INTRODUCTION

This article is devoted to the analysis of the concept, essence, structure and types of corporate relations in joint-stock companies in the Russian Federation.

METHOD ALSO CALLED MATERIALS AND METHODS OR EXPERIMENTAL METHODS

This article in the process of cognition of state-legal phenomena were used: a) General scientific methods (formal-logical, systemic, structural-functional, concrete-historical); b) General logical methods of theoretical analysis (analysis, synthesis, generalization, comparison, abstraction, analogy, modeling, etc.); c) private scientific methods (technical and legal analysis, specification, interpretation, etc.) (GONCHAROV et al. 2021a, p.362-366; GONCHAROV et al. 2021b, p.367-373; GONCHAROV et all 2021c, p.374-382; GONCHAROV; CHIMITOVA 2020, p. 86-95).

MAIN PART

In our opinion, it seems that a joint-stock company in the Russian Federation is a kind of business companies, being a commercial corporate organization, the authorized capital of which is divided into a certain number of shares, certifying the obligations of the company’s participants (shareholders) in relation to the company. The current legislation on joint stock companies does not explicitly call joint stock companies corporate organizations. However, the analysis of Article 65.1 of the Civil Code of the Russian Federation, dedicated to corporate and unitary legal entities, provides for the characteristics that a legal entity must possess in order to be recognized as a corporate legal entity. In particular, one of these signs is the possession of the right to participate (membership) in a legal entity and the formation of its supreme body by its founders. Among other things, the legislator lists all in the same article who he refers to corporations, namely, they are recognized: economic partnerships and societies, peasant (farmer) farms, economic partnerships, production and consumer cooperatives, public organizations, social movements, associations( unions), notary chambers, real estate owners' associations, Cossack societies included in the state register of Cossack societies in the Russian Federation, as well as communities of indigenous small-numbered peoples of the Russian Federation.(CIVIL, 2021).

Thus, if we accumulate all the information obtained in the analysis of various definitions of a joint-stock company and compare it with the provisions on corporate legal entities, we can talk about classifying joint-stock companies as corporate organizations on the basis that the Civil Code of the Russian Federation contains a definition of a joint-stock company and recognizes it as a business company, which in turn are already classified as corporate legal entities.
Now that we have an idea of who the legislator referred to as corporate organizations, it makes sense to talk about corporate relations and their place in a joint-stock company. By its very nature, corporate relations are relations of decision-making and management. According to a number of authors, the essence of corporate relations is the activity of managing a corporate organization. (LEVICHEV, 2020, p. 71-72; ALESHCHENKO, 2020, p. 40-41). According to other authors, the main purpose of corporate relations is the organization of the functioning of corporations in the interests of shareholders. (LOGINOV, MAKSIMOV, 2019, p. 80; PETRENKO, 2020, p.113). Third scientists believe that the essence of corporate relations is reduced to the implementation by some subjects of corporate relations of their authority over other subjects in order to ensure the implementation of the purposes and objectives facing this corporate organization. (HATZIDIS, 2018, p. 1001-1005).

So what are the characteristics of corporate relations in joint-stock companies (public and non-public), as opposed to other types of corporate organizations (commercial and non-commercial)?

Firstly, it seems that the power-subordination model is applicable to corporate relations in joint-stock companies to a greater extent than in other types of corporate organizations, when minority shareholders agree to the restriction of their own will. The proof of this assumption is, for example, the technology of forced redemption of all voting shares of a company by a shareholder or a group of affiliated persons who have acquired more than 95% of voting shares provided for in Article 84.8 of the Federal Law “On Joint Stock Companies”. Moreover, although Chapter 11 of this Federal Law (which contains Article 84.8) was written for public companies, the legislator also grants the right of compulsory redemption to non-public joint stock companies, which as of 01.09.2014 were open joint stock companies. Thus, the actualization of the “power-subordination” model with a clearly diminished role of minority shareholders is evident.

The constant belittling of the role of a minority shareholder as a participant in corporate legal relations is even recognized by the Supreme Court of the Russian Federation, which approving on 25.12.2019 a review of judicial practice on some issues of the application of legislation on business companies, was forced to defend the rights of minority shareholders, for example, invalidating the decision of the general meeting of participants (shareholders) in connection with the violation of the rights of a minority shareholder, who was not notified of the holding of the general meeting, and also did not bother to provide voting ballots. (LEVICHEV, 2020, p. 36-37)

Secondly, the peculiarity of corporate relations in joint-stock companies is the presence of a larger number of types of subjects, as well as their intraspecific multiplicity.

Thus, world practice contains examples when millions of individuals and legal entities can act as shareholders of joint-stock companies. No other type of corporate organization can “boast” of such a number of entities.

Thirdly, due to a particularly complicated system of governing bodies of joint-stock companies, they are characterized by the presence of a more diversified and ramified system of corporate legal relations, which is an order of magnitude more complex than the system of corporate legal relations of other corporate organizations.

This complicated procedure of internal corporate governance (and corporate governance is also a type of corporate legal relations) leads, according to the Supreme Court of the Russian Federation, to an increase in the number of legal disputes involving subjects of corporate legal relations - up to 5% of the number of disputes involving corporate organizations (commercial and non-commercial), resolved in court, falls on joint-stock companies. (ALESHCHENKO, 2020, p. 88-89).

Fourthly, due to the fact that the procedure for the creation and registration of joint-stock companies takes place in several stages and is much more complicated than the registration procedure for almost any type of legal entity (just registration of political parties in Russia can argue with it in terms of complexity), corporate relations are the most subject to transformations (both in terms of the composition of participants and changes in their legal status and powers).
Moreover, the resolution of disputes involving the shareholders of Russian joint-stock companies goes beyond the limits of Russian jurisdiction. Thus, the International Arbitration Court in The Hague (IAC) awarded $50 billion to Yukos shareholders on 18.07.2014, and the European Court of Human Rights awarded $1.86 billion to the former owners of Yukos on 31.07.2014 the former Yukos owners awarded €1.86 billion in compensation. (LEVICH, 2020, p. 80-81) At the same time, the trial continues.

The civil legal status of shareholders cannot be completely the same, but the status of a shareholder as a subject of corporate relations depends on the number of votes held by this shareholder. The labor collective of a company is not a subject of corporate relations, since the employees and managers of the corporation do not determine the vector of development of the company, since this requires either owning a controlling stake or entering the supreme governing body of the company.

Fifthly, it is joint-stock companies that are most inherent in public-law regulation of corporate relations, which is manifested in the establishment of special requirements by the state, the observance of which, according to a number of authors, is necessary for the creation and functioning of joint-stock companies, as well as the management of the company. (CHIGRINSKY, 2016, p. 46-48; GRINEMAER, 2018, p. 8-12).

This feature is confirmed by the fact that in 2014 the legislator moved away from the traditional classification of joint-stock companies into open and closed ones and highlighted public joint-stock companies.

More specifically, it should be said that there are corporate relations, and they are recognized as legal relations arising in connection with the participation of shareholders in the management of a joint-stock company through participation in the supreme body of the company, or the possession of a controlling stake, which are reflected in the control of such shareholders for the activities of the company and their receipt of information about the activities of the company. In this regard, implementing their management functions, shareholders become owners of a special legal status - the subject of management in relation to the joint-stock company.

We will start talking about the structure of corporate relations in a joint-stock company with the object of corporate relations. The object of these legal relations is considered to be that about which the legal relationship is formed, namely, about the activities, certain behavior of obligated persons, and in addition, sometimes the legal relationship can have a material object - certain material goods or things. The conclusion about the attribution of things to the objects of the obligation as additional material objects seems to be somewhat controversial, perhaps it would be more correct to call the specified material object the subject of the obligation or the subject of performance. Thus, the object of corporate legal relations is the activity of a joint-stock company, since the very participation of shareholders in the management of a joint-stock company is aimed at streamlining its activities.

Speaking about the subject of commercial legal relations, it is necessary to recall and summarize what was said earlier, namely, that all shareholders of the company should act as the subject of these legal relations, regardless of how many shares they have and what is the influence of their votes and opinions on the activities of the company.

The final element of the structure of corporate legal relations is its content, which consists of legal obligations and subjective rights provided for the subjects. Corporate duty consists mainly of the existence of an obligation to perform a specific action, or vice versa, to refrain from performing an action in the interests of another person. Duties and rights are complementary.

The rights and obligations that arise for the subjects of corporate legal relations are regulated by the norms of Russian corporate law. Failure to perform a duty may lead to compulsion to perform it and the occurrence of liability expressed in the framework of corporate legal relations in various ways. In corporate legal relations, duty and law can flow not only from the norms of legislation, but also from the local norms of the corporate organization. Corporate rights and obligations arise from those provided for by law and other legal acts, as well as from the actions of citizens and legal entities, which, although not provided for by law or such acts,
but by virtue of the general principles of the meaning of civil legislation, give rise to civil rights and obligations.

In accordance with this, corporate rights and obligations arise: from contracts and other transactions provided for by law, as well as from contracts and other transactions, although not provided for by the law, but not contradicting it; from acts of state bodies, which are provided by law as the basis for the emergence of civil rights and obligations; from a court decision that established corporate rights and obligations; also due to the actions of citizens and legal entities; due to events with which a law or other legal act connects the onset of civil law consequences.

Corporate rights arise on the basis of legal facts.

Legal entities, at their discretion, exercise their rights. The refusal of a legal entity to exercise its rights does not entail their termination, with the exception of the case provided by law. The civil rights of legal entities are not unlimited, they are exercised within such limits as to minimally affect the rights of other persons - corporate and individual subjects. When exercising their rights, a corporate organization may restrict the rights of other persons, so the Civil Code of the Russian Federation is provided for in Article 10 "Limits on the exercise of civil rights". The protection of the rights of a corporate organization can be carried out by any means, if they are not prohibited by the legislation of the Russian Federation, and it is not necessary that these methods are provided for in the legislation.

The Corporation acquires civil rights and assumes civil duties through its bodies, which must act in accordance with the law, other legal acts and constituent documents. The basis for the emergence, modification or termination of corporate rights and obligations is a legal fact, which should already be understood as legally significant events and legally significant actions. A legal event is understood as circumstances, the action of which does not depend on the will of a person, for example, natural disasters. A legal action should be recognized as circumstances that are committed, as a rule, at the will of a person. Only lawful ones should be taken into account, since illegal ones are a direct violation of the established legislation. We consider a legal act to be lawful actions that are committed with the aim of causing the corresponding civil legal consequences.

Having reflected the main and most significant provisions on the structure of corporate legal relations, we consider it necessary to move on to the issue of their classification and differentiation.

Corporate relationships can be classified on various grounds.

Depending on the basis on which the legal relationship arose, two main groups of corporate legal relations can be distinguished.

The first group includes the so-called legal relations of participation (membership), which formalize participation (membership) in the corporation. Entering into these legal relations, a person becomes a participant (member) of the joint-stock company from the moment of this entry. Within the framework of such legal relations, both property and non-property participation (membership) in the corporation is mediated. The subject composition of such a legal relationship is formed by the corporation and its participant (member). If there is a loss of membership status, this automatically entails the termination of the legal relationship of participation (membership). Proceeding from this, these legal relations can be given the status of the main ones, since without them there is no participation (membership) in society itself. A number of authors believe that “in modern conditions, for the formation of effective norms, it is advisable at the legislative level to delineate in more detail the relations existing within the framework of organizations based on the principles of membership (participation), indicating the specifics of those that are formed in non-profit corporations". (PETROV, 2019, p. 133-136, p. 135).

The second group is made up of dependent or derivative corporate legal relationships. They are so named due to the fact that they are based on a complex legal structure in the form of a legal relationship of participation (membership) and additional legal facts.

It is possible to trace the ratio of the main (basic) and dependent (derivative) corporate legal relations, if we take as an example the participation of a shareholder in the distribution of
profits. A person who has acquired a share acquires the status of a participant in a joint-stock company, which in turn entails the vesting of this person with rights in relation to this company, as well as the emergence of obligations in relation to a legal entity. Since a joint-stock company is a commercial organization, that is, making a profit is its main purpose of activity, the right of shareholders to participate in the distribution of profits is one of the main property rights that mediate the property participation of shareholders in the company. This right is an integral part of the legal relationship of participation, it gives its bearer the opportunity to be the subject of appropriation of part of the profit in the form of dividends.

It is carried out by including the shareholder in the list of persons in respect of whom the decision to pay dividends is made. If a person, according to the register of shareholders, is the owner of securities as of the date of compiling the list of entities entitled to receive dividends, but for some reason is not included in this list, this means his right to participate in the distribution of profits has been violated. In this case, the corporate right to participate will be violated even if the due date for the payment of the declared dividends has not yet arrived.

To protect this right, a shareholder can apply to the court with a request to include him in the specified list. The decision to pay dividends will be an additional legal fact, which, together with the legal relationship of participation, that is, the main (main) corporate relationship, gives rise to a dependent (derivative) corporate relationship.

The content of the derivative (dependent) legal relationship includes the subjective right of the shareholder to demand payment of the declared dividends and the legal obligation of the company to pay them. This relationship is, by its nature, a classic obligation.

The given example clearly illustrates the derivative (dependent) nature of the monetary obligation, the content of which includes the subjective right to claim the payment of declared dividends, from the main (main) legal relationship of participation, where the content consists, among other things, of the subjective right to participate in the distribution of profits obtained as a result of activities joint stock company for a certain period.

These circumstances clearly indicate the existence of two different subjective rights and, as a result, two different legal relations: the main (main) and derivative (dependent).

CONCLUSIONS AND FURTHER RESEARCH

Based on all of the above information, we can conclude that corporate relations in joint-stock companies are public relations regulated by the norms of corporate law, which include the management of business activities of a joint-stock company, self-government and self-organization in a joint-stock company and have a regulatory impact on the behavior of participants these relations separately or in cooperation with the joint stock company itself.

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Concept, essence, structure and types of corporate relations in joint-stock companies

Resumo
Este artigo é dedicado à análise do conceito, essência, estrutura e tipos de Relações Corporativas em sociedades por ações na Federação Russa. Os autores observam que as sociedades por ações são o tipo mais importante de organizações corporativas, que representam uma parte significativa do Produto Interno Bruto do país.

Palavras-chave: Conceito. Essência. Estrutura. Tipos. Relações jurídicas corporativas.

Abstract
This article is devoted to the analysis of the concept, essence, structure and types of corporate relations in joint-stock companies in the Russian Federation. The authors note that joint-stock companies are the most important type of corporate organizations, which account for a significant share of the country’s gross domestic product.

Keywords: Concept. Essence. Structure. Types. Corporate legal relations.