

Abstract

General Meeting of the joint-stock company

The aim and purpose of this thesis is a comprehensive summary and description dealing with the problem of the General Meeting of the joint stock company. At the same time, this work attempts to draw attention to the basic practical problems that are related to the General Meeting of the company. This paper therefore attempts to characterise the fundamental issues with the assistance of the court findings and legal sciences. At the same time this work is trying to highlight the latest changes that have occurred in connection with transposition of the Directive Nr. 2007/36/EC of 11 July 2007 "on the exercise of certain rights of shareholders in listed companies" in our legal system.

The structure of this work is conceived from the perspective of the course of the General Meeting, where individual chapters are arranged chronologically. The only exceptions are the last two chapters dealing with the rights of shareholders in General Meeting and the decision of the sole shareholder in the scope of the General Meeting. Although the first of these chapters relates to the previous, I consider it necessary, to summarize the rights of shareholders at a General Meeting within a single chapter, and to provide a comprehensive picture of the rights that are given to the shareholders in connection with the General Meeting. The second of these chapters is so specific that its inclusion of non-chronological approach is absolutely necessary.

The first chapter is devoted to the joint-stock company itself. Briefly it summarizes the historical development and it attempts to find the definition of the General Meeting.

The second chapter is devoted to defining the scope of the General Meeting. The scope of the General Meeting can be found not only in the Act Nr. 513/1991 Coll., "Commercial Code", or other laws, but it can be also defined in a negative way. Because the General Meeting can not decide on matters relating to the business management and control, because these belong to the Board of Directors and the Supervisory Board.

The third chapter deals with the convening of the General Meeting. This work is focused on preparatory phase of the General Meeting, with regard to the changes brought about by the transposition of above-mentioned Directive in convening of the General Meeting. Simultaneously, I believe that convening the General Meeting may be considered as

an important step for the subsequent meeting, and its perfection is a "*condicio sine qua non*" for the correctness of the General Meeting itself and to perform basic function of the General Meeting which is to decide on major issues of the company. Therefore this issues has a special attention in this work.

The fourth chapter describes the course of the meeting itself. It lists the authorities of the General Meeting and deals with decision making.

The fifth chapter is devoted to the legal nature of the resolution of the General Meeting. And it analyzes the nullity, ineffectiveness and worthlessness of the resolution of the General Meeting.

The sixth chapter is about the minutes of the meeting and its archiving. As mentioned above the seventh chapter and the eighth chapter describe rights of shareholders in General Meeting and the decision making of the sole shareholder in the scope of the General Meeting.

In terms of the proposed legislation, which could bring to approve a new Law on Business Corporations, it is possible to see continuity with the current legislation, with a few exceptions, which I tried to point out in this work. Generally, it is possible to conclude that there are no so significant changes in this proposed legislation. Therefore we can say that the current legislation of the General Meeting of the joint-stock company is thoroughly modern and most likely would exist in the future in this form and in its basic concept.