

Invalidity of a resolution of the General Meeting

Summary

This thesis focuses on the issue of invalidity of a resolution of the General Meeting in terms of the current legislation contained in the Commercial Code (Act No. 513/1991 Coll.). Extensive space is devoted to its application in decision-making practice of the courts, especially the Supreme Court of the Czech Republic. The work is divided into 11 basic chapters.

Chapter One and Two are devoted to a general description of the General Meeting as the supreme authority of the capital commercial companies and analyze the manner of decision-making. Significant space is devoted to the legal nature of the resolutions of the General Meeting, where the work confronts the various currents of opinion among professionals themselves and with the decisions of the Supreme Court of the Czech Republic.

Chapter Three contains the reasons for invalidity of a resolution described with a more detailed analysis of defects, in the presence of which can be the validity of the resolution called into question.

Chapter Four is devoted to nullity, as the specific case of the invalidity of the resolutions of the General Meeting, which has resulted in a breakthrough to the limits laid down in § 131, respectively § 183 of the Commercial Code.

Chapter Five deals with conditions, which give a reason to the court, not to declare invalidity of a resolution of the General Meeting. The theoretical description is supplemented by a practical application of these regulations in judicial decisions.

Chapter Six focuses on the procedure of declaration of the resolution invalidity. It discusses the conditions for initiation of proceedings in detail, such as the circle of persons entitled to file a motion and its submission deadlines. Protection of entitled persons in case of withdrawals is also a part of this chapter.

Chapter Seven is devoted to compensation of the material and non-material damage caused by unlawful resolution of the General Meeting. The conditions for exercise of the damage compensation right and the reasonable satisfaction are discussed

in detail here. The scope of this chapter is to highlight the specific features and differences from the general options to claim compensation.

Chapter Eight discusses possibilities and conditions for declaring the nullity of the decisions of other company bodies. These are supported by arguments based on case law of the Supreme Court.

Chapter Nine includes a comparison with the legislation of invalidity of resolutions of the General Meeting in the Slovak Republic. Commercial law in both countries is largely the same and it is based on the same historical, value and legal grounds.

Chapter Ten is devoted to the expected new regulation contained in the draft of the Commercial Corporations Act. This law is currently being discussed by the Chamber of Deputies and is expected to pass soon.