

Internal scope of action of the Supervisory Board of a limited liability company and the powers of its members

Abstract

The supervisory board is a typical internal control body, which can be found mainly in the organisational structure of joint-stock companies. In the context of a limited liability company, the control activity is primarily left to the partners. However, the increasing complexity of the business environment creates pressure for the professionalisation of activities within business companies, one of which may be the establishment of professional supervisory boards in limited liability companies. Despite this, the topic of supervisory boards of limited liability companies and their activities has yet to receive adequate attention in the domestic literature.

The thesis focuses primarily on providing a comprehensive overview of the internal control activity of the supervisory board of a limited liability company, both in terms of the scope and focus of the control activity and its process. In connection with the course of control activities, attention is also paid to the definition of the core authorisations with which the supervisory board is equipped to perform its duties and the clarification of the conditions under which the supervisory board (or its members) is authorised to use them.

In the opening two chapters of the thesis, the supervisory authority of the limited liability company's supervisory board is generally discussed, and the internal supervisory authority is further defined in more detail, especially in terms of the focus, scope, and intensity of the inspection. In addition to the above, the second chapter also touches on the procedural issues of exercising supervisory authority regarding the collective nature of the supervisory board, the possibility of internal adjustment within the company, and its limits.

The core part of the work contained in chapters three to five deals with the individual phases of the supervisory board's control activity, i.e., the ascertainment of the facts, their evaluation, and the subsequent handling of the control results. In connection with these phases of control, the individual powers that the supervisory board has for performing control powers are also analysed. The main ones are the right to inspect the company's documents, participate in the general meeting, and call it.

The sixth chapter then discusses specific areas of supervisory competence, such as preventive control, the requirement for the supervisory board's consent to carry out negotiations, a special retrospective review of certain documents, and the supervisory board's competence in resolving conflicts of interest.

Key words: supervisory board, internal control authority, limited liability company, right to inspect company's documents