

Abstrakt (EN)

The dissertation deals with the issue of the legal status of a member of the statutory body of a joint stock company in a situation when the influence of the concern's controlling entity interferes with his/her powers. Attention is paid in particular to the definition of the boundaries of due care and to the binding nature of the concern's guidelines and instructions.

In preparing the dissertation, general methods of scientific work, such as deduction, analysis, synthesis and the descriptive method, were used. In addition, specific formal legal methods were employed, namely grammatical interpretation, logical interpretation and systematic interpretation (considering the context and place of the provisions from the point of view of the legal regulation, the system of private law, as well as from the point of view of the entire Czech legal system). As supporting methods, historical interpretation (the rules prior to the recodification of private law) and teleological interpretation (reasoning that uses the meaning of corporate law) were applied. Furthermore, the comparative method was used to a considerable extent in the preparation of the dissertation. This involves both a comparison with selected foreign rules (German, British and French) and a comparison with rules at the Community level. The dissertation thus presents an exhaustive analysis of the legislation as well as case law.

For greater clarity, the dissertation is divided into four chapters, each of which contains its own introduction and a partial summary at the end. The conclusion of the dissertation then presents the main results of the dissertation. The introductory chapter of the dissertation defines concerns by means of their assumptions, with special emphasis on the “concern's interest”. Attention is therefore also paid to the organisation charts of concerns and the management of responsibility in concerns. Finally, the specificities of business management in concerns are identified. The introductory chapter at the same time forms the theoretical framework for the analysis in the second chapter of the dissertation.

The second chapter of the dissertation seeks to answer, first of all, how the fiduciary duties of a member of the statutory body of a controlled joint stock company will be modified by the concern's guidelines and instructions and under what conditions these guidelines and instructions will be binding. Attention is also paid to some of the sub-issues that arise in connection with the obligation of the statutory body of a controlled joint stock company to draw up a report on relations between related parties.

The third chapter of the dissertation describes the European perspective on the issue.

The fourth chapter of the dissertation is devoted to the international perspective on the issue. Within the international community, a considerable diversity of views on the existence of corporate groups can be identified. Among the states interested in regulating business groups, three dominant approaches can be seen, represented by Germany, the United Kingdom and France.