

Abstract

The thesis deals with the legal duty to use due care imposed on directors, members of supervisory board, shadow directors and liquidators by Act No. 513/1991 Col., Commercial Code, as amended. The principal aim of the thesis is the comprehensive analysis of the requested standard of due care including all impacts of it in the field of company law. As for the structure, the thesis is divided in ten main chapters in which the author focuses on basic aspects of subject matter of the thesis. Here are also bibliography and the list of applied judgments.

In the introduction the author explains legitimacy of the chosen theme and the basic motivation for writing about it.

The first chapter concerning the previous standard of proper care that was interpretatively questionable and controversial. Related second chapter deals with important Amendment of Commercial Code No. 370/2000 Col. that has changed the previous standard to the new one that is the standard of due care and reactions of czech jurisprudence on this new fact in legal order. The next third chapter compares different interpretations of american, british and czech jurisprudence as to structures of duties of directors and company officers and a status of a duty of due care within them. There is author's view of structures of duties as well. The author specified personal applicability of the duty of due care in the fourth chapter and used historical method of interpretation of the duty in fifth chapter. The sixth chapter deals with disputable topic that is reciprocal delimitation of the standard of due care and the standard of professional care. The author stated difference between these two standards and inapplicability of the standard of professional care on directors and members of supervisory boards. The seventh chapter, a main chapter of the thesis, concerns subjective and objective conception of a duty of care and gives content interpretation of the duty to use due care. The chapters number eight and nine analyses related business judgment rule and duty of loyalty, especially the duty to act in the best interests of the company and their relation to the duty to use due care. The last tenth chapter deals with breaches of the presented duty of due care and consequences of it, notably private and criminal liability of all persons who are obliged to use due care.

At the conclusion of the thesis the author sums up main aspects connected the legal duty to use due care.