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Granting a power of attorney pursuant to article 210 § 1 and article 379 § 1 of the Code of Commercial Companies in the light of the provisions of the Civil Code – summary of the doctoral dissertation

The provisions of the Code of Commercial Companies provide that in the contract between the capital company and a member of the management board, and in a dispute with him, a limited liability company shall be represented by the supervisory board or an attorney appointed under a resolution of the general meeting (article 210 § 1 of the Commercial Companies Code), and a joint-stock company - by the supervisory board or an attorney under a resolution of the general assembly (article 379 § 1 of the Commercial Companies Code). The provisions of article 210 § 1 and article 379 § 1 of the Commercial Companies Code therefore list two entities authorized to represent a limited liability company and a joint-stock company in a contract and a dispute with a member of the management board, i.e. the supervisory board and an attorney appointed under a resolution of the general meeting (assembly), while the considerations made on the basis of the dissertation refer only to granting a power of attorney granted on the basis of the aforementioned provisions.

The above-mentioned legal regulations foresee a derogation from the general principles of representation in capital companies, most often referred to in the literature as special representation. Usually, however, the application of legal regulations referred to as specific, raises doubts as to interpretation issues regarding the general rules contained in a given normative act or the relationship between various normative acts. Therefore, the analysis of granting such a power of attorney cannot be limited to examining the appropriate provisions of the Commercial Companies Code. It is also necessary to examine the problem of applying the provisions of the Civil Code regarding the power of attorney (article 98 et seq. of the Civil Code) to such authorization, which, according to article 2 of the Code of Commercial Companies, may be applied to issues not regulated in this Act directly or accordingly (*mutatis mutandis*), if required by the character (nature) of the legal relationship of the commercial company.

In the light of the foregoing, the main subject of research of the summarised doctoral dissertation is the regulation of granting a power of attorney pursuant to article 210 § 1 and article 379 § of the Commercial Companies Code and relevant provisions of the Civil Code. The issue of granting a power of attorney on the basis of the aforementioned provisions does not consist only of determining the procedure and form of adopting a resolution on granting a power of attorney, but the entire decision-making process of a capital company, preceding the act of granting the power of attorney, including the person of an attorney, the number of attorneys, substitution attorneys or other elements of the power of attorney. The manner of granting and creating the power of attorney are of significant legal importance, if only because of the consequences related to representing the company in the situations referred to in the hypothesis of article 210 § 1 and article 379 § 1 of the Commercial Companies Code by an inappropriate or incorrectly authorised entity.

The dissertation was divided into five chapters. When creating the structure of the paper, I followed the principle of "from general to detail", so defining the content of the cited provisions, understanding the conceptual nomenclature and issues raised in the subsections of the study should not cause the reader a problem after reading the introductory subsections. As far as possible common matter for the limited liability company and a joint-stock company I discussed in my work together, while due to the slightly different specificity of these entities, some issues required a separate analysis of the provisions relating to each of them.

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