

## **ABSTRACT**

As a topic of my dissertation I have chosen a „ Liquidation of capital commercial companies cancelled by a court.” The reason to choose this topic was the fact, that it is a process not discussed by the professional public as much, including the “forced company liquidation”, which is executed on the base of court decision. The reason was the situation, when there is a constant growth of dysfunctional companies, that are unable of further business activity and the bodies of such companies do not participate on their functioning. My diploma thesis discuss of a liquidation of capital companies, that are typical with the capital participation of the partners, i.e. money appraisable deposit into the company determining their shares in the company. Such companies are the limited liability company, which is the most favorite organizationally-legal form, through which the business activity is performed, and joint stock company and this thesis also mentions european company.

Liquidation is a complex of a commercial, administrative, tax and accounting acts pursuing settlement of property and other aspects of the liquidated company. Considering these reasons we can evaluate the current legislation of the liquidation as fragmented. The aim of this thesis is to comprehensively compile the topic of winding up a company by the court and its subsequent liquidation, also due to their increasing number. The purpose of this thesis is to cover and analyze the legal reasons that allow the court to wind up the company on the basis of its decision and also to describe the process of the liquidation, which follows the winding up the company, from the theoretic point of view and also focused on the practical issues and differences compared with the liquidation after a voluntary wind up. Finally this thesis covers also the case law related to this topic and its importance.

The opening part presents the main area of the chosen issue with focus on dysfunction of the commercial company. The first part analyses the reasons leading to cancelation of the company with liquidation by court, while the reasons are mainly legal. It is possible to categorize the reasons on general and special, although it is theorized of factual reasons, that relate above all with inactivity of the commercial company.

The second part deals with liquidator, who is the central person in the process of winding up of the company with liquidation. There are described the preconditions for nominating and termination of the liquidator function, his rights and obligations generally as

well as and especially in the connection to the liquidator nominated from the list of insolvency administrators.

It is possible to consider the third part as fundamental, because it describes the liquidation process itself with regard to the diversity between voluntary liquidation and liquidation pronounced by the court. The final part of the dissertation concentrates on the specific problems connected to the liquidation pronounced by the court, where many of them result from the practice of the liquidators and courts.

According to the fact, that new laws came into force which have crucial importance for the liquidation legislation – the law on the criminal liability of the legal entities, civil code, law on the business corporations, the dissertation states and assesses the regulation contained in the above stated laws in the connection to the process of liquidation.

It is possible to say that the respective legislation is sufficient. The mentioned proposals for change of the regulation are based especially on requirements on the complex regulation of the area in question, on out-dated legal regulation and on practical considerations.