

Specific Aspects of Corporate Disputes Related to the Establishment, Reorganization and Liquidation of a Legal Entity

Nusratillayev Eldor Alisherovich

Tashkent State Law University, graduate student

Article Information

Received: February 24, 2023

Accepted: March 25, 2023

Published: April 26, 2023

Keywords: *internal corporate dispute, external corporate dispute, legal entity, creation, reorganization and liquidation of a legal entity, joint stock company, authorized capital.*

ABSTRACT

This article provides a comparative analysis of the relevance of corporate disputes related to the creation, reorganization and liquidation of a legal entity, as well as ways to resolve them at the national and international levels.

In recent years, as a result of the socio-economic and political reforms carried out in our country, comprehensive works aimed at the development of entrepreneurship are being carried out. At this point, a number of changes and additions were made to the legal documents in order to eliminate the factors hindering business activity¹. As a result of the growth of business entities, the number of disputes related to their activities, including corporate disputes, is also increasing. Article 30 of the Economic Procedural Code includes the following in the list of corporate dispute cases²:

- **disputes related to the establishment, reorganization and liquidation of a legal entity;**
- disputes related to the ownership of shares, shares, shares of members of cooperatives in the authorized fund (authorized capital) of economic societies and companies, assigning charges to them and exercising the rights arising from them;
- disputes regarding the claims of the participants (founders, members) of the legal entity regarding invalidity of the agreements concluded by the legal entity and (or) applying the consequences of the invalidity of such agreements;
- with the issue of securities, including disputes over decisions of the issuer's management bodies, transactions concluded during the placement of securities, reports (notifications) on

¹ Abdusaidovich K. A. Investigation of theatricalities of thefts and robberies on motor vehicles //Asian Journal of Multidimensional Research (AJMR). – 2019. – T. 8. – №. 11. – C. 109-114.

² Khakberdiev A. The concepts of criminal staging, its elements, methods of Detection and investigation N //Review of law sciences. – 2020. – T. 4. – №. 1. – C. 1.

the results of issuance (additional issuance) of securities disputes related to conflict;

- taking into account the rights of nominal holders of securities to shares and other securities, implementation of other rights and obligations stipulated by law by nominal holders of securities in connection with placement of securities and (or) their circulation disputes arising from activities related to;
- disputes about convening a general meeting of participants of a legal entity;
- disputes on appeals against the decisions of the management bodies of the legal entity.

Based on the above, in our national legislation, disputes related to the establishment, reorganization and liquidation of a legal entity are considered to be one of the types of corporate disputes³. Pursuant to Article 44 of the Civil Code of the Republic of Uzbekistan, a legal entity must be registered in accordance with the procedure established by law. Information on state registration is included in the unified state register of legal entities, which is open to everyone⁴. Violation of the procedure for establishing a legal entity established by the law or non-compliance of its founding documents with the law shall cause rejection of the state registration of the legal entity. Refusal of registration of legal entities for which the notification procedure of state registration is established shall be carried out in accordance with the legislation⁵. It is not allowed to refuse to register a legal entity on the grounds that it is not appropriate to establish it. Refusal of state registration, as well as violation of the registration period, can be appealed to the court. A legal entity is established from the moment of state registration. A legal entity must be re-registered only in cases established by law.

According to Article 49 of this Code, in the cases established by law, the reorganization of a legal entity in the form of dividing it or separating one or more legal entities from its structure is carried out by the decision of the delegated state bodies or by the court decision.

do not reorganize the legal entity within the time limit specified by the decision of the competent state body, the court shall appoints the administrator of the legal entity and instructs him to reorganize this legal entity. From the moment the manager is appointed, the authority to manage the affairs of the legal entity is transferred to him. The administrator acts in court on behalf of the legal entity, prepares the distribution balance sheet and submits it to the court for consideration along with the constituent documents resulting from the reorganization of legal entities. The approval of these documents by the court is the basis for the state registration of newly created legal entities⁶.

In the cases specified by law, reorganization of legal entities in the form of merger, acquisition or change can be carried out only with the consent of the competent state bodies.

With the exception of cases of reorganization in the form of acquisition, a legal entity is considered reorganized from the moment of state registration⁷ of newly created legal entities.

³ Abdusaidovich K. A. The theoretical basis for the classification of criminal dramatization, methods for their identification and investigation //International Journal of Psychosocial Rehabilitation. – 2020. – Т. 24. – №. 8. – С. 1930-1945.

⁴ Xakberdiev A. A. ARBITRATION COURT: SOME ISSUES OF LAW PROTECTION //World Bulletin of Management and Law. – 2021. – Т. 4. – С. 9-12.

⁵ Khakberdiev A. A. PROSPECTS OF IMPROVING ARBITRATION COURTS AS ONE OF THE METHODS OF ALTERNATIVE DISPUTE RESOLUTION IN UZBEKISTAN //Web of Scientist: International Scientific Research Journal. – 2023. – Т. 4. – №. 1. – С. 77-88.

⁶ Khakberdiev A. A. WAYS OF IMPROVING ARBITRATION COURTS IN UZBEKISTAN //INTELLECTUAL EDUCATION TECHNOLOGICAL SOLUTIONS AND INNOVATIVE DIGITAL TOOLS. – 2023. – Т. 2. – №. 14. – С. 75-81.

⁷ Хакбердиев А. А. Ўғирлик ва талончиликка таълуқли бўлган инсценировкакани тергов қилиш //журнал

When a legal entity is reorganized in the form of merging another legal entity into it, the legal entity is considered reorganized from the moment the record of the suspension of the activity of the acquired legal entity is entered in the Unified State Register of Legal Entities.

A legal entity may be terminated in the following cases:

- in accordance with the decision of its founders (participants) or the body of a legal entity authorized to liquidate by the founding documents, including due to the expiration of the legal entity's validity period, in connection with the achievement of the purpose of its establishment, or violation of the law during the establishment of a legal entity when the court found the registration of a legal entity to be invalid due to the fact that these violations cannot be eliminated;
- in case of activity without a license, activity (activity) without a permit or without notifying the authorized body, or in case of activity prohibited by law, unless otherwise provided by the legislation, as well as in other cases provided for by this Code, according to the decision of the court;
- non-governmental non-profit organizations are excluded from this, if the activity is not resumed within three years from the time of the non-performance of financial and economic activity due to non-implementation of the activity.

In the decision of the court on the liquidation of a legal entity, its founders (participants) or the body authorized to liquidate it by the founding documents of the legal entity may be charged with the task of liquidation of the legal entity.

Liquidation of a legal entity results in the termination of its rights and obligations without passing to another entity in the order of legal succession. (Article 53 of the Civil Code of the Republic of Uzbekistan)

The reorganization and liquidation of a legal entity are external corporate disputes that arise between two or more companies. The origin of corporate disputes related to the reorganization⁸ of a legal entity is the process of errors and omissions made during the reorganization, merger, acquisition or liquidation of a company. During the liquidation of the LLC, certain corporate disputes may arise between the founders (participants)⁹ and the management body.

Paragraph 18 of the decision of the Plenum of the Supreme Economic Court of the Republic of Uzbekistan on some issues of resolution of corporate disputes by economic courts, Article 32 of the Law of the Republic of Uzbekistan "On Protection of Joint-Stock Companies and Shareholders' Rights" according to the eighth part of the article, if a decision is not taken to reduce the company's authorized fund (authorized capital) or to **liquidate the company, its shareholders, creditors, as well as authorized state bodies have the right to demand the liquidation of the company in court.** In this case, courts should take into account that according to Clause 5 of the first part of Article 25 of the Economic-Procedural Code, demands of shareholders to liquidate the company are referred to the economic court. The issue of applicability of such demands of the creditors of the society, as well as the bodies authorized by the state, should be resolved on general grounds.

In the Russian Federation, arbitration courts consider disputes related to the establishment, reorganization and liquidation of a legal entity. (Article 225.1 of the Arbitration Procedure Code of the Russian Federation) This type of dispute is determined to be considered in accordance with the general rules of arbitration. Courts take into account the level of awareness of the

правовых исследований. – 2020. – Т. 5. – №. 1.

⁸ Хакбердиев А. А. ЖИНОЙЙ ИНСЦЕНИРОВКАДАГИ САЛБИЙ ҲОЛАТЛАР //ЖУРНАЛ ПРАВОВЫХ ИССЛЕДОВАНИЙ. – 2020. – №. SPECIAL 4.

⁹ Spory, connected with registration and liquidation companies (apgmag.com)

participants about the corporate dispute and other important information in the process of considering corporate disputes.

As noted by NG Frolovsky: "Legislators used this term for a certain category of cases considered by the arbitration court"¹⁰.

The subject of this type of corporate dispute in court is violation of legal documents by the founders of the company in the process of company registration¹¹, that is, to the tax inspection, statistics and failure to notify other organizations on time.

At the stage of company registration, when the participants of a legal entity want to change the production or the composition of its participants, the director and the owner of the firm (participant, shareholder) have disagreements within the society, and in this regard, a corporate dispute arises.

Such conflicts between the management body and the owner of the company have a negative impact on the company's activities. Clearly, it is wise to negotiate such differences at the company level. A corporate dispute can be avoided by clearly distinguishing the rights and obligations of the governing body and company participants in the process of drawing up the founding documents and the corporate agreement. If it is not possible to avoid this type of dispute at the stage of company registration, the dispute can be considered in court.

Management bodies (chief director, director), participants, shareholders, founders, as well as direct legal entities are considered participants in the dispute.

The benefits of alternative dispute resolution methods, especially arbitration, are recognized by the global community. It is the increasing trust in arbitration, the possibility of choosing highly qualified independent arbitrators by the parties to the dispute, the flexibility of the processes, confidentiality, and the accuracy of arbitration decisions, which lead to their recognition in most countries of the world¹².

Based on the above, it is appropriate to consider the topic of disputes related to the creation, reorganization and liquidation of a legal entity and resolve them without resorting to court¹³. Because taking the case to the court without resolving the disputes between the societies, their participants and management bodies within the society can make the situation even more complicated.

REFERENCES

1. Abdusaidovich K. A. Investigation of theatricalities of thefts and robberies on motor vehicles //Asian Journal of Multidimensional Research (AJMR). – 2019. – Т. 8. – №. 11. – С. 109-114.
2. Khakberdiev A. The concepts of criminal staging, its elements, methods of Detection and investigation N //Review of law sciences. – 2020. – Т. 4. – №. 1. – С. 1.
3. Abdusaidovich K. A. The theoretical basis for the classification of criminal dramatization, methods for their identification and investigation //International Journal of Psychosocial Rehabilitation. – 2020. – Т. 24. – №. 8. – С. 1930-1945.

¹⁰Abrosimov, D. A. Corporate disputes: differences in material and procedural rights / D. A. Abrosimov. — Text: neposredstvennyy // Molodoy uchenyy. — 2017. — No. 21 (155). — S. 275-277. — URL: <https://moluch.ru/archive/155/43690/> (data obrascheniya: 17.04.2023).

¹¹ Хакбердиев А. Выдвижение версий по преступным инсценировкам при осмотре места происшествия, их проверка и распознавание //Review of law sciences. – 2020. – Т. 1. – №. Спецвыпуск. – С. 171-182.

¹²Kaldybaev A.K., Linnik A.V. - "Rassmotrenie korporativnykh sporvov v arbitraje"

¹³ Abdumurad K. Ensuring Confidentiality in the Detection and Investigation of the Crimes of Money Laundering //Rechtsidee. – 2019. – Т. 5. – №. 2. – С. 10.21070/jihr. 2019.5. 65-10.21070/jihr. 2019.5. 65.

4. Xakberdiev A. A. ARBITRATION COURT: SOME ISSUES OF LAW PROTECTION //World Bulletin of Management and Law. – 2021. – Т. 4. – С. 9-12.
5. Khakberdiev A. A. PROSPECTS OF IMPROVING ARBITRATION COURTS AS ONE OF THE METHODS OF ALTERNATIVE DISPUTE RESOLUTION IN UZBEKISTAN //Web of Scientist: International Scientific Research Journal. – 2023. – Т. 4. – №. 1. – С. 77-88.
6. Khakberdiev A. A. WAYS OF IMPROVING ARBITRATION COURTS IN UZBEKISTAN //INTELLECTUAL EDUCATION TECHNOLOGICAL SOLUTIONS AND INNOVATIVE DIGITAL TOOLS. – 2023. – Т. 2. – №. 14. – С. 75-81.
7. Хакбердиев А. А. Ўғирлик ва талончиликка таълуқли бўлган инсценировкани тергов қилиш //журнал правовых исследований. – 2020. – Т. 5. – №. 1.
8. Хакбердиев А. А. ЖИНОЙИ ИНСЦЕНИРОВКАДАГИ САЛБИЙ ҲОЛАТЛАР //ЖУРНАЛ ПРАВОВЫХ ИССЛЕДОВАНИЙ. – 2020. – №. SPECIAL 4.
9. Spory, connected with registration and liquidation companies (apgmag.com)
10. Abrosimov, D. A. Corporate disputes: differences in material and procedural rights / D. A. Abrosimov. — Text: neposredstvennyy // Molodoy uchenyy. — 2017. — No. 21 (155). — S. 275-277. — URL: <https://moluch.ru/archive/155/43690/> (data obrascheniya: 17.04.2023).
11. Хакбердиев А. Выдвижение версий по преступным инсценировкам при осмотре места происшествия, их проверка и распознавание //Review of law sciences. – 2020. – Т. 1. – №. Спецвыпуск. – С. 171-182.
12. Kaldybaev A.K., Linnik A.V. - "Rassmotrenie korporativnykh sporvov v arbitraje"
13. Abdumurad K. Ensuring Confidentiality in the Detection and Investigation of th