

## **Abstract – Resumé**

Název diplomové práce: Neplatnost usnesení valné hromady

Dissertation title: **Invalidity of the general meeting resolution**

The topic of my thesis is the Invalidity of the general meeting resolution. It was chosen with regard of my interest in commercial law and concurrently of a rarity of institute. The purpose of my thesis is to analyse the given topic globally, namely with regulation of general meeting.

Invalidity of the general meeting resolution respectively the possibility to seek a court decision to invalidate the resolution of the general meeting is the protection of the persons determined by Commercial Code against the wrongful resolutions and their dire consequence.

Formally the thesis is divided in the twelve chapters.

In the first part of thesis is attended to the very position of general meeting in the structure of organs of a limited liability company and a joint stock company. Concurrently was made the comparison with Italian legal system, within was realized the short description of three systems of direction and control of the joint stock companies – monistic, dualistic a traditional system.

Chapter two is engaged in nature of resolution of general meeting and the main opinion's streams (other legal fact, legal act), which existed and exist in the Czech doctrine and their argumentation's base. In the same part is described the actual opinion of the Italian doctrine.

Then are described the reasons of invalidity of general meeting resolution in the Czech and Italian law. Attention is devoted to two respectively three regime of invalidity in Italian legal system (*annullabilità*, *nullità* and *inesistenza*) and their disparity, namely with use of established practice by the Italian courts.

Chapter five describes the process of assumption of the general meeting resolution with regard of the possible defects. There's taken the heed of the convention, the quorum and the decision-making of general meeting.

The middle part of the thesis is dedicated to the reasons for which the invalidity of the general meeting resolution not will be declared and to the category of nullity's resolutions.

Chapter eight and nine is concentrating to the procedural aspect of the respective problems in Czech and Italian legal system and describe in which proceedings is possible to declare the invalidity respectively *annullabilità* and *nullità*.

Penultimate chapter is attended to the damages as a result of defective resolution and their compensation, the reasonable satisfaction and the joint and several liability of company directors and members of the board of directors.

The final part of the thesis deal with the aspects of the new codification of private law in Czech Republic (the new Civil Code and the Act on Commercial Companies and Cooperatives).

At last is necessary to notice that the outcome of this thesis should be the complex regard at the area of invalidity of general meeting resolution with comparative aspect which, how I hope, will be inspirational for someone too.