

Abstract

Appointment and recall of an executive of a limited liability company

This diploma thesis deals with the appointment and recall of an executive of a limited liability company. The aim of the thesis is to discuss whether the competence of the corporate bodies belongs among status issues and where the limits of the status of legal persons are. This is especially important for establishing the boundaries in which members can autonomously modify the internal conditions to the individual needs of the corporation. The main point is about determining whether the effectivity of the general meeting in the field of appointment and recall of the executive is exclusive or not. And whether it is acceptable to transfer this competence through a possible arrangement of a memorandum of association to another body of the company or to establish another way of setting up the executive in office unpredicted by law, such as anchoring the so-called sending right associated with the share in the company.

The individual chapters of this thesis explain the mechanism of appointing and recall of the executive by the general meeting, and the possibility of terminating the function of the executive by fulfilling the resolutive conditions is also discussed. In the thesis the individual aspects of the transferring of the general meeting effectivity are evaluated. This is done while considering the growing number of the limited liability companies with a large number of shareholders. Mainly because the business corporation act does not limit the number as it was when the business code was active. The thesis includes an excursion into the German regulation of the appointment and recall of the executive and the possibility of delegating this competence, considering that the German legislation was one of the inspirational sources of the Czech legislator in the recodification of corporate law. Finally, the work also revises the possible consequences of the unauthorized delegation of the general meeting.

Given that this is a relatively breakthrough issue, this issue will certainly be the subject of further expert discussion and case law.