

Abstract

Text of this thesis deals with the creation and termination of the position of a member of the governing body of a limited company. The first part of this text sets out the conditions under which this member is legally able to perform in his position, these are full legal capacity, no record of criminal conviction and there are no obstacles to undertaking a trade in the meaning of the Act No. 455/1991 Coll. The text also mentions the provisions § 381 of the Commercial Code, for it still applies on some cases on behalf of the provision § 779, paragraph 3 of the Act on Business Corporations. This text of this thesis continues to deal with the consequences of incapacity to perform in this position and states that in this case, the creation of such position is seen, as it never happened. In the case of capacity to perform in a position being lost after the position was created, the position terminates.

Newly, a legal entity can become a member of an elective organ. However, to perform in this position, they have to choose a natural person as their representative. If there is no representative, the legal entity is represented by a member of board of directors or a company director. There were warnings of a possibility of multiplication, as there may be legal entities in such statutory bodies. Further, text of this thesis deals with the appointment of a statutory body and a board of supervisors in a limited liability company or a joint-stock company. In the case of a joint-stock company, there is a possibility of choice between a one or two stage of internal management structure.

Creation of a position also occurs in the case of co-optation, appointment of substitutes or appointment by the court or legal succession.

Reasons for the termination of a position are f. e. death or loss of legal capacity to perform in such position. Other cases include removal, as a member may be removed from their position at any time and for whatever reason, or the member of the organ can terminate his office on his own, where there is newly stated that the member can not resign in a time of a "bad" situation for the business corporation. A meaning to this uncertain concept is not established by the Act on Business Corporations. There was a new manner of position termination described, which is disqualification.