

Summary

The diploma thesis is focused on the duty of loyalty of shareholders (members). Although some legal experts consider this duty as a basis of any private law relations, duty of loyalty remains mainly overlooked in the business law area. Firstly, the diploma thesis explores the duty in broader view and describes its functioning in other countries, where duty of loyalty is traditionally respected: United States of America and Germany.

The thesis continues to the development of the duty of loyalty in Czech Republic. Before 2014, this duty was not explicitly included in Czech law or no wide consensus about the legal source of this duty. The loyalty principle has begun to be recognized in 2006, when legal experts started to work with this term and set theoretical basis for this duty. Even if there was no consensus about the scope and range of the duty of loyalty and the existence of this duty itself, the duty of loyalty has been established in the judicature of Czech courts. Even Supreme and Constitutional Courts accepted this duty in its decisions. The role of Judicature for the duty of loyalty and its content is significant.

The change of Czech private law has brought substantial changes of this duty. From the 1st January 2014, the duty of loyalty is explicitly part of the Czech law and may be found in Czech civil code. The diploma thesis further explores content of this duty, its constitution and termination and the consequences of the breach of this duty. The applicability of existing judicial decision is also explored.

The duty of loyalty in Dutch law is also covered in this thesis, substantial treatment as well as judicial decision and theoretical reflexing of this phenomenon.

Conclusion of this work brings the overall evaluation of the duty of loyalty in Czech legal system and comparison with Netherland treatment.