

Resumé / Summary

This thesis deals with business companies, namely the stages of their existence the understanding of which is essential for their integration into the economical and legal life of the society, more specifically a foundation and an incorporation of a business company and a related question of invalidity of a company.

Business companies are the most frequently chosen institutional form of running business. That is why their legal regulation covers most of the whole second part of the Commercial Code.

The purpose of this thesis is the analysis and explanation of the process of foundation and incorporation of a business company and the closely associated question of acting on behalf of the company before its incorporation, i.e. before it acquires legal personality. This thesis also seeks to clarify the dilemma of invalidity of business companies. Considering the growing importance of the European law, it is necessary to emphasize the influence of the European law on national legislations, which seems obvious especially in the area of invalidity of business companies as well as in other mentioned questions.

This work is elaborated on the basis of the valid legal regulations of the Czech Republic, the legislation of the European Union, specialized publications and judicature (national and that of the European Court of Justice).

The thesis is divided into six chapters. Chapter One is the introduction; it specifies the essence of juridical persons, trying to determine the basic characteristics of business companies. There is also the division and brief delimitation of particular forms of business companies.

Chapter Two analyzes the process of a foundation of a business company as the first stage of creating a business company as a juridical person. It is necessary to distinguish the foundation and the incorporation of the business company. The business company is

established by a formation of the memorandum of association. This chapter also deals with the founders and the requirements as to the memorandum of association.

Chapter Three concentrates on problems resulting from the acting on behalf of the business company before it is incorporated. It considers who is responsible for such acting and the associated consequences.

Chapter Four describes the second stage of a creation of a business company as a juridical person – the incorporation. Creation of a business company is accomplished by a registration of a company in the Commercial Register. This chapter describes the process of a registration and the main principles of the Commercial Register.

Chapter Five concentrates on the invalidity of a business company, its substance, reasons leading to its invalidity, and its consequences.

Chapter Six deals with the formation, incorporation and invalidity of the supranational forms of business companies, i.e. European public limited company and European economic interests grouping.