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Mandatory Reorganization of Corporate Law Entities

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Abstract: Relations related to the organization and abolition of subjects of corporate law are important in the context of a market economy. If the organization of subjects of corporate law generates a new subject of law and makes a concrete contribution to economic development along with the emergence of new subjective rights and obligations in economic and legal relations, then their termination will lead to the termination of the subject of law and the termination of the subject's activities in the field of corporate law. economic relations in exchange for This article discusses the reorganization of corporate law entities, the liquidation of a legal entity and the emergence of a new legal entity instead of it or the decision of the future fate of the property.

Keywords: reorganization, liquidation, corporate law, legal entities, mandatory reorganization process.

Liquidation of legal entities in court is carried out on the grounds provided for directly by the legislation. The peculiarity of the mandatory abolition of legal entities is that it is based not on the will of the legal entity, but on the fact that the activities of the legal entity do not comply with the law. At the same time, the compliance of the legal entity's activities with the principles of honesty, rationality and fairness is also taken into account [1].

In accordance with the general rule, only the founders (participants) of legal entities and the bodies of a legal entity endowed with such powers in accordance with the Constituent Documents have the authority to abolish a legal entity through reorganization. And the legislation provides that its reorganization in the form of separation of a legal entity or separation of one or more legal entities from its composition is carried out by a decision of the represented state bodies or by a court decision (part 2 of Article 49 of the Civil Code).

The process of reorganization of legal entities in court consists in the consideration of simple cases in a general manner and begins only on the basis of a claim by a competent state body in cases provided for by law. In other words, the first stage of the mandatory reorganization process is filing a lawsuit with a state body.

In accordance with part 3 of Article 49 of the Civil Code, if the founders (participants) of a legal entity, the body they represent, or the body of a legal entity represented by its constituent documents, do not reorganize the legal entity within the time period established by the decision of the authorized state body, the court appoints the manager of the legal entity from the moment of appointment of the manager to him powers to manage the affairs of a legal entity. The manager acts in court on behalf of a legal entity, draws up a distribution balance sheet and submits it to the court together with the constituent documents arising as a result of the

reorganization of legal entities. The court's approval of these documents is the basis for the state registration of newly created legal entities.

In court, the termination of the activities of legal entities is a complex process and consists of many stages. It should be noted that in a market economy, the termination of the activity of a legal entity has acquired a new meaning.

Currently, the procedure for mandatory termination of the activities of legal entities consists of several stages, and legal scholars note that this process is carried out at different stages. I.V.Eliseev and A.According to Shukrullayev, the liquidation of legal entities consists of five stages [2].

As in the case of liquidation of legal entities on a voluntary basis, a liquidation commission is formed in court by a court decision, and the Commission assumes the authority to manage the legal entity.

At the second stage, the commission publishes information about the termination of the legal entity's activities in the press and collects accounts receivable.

At the third stage, the liquidation commission evaluates the accounts payable of the legal entity and decides whether to satisfy the claims or refuse them, and also draws up an interim liquidation balance sheet.

At the fourth stage, in accordance with the balance sheet of the interim liquidation, creditors' claims are satisfied. If the funds of the legal entity are insufficient to satisfy the creditors' claims, the liquidation commission will sell the property of the legal entity at auction and cover the debts.

At the fifth stage, after repayment of creditors' debts, the liquidation commission draws up the final liquidation balance sheet and distributes the remaining property among the participants of the legal entity and submits all the documents prepared for completion to the state body, ultimately completing the process of liquidation of the legal entity. However, civil legislation establishes a specific procedure for the liquidation of enterprises that are in an unfavorable economic situation and do not carry out their own financial and economic activities.

Bankruptcy of legal entities consists of several complex processes and stages, each of which has its own aspects. After all, bankruptcy is caused by the economic insolvency and insolvency of a legal entity. Although bankruptcy is also carried out on a voluntary and mandatory basis, its specific provisions require the participation of judicial authorities in the bankruptcy process.

R. Kniper believes that bankruptcy legislation and its application in practice is a very important, complex and delicate situation in every state and every national economy. Because the liquidation of an enterprise is an unpleasant phenomenon not only for an entrepreneur, but also for the state, as well as for employees, female employees, contractors, commercial partners. For example, the bankruptcy incident in Bremen, which led to very large negative consequences, led to the elimination of about 30,000 jobs due to the fact that shipbuilding would lead to a complex liquidation of the industry. This, coupled with an increase in the unemployment rate in Bremen, put shippers of goods and work partners in a difficult position and led to a significant decrease in tax revenues of Bremen [3].

Indeed, the liquidation of enterprises damages the country's economy as the most negative state of all time. At the same time, as a result of the abolition of a legal entity, the state will have to implement certain social protection.

F.H.Atakhanov believes that supervision, dates of court sessions, settlement agreement, external management and liquidation procedures are procedures that are carried out when considering a bankruptcy case of a legal entity [4].

In our opinion, the separation of legal entities, as well as other methods of reorganization, can be carried out by state bodies and the court in accordance with the decision of the founders or bodies of the legal entity provided for in the Constituent Documents, or in cases provided for by law.

Usually, the reasons for which "being" is carried out are not required. However, being a legal entity in order to expand its activities and avoid large taxes, as well as as a result of the mutual distribution of the property of a legal entity between participants and founders is becoming an increasingly common practice. At this point, J. Yuldashev's thoughts are much more relevant. In his opinion, this form of reorganization arises in order to reorient business in a difficult financial and economic situation, avoid large tax payments and large risks, as well as conduct their business activities in various fields [5].

In addition to these considerations, bankruptcy is a kind of way of abolishing a legal entity by liquidating an economically disadvantaged enterprise, in which the bankruptcy case is considered by the court regardless of whether the legal entity wants to continue its activities or not. Such a procedure does not catch the eye with other methods of liquidation of a legal entity (if a violation of the law has no basis in the organization and activities of a legal entity).

The issues of liquidation of legal entities by bankruptcy require in-depth study as a subject of separate scientific research. And even due to the fact that the subject of this research work is devoted to the methods of liquidation of legal entities and civil law problems of their application, we found it necessary to pay attention only to the stages of applying the bankruptcy procedure in court.

With a claim for bankruptcy of a legal entity, the economic court has the right to appeal to the debtor, the creditor and the prosecutor, the state tax service and other competent authorities. In addition, the debtor himself can also apply to the economic court with a petition for declaring himself bankrupt if there are grounds established by law.

From this case, we can conclude that bankruptcy is not only a way to abolish legal entities, but also to allow legal entities to get out of the current situation when they are economically disadvantaged and insolvent, and to control their activities in this regard. Bankruptcy is a type of legal relationship that consists not only of material and legal relations, but also of procedural legal relations. In the end, in every action that is carried out when applying the bankruptcy procedure, the norms of substantive and procedural law are applied on the basis of continuity.

The importance of the abolition of legal entities in court lies in the fact that in this case the court will lead to the termination of the activity of the legal entity as a subject of law through the compulsory function of the state when it violates the rights and interests of other persons in the exercise of its activities. activity. The State, on the other hand, ensures the implementation of the control function directly in the interests of society and the people, while the mandatory abolition of a legal entity is constantly carried out in the direction of achieving this goal.

References

1. Emelyanov V.I. Reasonableness, conscientiousness, non-abuse of civil rights. -M.:Lex-Book, 2002. -128 p.
2. Civil law. In 3 volumes/Edited by A.P.Sergeev, Yu.K.Tolstoy.-M.: Prospect. 2003. Vol.1.-164-165 p.;
3. Knipper R. Some issues of bankruptcy of enterprises.//Economy and Law.-Tashkent, 1999.-No. 11-12.-p.128.
4. Business law./ Responsible editor F.H.Otakhanov.- Tashkent: TSIL, 2003.-145 p.
5. Yuldashev Zh.I. Joint-stock companies - as a subject of civil law.- Tashkent: TSIL, 2004.-142 p.