

## **Status of governing body of business corporation in liquidation**

### **Abstract**

The frequency of cases of business corporations in liquidation has an increasing trend, however, it cannot be said that the academic interest would sufficiently cover the topic of liquidations. There are still a number of insufficiently answered questions that lead to completely opposite conclusions in practice. This diploma thesis deals with one such issue, which is the position of the statutory body of a business corporation in liquidation. In the ranks of the professional community, one can also encounter certain doubts about the existence of the statutory body of a business corporation in liquidation, that the statutory body should cease to exist. This paper seeks to answer this question through a critical analysis of legal regulations and compilations of works by the professional community. At the beginning the work briefly defines the individual terms in the first chapter for the needs of this work in order to maintain the conceptual unity. The terms are business corporation, statutory body, liquidation and its purpose and, last but not least, the liquidator. First, however, the question of the existence of the statutory body of a business corporation in liquidation must be resolved. Here, I conclude, by means of a critical analysis, that the statutory body of a corporation in liquidation exists and is therefore not entirely exhausted by the position of liquidator. Next, I address the *de lege ferenda* case if the statutory body were expressly extinguished. In the following chapter, the position of the liquidator of the corporation itself is addressed in order to better understand the position of the statutory body of the corporation. It is the liquidator who acquires the powers of the statutory body of a corporation in liquidation. By answering the scope of the liquidator's authority, it can be answered whether any authority of the statutory body remains. Next, I consider the scope of the statutory body itself in general terms, but also in relation to the various bodies of the corporation. In conclusion, I summarize that the statutory body of a corporation has several duties even during the liquidation and cannot remain completely passive. However, it seems to be the most appropriate solution if the statutory body were to cease to exist, thereby clarifying the interpretative ambiguities in the relationship between the liquidator and the statutory body.

**Keywords:** governing body, business corporation, liquidation