

Amending the Articles of Association

Abstract

This diploma thesis deals with the issue of amending the articles of association of a limited liability company. The aim of the diploma thesis is to map out and analyse the various ways in which the articles of association can be changed. In the case of the decision-making of the general meeting, the goal is to analyse the rules that apply to the decision-making process of the highest body of a limited liability company in the event of an amendment to the articles of association, and what the possible consequences of non-compliance with these rules are. The aim is also to identify the decisions of the general meeting to which the rules for amending the articles of association apply, especially in cases where the general meeting of a company decides against amending the articles of association directly. In order to fulfil the set goal, the diploma thesis is divided into three chapters.

The first chapter briefly deals with the articles of association as the founding document of a limited liability company. It describes its content, the form in which it must be taken, as well as the consequences of non-compliance with the rules set by law.

The second chapter discusses the various ways the articles of association can be amended. Specifically, amending the articles of association (i) by shareholders' agreement, (ii) by the general meeting resolution, (iii) by a court decision, (iv) by law, and (v) on the basis of another legal fact. For each of these methods, specific examples of amendments are provided, as well as interpretation issues of the legislation. The greatest attention is focused on the decision-making of the general meeting.

The purpose of the third chapter is to identify the resolutions of the general meeting to which the conclusions illustrated in the second chapter apply. In particular, an answer is sought to the question of which specific decisions of the general meeting can be classified as “resolutions which result in amending the articles of association”.

The conclusion contains my findings about the issue of amending the articles of association.

Key words: limited liability company, articles of association, general meeting resolution