

Abstract: Role of notary and notarial record in company law

This thesis deals with the Czech legal regulation of notarial deeds, the position and activities of a notary public in the field of company law, especially with regard to a limited liability company. The main goal of the thesis is to provide a comprehensive analysis of the role of a notary public in the preparation of the underlying notarial deeds, emphasizing all their partial requirements, including the supervisory and review activities of a notary public, and frequent interpretative problems concerning (not only) a company name, registered capital and the subject of business and the activities of the companies being established in the context of new digitization processes faced by the notary public during the performance of their activities, confronted with the conclusions contained in the case law of the supreme courts and the current changes in the business law. For the purpose of fulfilling this objective, annexes containing notarial deeds and other documents represent an integral part of the thesis, the partial aspects of which are subject to a more detailed interpretation.

In the first part, the thesis briefly deals with the view of the function of a notary public, their remuneration and anchoring in the Czech legislation, pointing out the significant legal consequences of notarial activities. The second part concentrates on the general regulation of notarial deeds, their character as public deeds, differentiation of the basic types of deeds that serve as a basis for registration in the public register, including the overall inclusion in the context of the current trend of digitization of notarial activities and corporate law upon the establishment of companies. The interpretation also deals with the often unnecessarily overlooked institute of continuation of the notarial deed and its possible use within the framework of the agreement of all partners (shareholders) in the company.

The third and fourth parts stress the differences between the requirements of the underlying notarial deeds and the activities of a notary public in their preparation consisting in the active role of a legal advisor of the participants in the deed or, conversely, the passive observer, the person certifying the perceived facts by the senses, and the scope of the notary's review and control activities, laying emphasis on the related obligation of cooperation of the participants and frequent interpretative ambiguities in the light of relevant case law.

The last part of the thesis further elaborates the importance of the notary public's statement on the legality of legal acting contained in the notarial deed or on the legality of the decision of the body of a legal entity in connection with the direct entry of specific facts in the

Commercial Register by the notary public. The practical consequences of individual errors that may be committed by a notary public while exercising this delegated power and of the notarial deed of certificate for registration in the public register are also elaborated. Finally, the contribution of a notary public is pointed out, consisting in their participation in the formulation of the will of the participants in the case of optionally prepared notarial deeds, the difference in the activities of a notary public in the preparation of individual types of underlying notarial deeds is justified, and finally, the thesis confirms the fulfilment of the expectations of a law maker regarding the unburdening of registration courts by delegation of the power to make direct entries in public registers to the notary public.

Key words:

notary – notarial record – company law – Commercial Register – direct registration