ABSTRACT

This diploma thesis deals with the institute of the membership of a legal entity performing the office of a governing body's member of a limited company. Since the New Civil Code and the Law on Commercial Corporations have entered into force, this very institute was given formed, however not full-range, legal framework.

The thesis is divided into seven chapters. The opening part outlines the basic issues of the thesis, linked to the conception of a legal entity due to the theory of fiction. The second chapter is dedicated to the conditions that have to be fulfilled by the legal entity as well as its representative for the performance of the office of a governing body of a limited company. The third chapter analyses in detail the way of the representation of the legal entity performing the office of a governing body's member, with regard to the disputable questions in particular, such as the scope of a representative's competence, substitute representation and the matter of the joint statutory body. Within the fourth chapter, the attention is paid to responsibilities linked to the performance of the office by a legal entity, especially to the duty to perform such office with the duty of care, as well as the matter of the conflict of interests. The fifth chapter is dedicated to the particular types of liability for the performance of the office, and the vindicatory liability for company's debts. The sixth chapter brings the comparison of the institute of the membership of a legal entity in the governing body of a limited company to certain foreign legal enactments, namely to the German, the Austrian and the British. The summary draws up the basic targets of this thesis.