

## **Bodies of a Bank as a Business Corporation under Special Regulation**

### **Abstract**

The aim of this thesis is to create a structured overview of the individual bodies of the bank as a business corporation subject to special legal regulation. The thesis will focus on examining the main differences in the functioning and legal regulation of the general meeting, the board of directors and the supervisory board of the bank in comparison with the bodies of ordinary joint-stock companies with a dualistic system of internal structure, especially taking into account the extensive level of regulation of the banking sector represented both by this special legal regulation and supervision by the Czech National Bank. This thesis will also attempt to illustrate and explain, through specific cases, in what ways and why the requirements for the bank's bodies are different, as well as the reason for the existence of this specific regulation.

The first chapter of this thesis is devoted to the sources of the legal regulation of the status of the Bank's bodies, their powers, activities and functioning. The intention of this chapter is to provide a comprehensive overview of Czech statutory and sub-statutory regulations, official statements of the Czech National Bank and also European legal rules. The chapter also emphasises the hierarchy and interrelationships of these sources, which is intended to facilitate the reader's orientation in the complex system of special legal regulations of bank bodies.

The second chapter analyses the organisational structure of the bank from the perspective of corporate law. It primarily examines the system of internal organisation of the bank as a business corporation - a joint-stock company, as well as the importance of its statutes as a key document for its internal organisation and functioning. Furthermore, this chapter is dedicated to portraying the interdependence of the various bodies of the bank, as well as their different powers, which helps to clarify how the organizational structure can influence decision-making processes within the bank.

The third chapter, which opens a special section of this thesis, after an introduction to the relevant issues, focuses on one of the bodies of the bank as a business corporation with special legal regulation, namely the general meeting of the bank, its powers, actions and decision-making. It describes the specific powers conferred on the general meeting by the Act on Banks and other legislation. It also discusses the process of convening the general meeting, shareholder participation and decision-making procedures, emphasising the need for prior approval of the Czech National Bank for certain decisions of the general meeting.

The fourth chapter analyses the specific legal regulation of the board of directors of a bank compared to the board of directors of a regular joint-stock company, its scope of activity, as well as the qualification requirements for its members. Particular attention is paid to the strict obligations that members must meet, including credibility, professional competence and experience. The chapter also examines the Czech National Bank's oversight of the functioning of the board of directors and the consequences of non-compliance with the requirements.

The fifth chapter examines the bank's supervisory board, its powers and control competencies, with a focus on the differences entailed by the special regulation of this body. The chapter also describes the role of the Czech National Bank in supervising this body and highlights the importance of the supervisory board as a body involved in the functioning of the bank's effective management and control system, which is important in the effective functioning and management of the bank. It also focuses on the specific requirements for membership of the supervisory board and the codetermination of its members.

The conclusion of the thesis demonstrates that the legal regulation of bank bodies is complex and requires a detailed understanding of both national and European legislation, their hierarchy and, above all, their interdependence. The thesis contributes to a better understanding of the complex legal framework regulating the activities of banks in the Czech Republic, focusing on their individual bodies, and provides a useful guide for orientation in this area. This conclusion is achieved in particular by comparing the general legal regulation of the bodies of a joint-stock company and the specific legal regulation of the bodies of a bank, by describing and analysing the specific obligations or other restrictions that affect the individual bodies of a bank.

### **Keywords**

bank, bodies of a joint-stock company, special regulation