

By-Laws of a Joint-Stock Company

Abstract

The diploma thesis on the topic of *By-Laws of a Joint-Stock Company* aims to summarize and analyze in detail all the existing theoretical knowledge and legislation relating to the by-laws of the joint stock company and then apply this knowledge in practice in the analysis of specific by-laws.

The work is divided into five chapters. The first chapter deals with the legal nature of the by-laws, their interpretation, their form including issues of non-compliance, issues of conflict with the law and its consequences, and obligations regarding the publication of by-laws and obligations arising from special acts.

The second chapter deals with issues of amendments to the by-laws. All possibilities of amending the by-laws are discussed, whether they result from the will of the shareholders or are the result of some other legal facts. Attention is also paid to the effectiveness of the amendments to the by-laws and a one-time breakthrough into them.

The third chapter discusses the requirements of the company's by-laws. The individual mandatory requirements arising from the Civil Code and the Business Corporations Act are described in separate subsections. There is also a treatise on optional requirements. Some specific optional requirements are discussed in the by-laws of the companies that were analyzed in this work.

The fourth chapter follows with an analysis of the amendment to the Business Corporations Act in relation to by-laws of a joint-stock company. Compliance with the amendment to the Business Corporations Act is again assessed for specific companies in the last chapter.

The last chapter is focused on the already mentioned analysis of the by-laws of specific companies. The by-laws of ŠKODA AUTO a.s., Česká zbrojovka a.s. and Air Bank a.s. were chosen for this work. Facts that are theoretically described in the previous chapters are assessed here. Lastly, for each company, the conflict of the by-laws with law is assessed.

The result of the diploma thesis is an assessment of the legislation and how some major joint-stock companies in the Czech Republic are able to meet the legal requirements of the by-laws and also some recommendations on how their wording can be modified so that they are unambiguous and flawless.

Key words: by-laws, joint-stock company, memorandum of association