

Invalidity, nullity and ineffectiveness of a resolution of general meeting and other bodies of a limited company

Abstract

This Master's thesis deals with the issue of invalidity of the resolutions of the general meeting of capital companies in the applicable private law of the Czech Republic. The introduction of this Master's thesis covers the historical development of legislation concerning the general regulation of the limited liability company and the joint stock company with a certain focus on good morals and the invalidity of the resolutions of the general meeting of the capital companies in the territory of the Czechoslovak Republic and its successor state departments. Chapter on the legal nature of the resolutions of the general meeting follows on from this historical definition. Similarly as in the case of historical development, legal nature of the resolutions of general meeting is first addressed in historical context, more specifically before the year 2014. The purpose of this analysis is to define the basic theoretical assumptions, which are also applicable to the legal nature of the resolutions of the general meeting at the time of applicability of the Civil Code and the Business Corporations Act. The chapter is concluded with a finding that the change in the legal nature of the resolutions of the general meeting does not bear great importance for the assessment of the validity of the resolutions of the general meeting. The chapter logically following from the previous text is then partly devoted to the regulation of the invalidation of the resolutions of general meeting in the current legislation in general, which deals with some aspects, that are then further elaborated in this Master's thesis. The author then proceeds to define good morals as a separate institute and then the good morals in the relation to the invalidation of the resolutions of the general meeting of the capital companies, which is one of the pillars of this Master's thesis. Discussed are the historical contexts and the current problems associated with the conflict of the general assembly resolutions with good morals where the author concludes that this is a complex issue within the identification of a conflict with good morals. The last chapter deals with the requirements of an objection against the resolutions of the general meeting of the capital companies. It is mainly focused on the requirements of the justification of the objection and the possibility of a member to object to resolutions of the general meeting in case it they did not attend the general meeting of the capital company.

Klíčová slova: invalidity, general meeting, good morals