

# **Legal Act of particular forms of business companies**

## ***ABSTRACT***

This thesis goes into integrated problems of legal act of business companies, as in general term - with the outline of philosophical and conceptual approaches to this subject and with the explanation of basic concepts of legal act and business companies, as especially in term of legal act allowance of business companies in Czech rule of law, with the reference to the upcoming re-codification of private law that will also affect the selected subject.

The first part of the thesis introduces the reader into the problem of legal act of business companies and the reader is equipped with the necessary knowledge of approaches and basic concepts that refer to the given problems, as in term of current Czech rule of law, as in historical and philosophical term, whereby it presents the wider view of the mentioned subject to the reader.

The second part of the thesis goes into the legal act of business companies in the Czech rule of law, resp. in general term, when the given problems strike upon all business companies. It explains two basic forms of possible legal act of business companies - resp. the direct act of statutory body and the representation. The Business Code interprets it in its § 13 Par. 1, the second sentence: "The legal person acts by way of statutory body or the representative acts on behalf of it." The mentioned two institutes, e.g. the statutory body and the representation, are followed more in detail, especially in the statutory body there are questions about the subject of statutory body, about the range of its representative authority, about the membership in the statutory body and other questions that relate to the sphere of authority of this body, in the representation it distinguishes between legal and contract representation, including the procuration allowance. Further, in this part of the thesis it describes the problems of legal act of business companies in other possible stages of their being, especially the acting on behalf of the company before the incorporation and in liquidation.

The third part of the thesis goes into the legal act of particular forms of business companies in the concrete, it describes more in detail the statutory bodies, the origin and the cessation of their function, and other representative authorities at the traditional business companies - e.g. public companies (the statutory body here are all the partners), commandite partnerships (the statutory body here are the general partners), limited companies (the

statutory body here is one or more of agents) and incorporated companies (the statutory body here is the board of directors), and for the integrated outline it goes briefly into the legal act of multinational forms of corporation - European Economic Interest Corporation and European companies, which the Business Code ranks in § 56 Par. 1 among the business companies, and which are the product of the EC law. Further, also a briefly preview at the cooperative corporation is given, e.g. at the legal act of the cooperation and of the European cooperative company, resp. in connection with their similarity with business companies, although the tradition in our country separates them from business companies.

The last part of the thesis attends briefly to the estimated re-codification of the private law in the Czech Republic and to its effect on the problems of legal act of business companies. It describes the allowance of legal act with legal persons and business men in the Civil Code, and the allowance of legal act with business corporations in the Business Companies and Cooperation Act. Within the scope of the re-codification especially the return of representation concept of business companies by way of their statutory bodies will come, from other changes for example an incorporated company will become the possibility to create a monistic or dual structure of its bodies.