

# **Convening a general meeting of a national limited company**

## **Abstract**

The aim of this diploma thesis is to describe the legal regulation of convening a general meeting of national limited companies, *i.e.* limited liability companies and joint-stock companies, and to point out the fundamental differences in the legal regulation of these two types of companies. Simultaneously the diploma aims to highlight the changes brought by the so-called major amendment to the Business Corporations Act with effect from 1 January 2021 in this matter. The cardinal importance of the chosen topic resides in the fact that it affects all capital companies in the Czech Republic, as each company is obliged to convene a general meeting at least once a year to discuss the regular financial statements.

The diploma thesis is systematically arranged into five parts – each of the parts is further subdivided into several chapters with its corresponding points. The first part deals with the legal nature of convening a general meeting. The second part is devoted to the list of persons authorized to convene a general meeting and the conditions under which they may do so. The following part focuses primarily on the most prevalent reasons for convening a general meeting and the time limits that need to be met. At the same time, it mentions the institute of a substitute general meeting which might potentially come into use in a limited liability company. The fourth part presents the process of convening a general meeting where it precisely describes how the announcement in the form of an invitation for shareholders takes place. It begins with an analysis of the legal nature of the invitation proceeding to explicate an analysis of the punctuality of delivery of the invitation and the related question of whether a limited liability company is required to publish the invitation to a general meeting on its website, provided it owns one. Further, it describes the individual requirements that each invitation must contain. Attention is also drawn to the question of whether a signature of a person who convened a general meeting is required to appear on the invitation and which impact the manner of acting on behalf of the company registered in the Commercial Register has on the signature of the statutory body. The last part deals with the potential changes of a venue and an agenda of a general meeting as well as the conditions of possible cancellation or postponement of a general meeting where the discussion was held if the application of an analogous inference of the legal regulation of a joint-stock company to a limited liability company could be used.

**Key words: convening a general meeting, limited liability company, joint-stock company**