

# **Název, abstrakt a klíčová slova v anlickém jazyce**

## **New corporate law imperativeness and dispositivity**

### **Abstract**

This dissertation thesis focuses on the basic premise that the autonomy of the will, as a fundamental principle of private law, also applies to corporate law. When researching the imperative and dispositive norms of corporate law, one must examine how the autonomy of the will can be manifested and limited. All the limitations of the autonomy of the will to dispose of its private-law relations are realised through certain limits, which set boundaries that cannot be overstepped by the subjects of legal relations. Therefore, this paper contains the categorisation of the types of restrictions on the autonomy of the wills and the limits through which these types of restrictions on the autonomy of the will are realised. Exploring the limits of the autonomy of the will leads to a preliminary conclusion that all these categories follow a general requirement, that the legal actions should be in accordance with the meaning and purpose of law. The meaning and purpose of a legal norm can be considered as a basic criterion for defining the legal norm as imperative or dispositive. However, it must be emphasised that the limits on the autonomy of the will may be imposed not only by imperative norms, but also by dispositive norms. The limits of the autonomy of the will are expressed not only in the form of imperative norms, but also as the boundaries that cannot be overstepped within the framework of an autonomous agreement permitted by dispositive norms. In determining whether a certain legal norm may be considered to be imperative or a dispositive, it is necessary to apply a legal interpretation. When interpreting a legal norm, its structural elements should be analysed first and then an interpretative analysis based on classical methods of interpretation of the legal norms should be undertaken. An interpretation of a legal norm should follow the aim of the protection of and enforcement of a legal principle justifying the suppression of the autonomy of the will to the detriment of the authoritative regulation in the legal relationship. Nevertheless, the final conclusion on the nature of a legal norm should be preceded by a proportionality test in which the principle of the autonomy of the will is overridden by the principle protected by the relevant norm. Only then one may conclude that this norm is imperative. The points made in this thesis are confirmed by examples of the restrictions on the autonomy of the will by members, partners, board members and third parties involved in legal relationships within business corporations.

**Key words:** imperative and dispositive norms, autonomy of the will, corporate status