

Abstract

The dissertation is focused on research of the general duties of members of the board of directors in a capital company, in particular the duty of loyalty. Besides the duty of loyalty, members of the board of directors have a duty to act with due managerial care. The doctrine paid attention to the specification of the duty to act with due managerial care but there has, as yet, been no attention paid to the duty of loyalty. The new legislation contained in the Civil Code Act n. 89/2012 Sb. (CC) subordinates the duty of loyalty under the duty to act with due managerial care. The subject of the dissertation is research of the nature, origin, and function, of the duty of loyalty. The conclusion of the dissertation is the confirmation of the hypothesis, that the duty of loyalty by which a member of the board of directors is bound, is a fiduciary duty and an independent duty, which is not a part of the duty to act with due managerial care.