

Name: A governing body acting beyond its powers

Recodification of civil law has changed the way in which business corporations have been acting. Governing body members are currently representing trade corporations as its representatives. This shift, which is that governing body members became the representatives of business corporations opened the possibility of discussion about the nature of authorization of governing body to act on behalf of the trade corporation and about the possibility of acting beyond its powers.

My thesis was called “A governing body acting beyond its powers”. I used as a base for this work the wide authorization that governing body possesses in acting on behalf of the trade corporation and its possible limitations by law.

Work has been divided into following main chapters. In the chapter dedicated to the basic terms I wrote about the definition of governing body, the legal capacity of a legal person and character of governing body acting on behalf of the trade corporation, which is according to me *sui generis*.

Another chapter was devoted to the possibility of acting beyond its powers. Inner division of this chapter is based whether the consequences of acting beyond its powers applies only inside or outside as well.

The chapter about the proper form of acts on behalf of trade corporation was focussed on not holding proper form of acts, the discussed judicial decisions about acting of members of governing body with employees and joint acting of members of governing body and general proxy holder.

The outcome of this work is that the members of the governing body can act beyond its powers possible, the consequences of that action will be directed in most cases only inside. The judicial decisions of courts of higher degrees devoted to this topic in recent years, interpreted the provisions of law rather restrictively, which I do not consider most appropriate.