapter of Part 3 briefly mentions a

new proposed legislation of the seat transfer within the European Union law, including preceding EU jurisdiction. The primary aim of this part is to find if the described transfer of the seat is acceptable under the Czech law.

The Conclusion summarizes findings resulting from the individual parts of the thesis. They have shown that the discussed problem is very topical, and besides the topics worked out in this thesis it will in future definitely bring many others, not less important and interesting points.

Keywords: company, foreign element, personal status, transfer of a seat