

Abstract

This issue, “the power of the corporate manager”(“Prokura” in German), has come out, prior to it is independent from the basic relationship, by the German common commercial law code. It is a great principle that there is no reason for a halt, by the commercial practice, to wait for perfect of the law books. As we know that, the merchants shall attend business transaction, as largest creativities, and force the law world to provide better service to deal with the challenges. This is the real face of commercial law and this is why, the “prokura” could run the blockade——Civil law does not accept agency from Rome law system to Civil law system, and first independent in the theory. Certainly, above mentioned is also my basic attention.

As a theory, different countries may own different interests. For example, German perhaps pay more attention to the “prokura”’s legal nature, legal position, circumscription, the principle of abstractness and so on; American may have hot interest in the object, “Pay and Executive compensation system”; In China, a bit more have been on regulating abuse and legislation. However, my interests are not that, they just aren’t distinctive. I am favor of the objects that are disputed, expound frequently and blurred. Frankly, in this topic, I aim to study the legal nature and authorization rules, which are comply with my standards, and which I firmly believe. Moreover, I do not have a wild will to obtain huge achievements in “prokura” system, and just a general hope on the research more deep.

My first chapter, in accordance with traditional path, will describe my thoughts and feelings during I choose this topic, research methods, layout and other basic information.

From a view of “prokura”’s definition, Chapter Two introduces a general scope of this article discussed, which also provides a preliminary impression for the readers. In addition, through comparing this power and any other determination, I would like to strengthen the position of this argument.

With the main line of agency right, Chapter three will use a technology of comparing with the civil agents and the commercial agents, to focus on the legal nature of external relations of the “prokura”. After that, this article will examine the controversial nature of “prokura” in the area of commercial agency. Together, during this study, my perspective is “generalized right theory” that is raised by civil law and philosophy of law. In conclusion, I will ponder upon the some problems about the relationship between the representative and agent.

Chapter IV and Chapter V will pay more attention to the consideration on the authorization rules of “prokura”, and especially, the Chapter IV tries to raise some problems in the study of “independence principle” and ”abstractness principle”, and that is what my topic will strive to resolve, through the historical depiction and theoretical summary. In addition, I also hope that, through guide of the reflection form the Chinese ancient philosophy, such as Laozi and Zhuangzi, and modern physics, there will be more and deeper pondering on this area, so that my work can move away from the "Fortress Besieged" of the theory itself, and locate in the settlement of legal issues.

Chapter V analyzes the other general theory of authorization rules. To the problems under the current standard, it will propose a new criteria for judging the legal nature of the authorization act:” is it dependent or independent?” And based on this, I will set out some understanding. Subsequently, through the reflection of "Secondary authorization", I would like to interpret the authorization subject of “prokura” in company law. Ultimately, my paper shall make a voice about the publicity means of the power of the main corporate manager, and in particular, conduct in-depth reflection on the registration system and superior appearance theory.

Key words: the power of the corporate manager(“prokura”); right; the principle of abstractness; superior appearance