

SUMMARY

Key Words: corporation, corporate legal relations, corporate rights, participation (membership)

Subject matter: Corporate relations in Russian civil law

Author: Merzhoev Ratmir Ismailovich

Supervisor: : kand. jus. sciences, associate professor of department of civil law P.N. Durneva

The supervising organization: PSU

The relevance of the research topic it is determined by the need for effective legal regulation of corporate legal relations in Russia. Russia belongs to the group of countries in which the legal institution of the Corporation was not fixed in law before 1917, and after the change of power and economic policy.

In the present legal realities, the legal regulation of corporate legal relations is constantly being improved in the domestic legislation. So, initially, the legislator in 2008 legalized the term "corporate dispute" in the Arbitration procedure code of the Russian Federation. During the modernization of civil legislation in 2014, the subject of civil legislation was expanded to the category of "corporate legal relations", and the definition of "corporate organization (Corporation)" was included in the Civil code of the Russian Federation. Currently, the civil material and procedural legislation of the Russian Federation regarding the concepts of "Corporation" and "corporate dispute" is not harmonized with each other.

In modern legal realities, it is extremely difficult to.

The purpose of the work: conducting a comprehensive analysis of corporate legal relations in the Russian Federation in modern legal realities, identifying gaps and contradictions in the regulation of corporate legal relations and the institution of the Corporation as a form and type of legal entity.

Objective:

- clarify the concept of corporate legal relations;
- offer a classification of corporate legal relations;
- disclose the content of corporate legal relations;
- to consider the most problematic issues of dispute resolution practice in corporate legal relations;
- formulate proposals for improving law enforcement practice.

The theoretical and practical significance of the research it is determined by the originality of the chosen topic, as well as the relevance and novelty of the studied problems. The conclusions obtained as a result of the research can be used in the process of improving the regulation of corporate relations, in law enforcement practice, for research purposes and in the educational process.

Results of the study.

1. Corporate legal relations are the only legal form mediating relations of participation (membership) in corporate organizations. In this sense, a corporate legal relationship is a unity of legal form and economic (material) content in the form of a relationship of participation (membership) in a Corporation.

A Corporation is a legal structure created by the will of the legislator, and therefore participation in it is also formalized in a legal form in the form of a legal relationship of participation (membership) or corporate legal relationship

The features of corporate legal relations include the following.

1. Mandatory entity is a Corporation. This thesis reflects the peculiarity of the subject composition, both in material and procedural legal relations.
2. Unacceptable behavior of a member of the Corporation that is not in the interests of the Corporation itself. In General, this feature may well take the form of a corporate law principle.
3. the Combination of their (private) interests of a Corporation member with the interests of the Corporation. This feature reflects the principle of exercising corporate rights.
2. Corporate interest is an independent category and has received an appropriate scientific characteristic. The interest of a Corporation should be distinguished from the corporate interest of a Corporation participant. The first must generate and prevail over the second. In the event of a conflict of interest, the participant's interest must be suppressed. for this purpose, the corporate

legislation has created and improved legal mechanisms for resolving and protecting the corporate interest

3. the Law identifies several types of corporate legal relations.

1) the legal Relationship of participation (membership) can be defined as a single, complex, intra – organizational social relationship of a property nature that arises between legal entities based on the principles of participation (membership) - corporations and their participants (members) at the time of acquisition by the latter of the rights of participation (membership) that mediate the process of their participation in the activities of the Corporation.

The unity of the legal relationship of participation (membership) is due to the fact that it mediates a single set of social relations that arise between the participant (member) of the Corporation and the Corporation itself due to its membership in the corporate organization or participation (membership) in it.

The complex nature of the legal relationship of participation (membership) is manifested in the fact that its content is formed by numerous property and non-property rights, as well as obligations that the subjects of this legal relationship have in relation to each other.

2) legal Relations related to the management of corporations. It is primarily relationship management of a Corporation, entities which are not participants (members) of the Corporation, such as members of the management bodies of corporate entities.

It is not possible to distinguish between corporate legal relations that have been singled out by the legislator. Thus, legal relations on the management of a Corporation arise in the process of exercising the right to vote by its participants (members). At the same time, these legal relations are due to the fact that they belong to a Corporation, so they are also legal relations of participation.

4. the System of corporate rights and obligations is largely determined by the type of Corporation within which they arise, although their General list is contained in paragraphs 1 and 4 of article 65.2 of the civil code of the Russian Federation, respectively.

The specific rights and obligations that form the content of a corporate legal relationship are also predetermined by the nature of such a legal relationship. If we are talking about a legal relationship of participation (membership), then its content includes property and non-property rights and obligations that mediate property and non-property participation in the Corporation.

1) Property rights and obligations of participants (members) of the Corporation not only mediate property participation in the organization itself, but also formalize their indirect (through the Corporation) participation in property turnover.

2) non-Property rights and obligations perform an auxiliary function in relation to property, being a kind of ordering (organizational) beginning.

Non-property rights of participation (membership) are not classical non-property rights that are inextricably linked to the personality of the rightholder, and therefore they are inalienable and non-transferable. They differ from personal non-property rights (paragraph 1, paragraph 1, article 2 of the civil code of the Russian Federation) in that they can be freely alienated and transferred in conjunction with other corporate rights, for example, when alienating shares in the authorized capital of a joint-stock company.

Property and non-property rights of participation (membership) form a single complex, which cannot be reduced to a simple set of rights. Often this set of rights, which generally has a property nature, is endowed with the property of turnover and becomes an independent object of property turnover. An example is shares, participation shares in the authorized capital of a limited liability company, or units owned by members of a cooperative.

5. the Legal relationship between a Corporation and its participants can be qualified as an obligation, since the Corporation and its participants have exclusive rights to each other's behavior. In the course of the research, there were no contradictions in this position.

Recommendations:

1. Limit the understanding of good faith in corporate law: 1) as a requirement prohibiting intentional harm (for the purpose of obtaining benefits), – the use of an objective test (objective test); 2) only in cases where the norms of current legislation do not allow applying the law directly

or when applying the analogy of the law, - carefully study the actual circumstances (subjective test), forming indicative decisions.

2. the presumption of bad faith was not assumed by the developers of the provisions of Russian corporate law. The question of whether there was bad faith in the actions of the Executive body, if the materials provided by the plaintiff in a corporate dispute are insufficient, should not be assigned to the defendant.