

Abstract

Decision making outside the general meeting of limited companies (per rollam)

The aim of the thesis is particularly using the descriptive and the analytical method and the legal argumentation to analyse the legal regulation of the decision making outside the general meeting of limited companies (per rollam) contained in Civil Code and especially in Business Corporations Act, to focus of its specifics and possible interpretational problems of selected topics, to assess the impact of the per rollam decision making on rights of members of limited companies and last but not least to suggest framework possibilities for the further development of the legal regulation *de lege ferenda*. Alternatively, the comparative method with the British and Slovak legal regulation is used.

The thesis is divided into four chapters; each of them is further divided into subchapters and closed with a partial summary. After the initial definition of the limited company and outlining its characteristics in the first chapter, the second chapter is devoted to the general analysis of the general meeting with an emphasis on possible alternative ways of decision making on and outside the meeting and to the question of the nature of the general meeting's resolution. In the third chapter the per rollam decision making in limited companies is analysed and generally introduced, the relevant legal regulation and its specifics are mentioned and the nature of the resolution adopted by such a procedure is defined. In the fourth most comprehensive chapter the specific selected questions, which the author considers within the per rollam decision making in limited companies as most essential, are discussed. In subchapters there are addressed questions, who is within the limited company the person authorised to submit the proposal of the decision to be adopted per rollam, who are addressees of such a proposal and which formal and content requirements must the proposal meet. Further, the question of the authorization of a member of the limited company to react on the delivered proposal is addressed, as well as the question of consequences associated with different ways of member's response and its requirements. In the last subchapter the reasoning on the impact of the per rollam decision making on rights of members of limited companies is listed.

The conclusion of the thesis is mainly an evaluation of the methodology used in the thesis and a summary of findings obtained by analysing the per rollam decision making in limited companies. Also in the conclusion the author mentions fundamental issues which should not be neglected in funding documents of limited companies and which should be considered as appropriate for legal regulation *de lege ferenda*.