

Duty to obey the law of a member of the statutory body

Abstract

The thesis addresses the duty to obey the law of a commercial corporation's member of the statutory body under Czech law, with a brief excursion into the Anglo-American legal system. The aim of the thesis is to determine whether this duty can be violated and how the lucrativeness of the unlawful act might influence the liability of a statutory body member, including the determination of damages. The thesis is divided into an introduction, four main parts, which are further subdivided into chapters and subchapters, and a conclusion.

The first part introduces the concept of the coherence of the legal system and then provides a general overview of the role of a statutory body member, focusing on the definition of the duty to obey the law as part of the duty to act with due managerial care.

The second part, which is central to the thesis, deals with the efficient breach theory, first in general and then in detail in relation to the efficient breach of objective law and, for completeness, briefly in relation to the efficient breach of contract. It also analyzes the possibilities of violating the duty to obey the law, particularly in connection with the company's interests, the duty of loyalty of a statutory body member, and the legal presumption of a certain degree of illegality within the framework of legal persons under the Civil Code.

The third part discusses the general liability of a statutory body member for violating legal obligations and the possibilities of limiting such liability. This section emphasizes lucrative delicts and the defenses available to a statutory body member concerning the determination of damages. It also briefly outlines the specific consequences for a statutory body member arising from breaches of his duties.

The final part examines the duty to obey the law within the Anglo-American legal system, focusing on selected topics from the previous sections. This part highlights both differences and similarities with the Czech legal framework and considers additional arguments relevant to the duty to obey the law in this legal system.

The conclusion summarizes all key arguments used to draw the final conclusions regarding the duty to obey the law of a statutory body member and the possibilities for its violation.