Directors' and Officers' Liability

Comparative Report II

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Personal Liability for Damage to Third Parties

Requirements for liability
- tortious liability
- pure economic interests
  - general obligation owed by everyone (common law)
  - insufficient assets
  - acting outside capacity as an organ
  - violation of duties with specific purposes

Special Case: Insufficient Assets – Tightening of D&O’s Duties

- economics
  changes of incentive structure
- legal reasoning
  creditors’ interests become dominant