

BOARD OF DIRECTORS AS THE STATUTORY BODY OF A BANK

Abstract

This thesis focuses on the board of directors as the statutory body of a bank, and provides a comprehensive view on the Czech, EU and selected foreign legal regulation of this area, with an emphasis on the specifics of the legal regulation of a bank's board of directors and the legal requirements imposed on its members, in comparison with the legal regulation of the boards of directors of other, "regular" Czech joint stock companies, i.e. joint stock companies not subjected to banking regulation and supervision of the Czech National Bank.

The first chapter contains an overview of the relevant legal regulations and other sources – its aim is to provide an overview of the sources referred to herein together with a brief analysis of the binding nature of selected sources so that the reader gets an opportunity to better orientate themselves in the complicated area of banking regulation. The second chapter deals with the internal organisation of a bank as a joint stock company and other relating requirements imposed by the regulator on banks as so-called special business corporations, with an emphasis on the specific requirements in relation to the board of directors.

In the third chapter, the focus shifts on the board of directors as a bank's statutory body and its general characteristics, from the relationship between the bank and its board's members, competences of the board of directors, number of members and their term of office, to the manner of deciding. The fourth chapter contains an analysis of the possible ways of appointing a member of the bank's board of directors into this function.

The core of this thesis is formed by chapters five to eight, which deal with the qualification requirements and obligations of the members of the bank's board of directors when exercising their function. The fifth chapter includes an analysis of the prerequisites for the appointment of a member of the bank's board of directors, with an emphasis on the different requirements compared to the board of directors of regular joint stock companies. The sixth chapter focuses on the specific diversity requirement in respect of the individual members of the bank's board of directors, or the bank's board as a whole. In the seventh chapter, more general and particularly special requirements imposed on the members of a bank's board of directors in the course of exercising their function are analysed. The eighth chapter contains an overview of further specific

requirements in relation to the members of a bank's board of directors, and the ninth and also final chapter is devoted to the termination of the function of a bank's board member.

In selected parts of this thesis the Czech legal regulation and foreign legal regulation (French, German, English and Slovak) is compared, especially in case the foreign legal regulation differs from the Czech. The results of an analysis of information relating to the Czech banks' boards of directors, which is accessible from the commercial register and the statutes of these banks, are included throughout this thesis.

The main aim of this thesis is examining the current Czech legal regulation of the bank's board of directors, with an emphasis on its differences from the legal regulation of regular joint stock companies' boards of directors, analysis of the accessible information, comparison of selected aspects of the Czech legal regulation with foreign legal regulation, and synthesis of the findings into assessment conclusions, while pointing out those areas of the Czech legal regulation and practice of Czech banks which may be considered not completely optimal, if not problematic. The author aims to create a comprehensive professional text concerning the board of directors as the statutory body of a bank, particularly because of the undeniable interestingness of this topic and with regard to the fact that no other similar extensive publication exists yet in the Czech regulatory environment.

Key words

board of directors, statutory body, bank