

## **Abstract**

My thesis focuses on one of the fundamental issues of representation of stock corporations by their elected bodies or members of these bodies. This issue concerns the responsibility of these parties to act in the performance of their duties with due managerial care which is a key aspect in determining the standard required from the parties representing a limited liability company and a joint stock company.

This topic is extremely relevant to the current situation due to recent re-codification of private law, whose linchpins are Act No. 89/2012 Coll., the Civil Code, and Act No. 90/2012 Coll. on business companies and cooperatives (the Act on Business Corporations). The authors of these regulations during their drafting had to cope with the development of both the doctrine and the case law and their task was not only to adapt the legislation to the commercial law practice of stock corporations of the 21st century, but also to resolve some of its contentious issues. The thesis consists of an introduction, three main chapters further subdivided into subsections and the conclusion.

The first chapter deals with the legal regulation and the description of the concept of due managerial care and related aspects at the time of effectiveness of Act No. 513/1991 Coll., the Commercial Code. Particular attention was paid to the comparison of contradictory views of the doctrine and evaluation of how the decision-making practice of the Supreme Court of the Czech Republic was inspired by these views.

In the second chapter, the shift in the legal regulation of the concept of due managerial care and related aspects after re-codification of private law is examined and assessed, including the applicability of the existing conclusions of the doctrine and case law of the Supreme Court of the Czech Republic. This chapter provides an in-depth

analysis in particular of the business judgement rule and the business management instructions of the company's supreme body, since these are institutes codified for the first time by the Business Corporations Act.

The third chapter discusses the consequences of the breach of duty of due managerial care. Due to the extensive scope of the assigned topic, after a brief summary of the aforementioned consequences, particular attention is paid to the issue of compensation for the damage caused by the breach of the duty of due managerial care and the description of the crucial new feature of re-codification, the agreement on compensatory damages which is very closely linked to the duty to compensate for damage.

At the end of my thesis, partial conclusions and lessons learned in each chapter are defined and assessed.