ON CONTROLLING PERSONS OF A LEGAL ENTITY AS SUBJECTS OF THE USE OF COERCION IN RUSSIAN CIVIL LAW

INTRODUCTION
One of the elements of the concept of civil coercion is the problem of defining the concept and content of protective civil legal relations, as well as its legal entity structure.

The protective legal relationship is implemented and filled with the content by its subjects. Traditionally, it is considered that the subjects of legal relationship of this type are a person who’s right and (or) interest have been violated and an offender (or a person who has committed lawful actions but has caused harm). However, civil legislation and judicial practice illustrate that civil coercion within the framework of a protective legal relationship can also be implemented by an authorized person in relation to other persons.

In this case, we want to refer to the category of controlling legal entity - a debtor, which is known to both Russian and foreign law, as well as to the possibility of bringing these persons to subsidiary liability.

GENERAL PROVISIONS ON SUBSIDIARY LIABILITY

Thus, one of the legal justifications for the possibility of applying civil coercion is the rules on subsidiary liability. In this case, we are interested in the specifics of application of civil coercion against the controlling subjects of a legal entity. This issue is ambiguously assessed by the legal community, but at the same time, at the moment, the mechanism for bringing these persons to subsidiary liability and, as a result, applying civil coercion measures to him is widely used in judicial practice to protect the interests of authorized persons – creditors.

The development of civilization and economic relations is largely due to the construction of a legal entity, the basic principles of which are property isolation, autonomy of interests and limited liability of a legal entity. Thus, according to Article 56 of the Civil Code of the Russian Federation, a legal entity is liable for its obligations with all the property belonging to it, while the founder (participant) of a legal entity or the owner of its property is not liable for the obligations of a legal entity, and a legal entity is not liable for the obligations of the founder (participant) or the owner.

These principles have made the structure of a legal entity in civil circulation attractive, in demand and tenacious. Reducing the risk of property losses of the founders (participants) of a legal entity made it possible to develop the economy by attracting funds to various risky commercial enterprises (BUDYLIN, IVANETS, 2013, p. 101).

At the same time, the privilege of limited liability of a legal entity and the possibility of shifting the risk of losses to the latter’s creditors open up the possibility of abuse by persons who can influence the company’s activities (participants, managers). As a legal tool to ensure a balance of interests of all participants in economic relations (legal entities, creditors of the latter), civil legislation provides for the institution of subsidiary (from the Latin subsidiarius - auxiliary, reserve, stored in reserve) responsibility of controlling persons of a legal entity under certain circumstances. One of which is the insolvency (bankruptcy) of a legal entity.

The concept of subsidiary liability is not disclosed in regulatory legal sources, which contain only the procedure of applying this type of liability. Thus, Article 399 of the Civil Code of the Russian Federation indicates that before filing claims against a person who, in accordance with the law, other legal acts or the terms of the obligation, is liable in addition to the liability of another person who is the main debtor (subsidiary liability), the creditor must file a claim against the main debtor. If the principal debtor has refused to satisfy the creditor’s claim or the creditor has not received from him a response to the submitted claim within a reasonable time, this claim may be presented to the person bearing subsidiary liability.
Article 3 of the Federal Law N 14-FL “On Limited Liability Companies” from 08.02.1998 indicates that in the event of insolvency (bankruptcy) of the company due to the fault of its participants or due to the fault of other persons who have the right to give mandatory instructions to the company or otherwise have the opportunity to determine its actions, these participants or other persons may be assigned subsidiary liability for its obligations in the event of insufficient property of the company.  

Controlling persons may be held vicariously liable for the obligations of the debtor if full repayment of creditors’ claims is impossible due to the actions and (or) inaction of these persons [Article 61.11 of the Federal Law of 26.10.2002 No.127-FL “On Insolvency (Bankruptcy)”).  

From the analysis of these legal norms, subsidiary liability can be characterized as additional liability (KRASHENINNIKOV, 2014, p. 975). This point of view is supported by the majority of scientists in civilistic literature. Sukhanov E. points out that subsidiary responsibility is additional in relation to the responsibility and the main offender bears to the victim. The task of this type of responsibility is to strengthen the protection of interests of the victim (SUHANOV, 2011, p. 105).  

Gongalo B. understands the essence of subsidiary liability in the fact that in the cases provided for, a person (a subsidiary debtor) is responsible in addition to the responsibility of another person who is the main debtor. The creditor, before applying with a claim to the subsidiary debtor, must submit a claim to the main debtor (GONGALO, 2018, p. 240). According to Pokrovsky S., subsidiary liability consists in the obligation of the subsidiary debtor based on the law (terms of the contract) to compensate the violation of the creditor’s subjective right committed through the fault of the main debtor in a civil obligation and not made up by him due to property insolvency, which the subsidiary debtor is entitled to prevent through economic, organizational, administrative or power influence on the main debtor (POKROVSKY, 2015, p. 98-129).

**SUBSIDIARY LIABILITY OF THE PERSON CONTROLLING THE DEBTOR**  
Bringing the person of the controlling debtor to subsidiary liability is a complex and delicate legal task, due to the existing structure of the legal entity, which provides for the property independence of the latter. At the same time, as part of the complexity of economic activity of a legal entity, we see a clash of interests of many subjects of these legal relations: legal entity, participants of the latter, creditors, managers. In order to determine the limits of the implementation of subjective rights of each of the above-mentioned participants in these legal relations and to prevent the possibility of abuse of the right, the legislator introduced the category of subsidiary liability of controlling persons of the debtor - a legal entity.  

The category of “persons controlling the debtor” is disclosed in Federal Law No. 127-FL of 26.10.2002 (as amended on 30.12.2020) “On Insolvency (Bankruptcy)”, in Resolution No. 53 of the Plenum of the Supreme Court of the Russian Federation of 21.12.2017 “On certain issues related to bringing persons controlling the debtor to responsibility in bankruptcy”.  

Thus, Article 61.10 of the Federal Law of 26.10.2002 No. 127-FL defines the person controlling the debtor as a natural or legal person who has or has had no more than three years prior to the occurrence of signs of bankruptcy, as well as after their occurrence of the application for recognition of the debtor as a bankrupt before the adoption by the arbitration court, the right to give mandatory instructions or the opportunity for the debtor to determine his actions, including the execution of transactions and determination of their conditions. Until proven otherwise, it is assumed that the person was the controlling person of the debtor, if this person:  

1) was the head of the debtor or the debtor's management organization, a member of the debtor's executive body, a debtor's liquidator, a member of the liquidation commission;  
2) had the right independently or jointly with interested persons to dispose fifty or more percent of voting shares of a joint-stock company, or more than half of the authorized capital of a limited (additional) liability company, or more than half of votes in the
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1) had general meeting of participants of a legal entity, or had the right to appoint (elect) the head of the debtor;

2) profited from the illegal or unfair behavior of the persons specified in paragraph 1 of Article 53.1 of the Civil Code of the Russian Federation (paragraph 4 of Article 61.10 of Federal Law No. 127-FL).

In paragraph 5 of this norm, the legislator separately draws attention to the possibility of the arbitration court to recognize the person controlling the debtor as a person on other grounds. These grounds can serve, for example, any informal personal relationships, including those established by operational investigative measures, for example, cohabitation (including a state in a so-called civil marriage), long-term joint official activity (including military service, civil service), co-education (classmates, groupmates) and so on (Letter> Federal Tax Service of Russia dated 16.08.2017 N SA-4-18/16148@).

The Supreme Court of the Russian Federation draws attention to the fact that it is not easy to establish this controlling person, since usually it is not interested in disclosing its status and hides the possibility of influencing the debtor. Under these circumstances, the courts should take into account such circumstances as the synchronicity of actions of the debtor and the controlling person in the absence of objective economic reasons; actions contradict the economic interests of the debtor and at the same time lead to a significant increase in the property of the controlling person; actions could not take place under any other circumstances, except in the presence of subordination of one person to another, and so on (“Review of judicial practice of the Supreme Court of the Russian Federation No.2 (2018)”).

From the analysis of the above legal provisions, it follows that civil coercion, expressed in the form of the implementation of the right to claim for bringing a person to subsidiary liability, can be applied not only to the main debtor - a bankrupt, but also to other persons who are not formally controlling persons of the legal entity, but actually manage the company and receive income from the activities of the latter.

In addition, the Definition of the Supreme Arbitration Court of the Russian Federation No. 11134/12 dated 29.04.2013 in case No. A60-1260/2009 established that "the current legislation does not exclude the possibility of bringing a person actually controlling the debtor to subsidiary liability who conducts his will through other individuals and legal entities controlled by the actual head, who in reality did not act as independent subjects of civil relations." "In this situation, we are talking about bringing to subsidiary responsibility for the obligations of the debtor controlling persons who actually manage the debtor through offshore structures (trusts, companies) (KANASHEVSKY, 2019, p.203).

At the same time, it is necessary to pay attention to the fact that the nominal and actual controlling persons of the debtor differ. Thus, as a general rule, nominal and actual managers bear subsidiary responsibility. At the same time, the amount of subsidiary liability of the nominal head may be reduced if, thanks to the information disclosed by him, inaccessible to independent participants in the turnover, the actual head and (or) the property of the debtor or the actual head, hidden by them, at the expense of which the creditors’ claims can be satisfied, were established.

Considering the issue of reducing the amount of subsidiary liability of the nominal head, it is considered how much his (head) actions on disclosure of information contributed to the restoration of the violated rights of creditors and compensation for their property losses. In case of reduction of the amount of subsidiary responsibility of the nominal head, the actual head bears subsidiary responsibility in full (Resolution of the Plenum of the Supreme Court of the Russian Federation No.53 of 21.12.2017).

The involvement of controlling persons to subsidiary liability is actively used in Russian judicial practice, despite the fact that in this case we are talking about the violation of civil principles of the property independence of a legal entity. It is not by chance that paragraph 1 of the Resolution of the Plenum of the Supreme Court of the Russian Federation No.53 of 21.12.2017 separately states that bringing the persons controlling the debtor to subsidiary liability is an exclusive mechanism of restoring the violated rights of creditors. When applying it, the courts need to take into account the essence of the structure of a legal entity, which assumes the
property isolation of this entity, its independent responsibility, the presence of participants in corporations, founders of unitary organizations, other persons who are part of the bodies of a legal entity, broad discretion when making (approving) business decisions. However, due to the existing ban on causing harm to independent participants of the turnover through unfair use of the institution of a legal entity (Article 10 of the Civil Code of the Russian Federation), bringing the controlling persons of a legal entity to subsidiary liability is a possible mechanism of protecting civil rights.

The use of civil coercion against persons who have a legal connection with the debtor, for example, the head, financial director, founder is currently a “common” case in judicial practice (Resolution of the Arbitration Court of the West Siberian District of 23.07.2019 N F04-11241/2014 in the case N A27-18417/2013; Resolution of the Arbitration Court of Moscow District of 16.11.2020 N F05-15456/2019 in the case N A40-217511/2017; Resolution of the Arbitration Court of Moscow District of 19.05.2020 N F05-7493/2018 in case N A41-14638/2016; Resolution of the Arbitration Court of Moscow District of 11.12.2019 N F05-18900/2019 in case N A40-33386/2019; Resolution of the Arbitration Court of Moscow District of 01.08.2019 N F05-5515/2018 in case N A40-41171/2016; Resolution of the Arbitration Court of Moscow District of 17.12.2018 N F05-18274/2018 in case N A40-27176/15; Resolution of the Arbitration Court of Ural District of 11.08.2020 N F09-935/19 in case N A60-17028/2017).

THE CONCEPT OF REMOVING THE CORPORATE VEIL

The essence of the concept of subsidiary responsibility has some similarities with the Anglo-Saxon concept of "removing the corporate veil".

The content of the latter concept is set out in the Decision 3 of the Arbitration Court of Appeal of 27.03.2015 in case No. A33-3867/2014. Thus, according to the concept of "removing the corporate veil" or "removing the corporate curtain", under certain conditions, responsibility for violations on the part of the company is assigned to persons who fully control it, if the company is just their "tool", a formal cover for unfair activities.

The following are mentioned as the grounds for applying the doctrine of "removing the corporate veil": mixing the property of participants with the property of the company to such an extent that it prevents the determination of the capital at the expense of which the legal entity would be liable for its debts; abuse of the structure of the legal entity for illegal purposes to conceal the facts; excessive control over the company’s activities, leading to the complete domination of the participants (shareholders) and depriving the company of its own will; the causal relationship between the participant’s abuse of the form of his dependent corporation and the plaintiff’s losses (SUKHANOV, 2014, p. 182-196; EGOROV, USACHEVA, p. 6-61; BUDYLIN, IVANETS, p. 80-125; BYKANOV, 2014, p. 72).

One of the most “high-profile” court cases that applied the concept of removing the corporate veil is the case of declaring CJSC International Industrial Bank (hereinafter referred to as the Bank) as bankrupt. Within the framework of this case, its creator, Pugachev S.V. was involved to subsidiary liability for the Bank’s obligations in the amount of 75 billion rubles (the ruling of the Moscow Arbitration Court of 30.04.2015 in case No. A40-119763/10).

Pugachev S.V. did not hold any positions in the Bank and was not its shareholder, but he actually controlled the latter, gave instructions mandatory for the Bank through the use of offshore companies and a trust (KANASHEVSKY, 2019, p. 218.)

The Bank's bankruptcy was caused by the purposeful withdrawal of funds in favor of “technical” borrowers who were insolvent legal entities controlled by Pugachev S.V. The Bank’s managers were aware of unfavorable terms of credit agreements for the Bank and the non-refundable nature of the borrowers’ debts, but nevertheless credit agreements were concluded, which led to the Bank's bankruptcy.

Pugachev S.V. was recognized as the controlling person of the Bank and brought to subsidiary responsibility for the obligations of the latter. The case against Pugachev S.V. is not the only case in Russian judicial practice on bringing to subsidiary liability a person who formally has no
legal connection with the debtor - legal entity at the moment (Resolution of the Volga - Vyatka District Arbitration Court of 04.03.2020 N F01-8212/2019 in case N A43-3251/2017; Resolution of the North Caucasus District Arbitration Court of 04.06.2019 N F08-3944/2019 in case N A20-1986/2016; Resolution of the North Caucasus District Arbitration Court of 04.06.2019 districts of 03.06.2019 N F08-3658/2019 in case N A20-2322/2016; Resolution of the Arbitration Court of the Ural District of 12.11.2020 N F09-6984/20 in the case N A50-21709/2018).

Returning to the theory of protective legal relations, we conclude that its subject composition in the situation of applying the concept of bringing the controlling debtor to subsidiary liability will have an expanded composition. Since subsidiary liability is an additional type of liability and does not imply the replacement of the debtor (offender) with a controlling person in the protective legal relationship, the controlling person will also be included in the subject structure of the protective legal relationship in addition to the main offender - the debtor.

**BENEFICIAL OWNERSHIP AND SUBSIDIARY LIABILITY**

There is also an interesting situation when, in order to protect the right due to the commission of an offense by an individual - the founder, shareholder or actual owner of the company, civil coercion is applied against this company. In other words, the latter is responsible for the obligations of the founder of the shareholder or the actual owner of the legal entity. Please note that we are not talking about the application of subsidiary liability in this situation, but actually about the transfer of civil liability from one person to another. This situation has been called the concept of "reverse penetration" or "beneficial ownership". The concept of beneficial ownership and beneficial owner does not exist in Russian civil law, but there is a similar concept - "a person who has an actual right to income", contained in the Tax Code of the Russian Federation (KANASHEVSKY, 2019, p.198). The most common example of the implementation of this concept in Russian judicial practice is contained in the decision of the Meshchansky District Court of Moscow on the claim of the company "Dalmont Limited" to citizen S., Russian and foreign companies for the recovery of debts left unchanged by the appeal ruling of the Judicial Board for civil cases of the Moscow City Court No. 11-16173 of 02.08.2012, and the cassation ruling of the Moscow City Court No. 4g/2-12260 / 12 of 25.12.2012.

Citizen S. acted as a guarantor for credit obligations of a number of legal entities. As a result of the borrowers' failure to fulfill their obligations, Dalmont Limited (as a result of the assignment agreement) filed a lawsuit against citizen S. The court found that citizen S. through the chain of corporate (joint-stock) control exercises the beneficial ownership of property, the ownership of which belongs to a number of companies. At the same time, citizen S. did not act as a participant in these companies, but was the actual owner of this real estate. Using the concept of "beneficial ownership", the court imposed responsibility for the obligations of citizen S. on a number of companies that were controlled through the corporate governance chain by citizen S. and had assets (real estate) that actually belonged to citizen S. (KANASHEVSKY, 2019, p. 207-208).

The presence of a person's "beneficial ownership" is not only the basis for the possibility of applying civil coercion, but also for providing protection to the specified person in case of violation of his interest.

Thus, article 4 of the Arbitration Procedure Code of the Russian Federation indicates that any interested person has the right to apply to the arbitration court for the protection of their violated or disputed rights and legitimate interests. At the same time, in some categories of judicial disputes, for example, corporate disputes, the legislation defines specific persons who have the right to protection.

In accordance with paragraph 7 of Article 49 of the Federal Law of 26.12.1995 No. 208-FL “On Joint Stock Companies”, a shareholder has the right to appeal a decision taken by the general meeting of shareholders in violation of the requirements of this Federal Law, other regulatory legal acts of the Russian Federation and the company’s charter in court, if he did not participate in the general meeting of shareholders or voted against such a decision and his rights and (or) legitimate interests are violated by such a decision.
At the same time, in the framework of case No. A40-95372/2014 on the claim of Moskalev M. V. to the CJSC “Aspect-Finance” for invalidation of the decision of the general meeting of shareholders of the CJSC “Aspect-Finance”, the Supreme Court of the Russian Federation indicated that another person also has the right to protection, for whom the contested decision gave rise to certain legal consequences (the Ruling of the Supreme Court of the Russian Federation dated 31.03.2016 in case No. A40-104595/2014).

Thus, Moskalev M.V., being the ultimate beneficiary through the corporate governance chain with the participation of the trusts of the CJSC "Aspect-Finance", believed that he had the right to appeal the decision of the Company’s shareholders, which was made by unauthorized persons without appropriate authority. Moskalev M.V. justified his right to claim by the fact that he is a person who has the actual ability to influence the decision-making of the CJSC "Aspect-Finance", is the ultimate beneficiary through the created corporate structure and has a legitimate interest in preserving the Company's property.

The claim was denied by the decision of the Arbitration Court of the City of Moscow of 27.03.2015 in case no. A40-104595/2014, left unchanged by the appellate and cassation instance (the Decision of the Ninth AAC of 22.06.2015 in case No. A40-104595/2014; the Decision of the AC of the Moscow District of 10.09.2015 in case No. A40-104595/2014). The main conclusion of the court was an indication that the concept "beneficiary" or "final beneficiary" is not known to Russian legislation. The provisions of the Federal Law "On Joint-Stock Companies" contain a clear indication of the category of persons who have the right to appeal against the decisions of the general meeting of the Company. At the same time, Moskalev M.V. did not provide evidence confirming that he is a shareholder of the Company.

The Supreme Court of the Russian Federation, as we have shown above, gave a different legal assessment of these circumstances and referred the case for a new trial. When reviewing the case, the courts confirmed the right of Moskalev M.V. to appeal against the decision of the general meeting of shareholders of the Company, pointing out that paragraph 7 of Article 49 of the Arbitration Procedure Code of the Russian Federation provides for the right to appeal to the arbitration court for the protection of violated rights and interests to other persons. In addition, the court also pointed out that the concept of a beneficial owner is contained in the Federal Law “On Countering the legalization (Laundering) of income”, according to which it is an individual who, ultimately, directly or indirectly (through third parties) owns (has a predominant participation of more than 25% in the capital) a client – a legal entity, or has the ability to control the actions of the client. In accordance with this legal norm, Moskalev M.V. is the beneficial owner of the Company, taking into account the evidence presented in the case (KANASHEVSKY, 2019, p.231).

Thus, the right to protection and, accordingly, to the use of civil coercion within the framework of a protective legal relationship belongs to all interested persons who believe that their rights and (or) interests have been violated, including the beneficial owners. At the same time, this concept is not a common phenomenon in foreign and especially in Russian judicial practice. The court can apply it in case of obvious abuse of the corporate veil. At the same time, the principle of separate legal personality of the company and its founders (shareholders) remains the main principle for English courts (KANASHEVSKY, 2019, p.2016).

THE RISK OF ABUSE IN THE INTERPRETATION OF THE CONCEPT OF A PERSON CONTROLLING A DEBTOR

We consider it necessary to pay attention to the risk of unjustified expansion of the subject structure of civil coercion as a result of incorrect qualification of a person controlling the debtor. Thus, despite the existing criteria for determining the person controlling a debtor, there are cases of obvious abuse of this concept.

Let us take the case of the Arbitration Court of Chelyabinsk Region No. A76-22330/2018 as an example of bankruptcy, in which one of the creditors applied to the court with an application for bringing lawyer Tatyana Votinova to subsidiary liability as a person controlling the debtor in the amount of 23,818,930,62 RUB. The following arguments are given in support of the stated claim: Tatyana Votinova acted as the organizer and developer of a fictitious document.
circulation, provided legal services to a group of persons controlling the debtor, participated in court proceedings both on the part of the debtor and on the part of controlling persons; Tatyana Votinova was issued a power of attorney with broad powers, including the conclusion of a settlement agreement.

This case caused a resonance in the legal community, since the definition of a lawyer who, not being a full-time employee of a bankrupt debtor, provides legal services under a civil contract, does not make any decisions for a legal entity, does not give the latter binding instructions as a person controlling the debtor, is illegal and can become a dangerous precedent, entailing vicious judicial practice.

On 16.12.2020, the Arbitration Court of Chelyabinsk Region issued a ruling in the framework of this case, which refused to satisfy the application for bringing the lawyer to subsidiary liability by the bankrupt debtor. As a result, the fears of the legal community about the application of the concept of subsidiary liability by the courts to the debtor’s lawyer turned out to be in vain. At the same time, the claim stated in the specified case may become an alarm signal for the legislator about possibility of abuse in the interpretation of the definition of a person controlling the debtor.

CONCLUSION
The subject composition of a protective legal relationship can be characterized by such general categories as an interested person and a person who violates the right and (or) a legitimate interest. Thus, the latter category can be expanded when applying subsidiary liability. The authorized person has the right to apply civil coercion not only directly to the offender, but also to a person who actually has the opportunity to influence the behavior of the offender (the concept of subsidiary responsibility or “removing the corporate veil”), or to a person who “formally” owns the assets of the offender (the concept of “beneficial ownership”).

We believe that the development of judicial practice will contribute to clarifying the criteria for determining the person controlling the debtor for the possibility of applying civil coercion measures to him in order to avoid abuse of the right by unscrupulous participants in the civil turnover.

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**On controlling persons of a legal entity as subjects of the use of coercion in russian civil law**

Sobre o controle de pessoas de uma pessoa jurídica como sujeitos do uso da coerção no direito civil russo

Sobre el control de personas de una entidad jurídica como sujetos del uso de la coerción en el derecho civil ruso

**Resumo**

Este artigo é dedicado ao problema da possibilidade de aplicação de coerção civil a pessoas que não são diretamente violadores dos direitos de alguém ou interesses legítimos, mas podem influenciar o comportamento dos participantes nas relações jurídicas civis e dar-lhes instruções obrigatórias para execução que são ilegais. Este é o foco desta pesquisa exploratória e qualitativa. Os resultados destacados indicam que, com base nos princípios gerais de direito, essas pessoas não podem ficar fora do âmbito da coerção civil, uma vez que essa circunstância contribuirá para o abuso de direitos e violação do equilíbrio de interesses de todos os sujeitos do direito civil.

**Palavras-chave:** Coerção civil. Pessoa jurídica. Direito civil russo.

**Resumen**

Este artículo está dedicado al problema de la posibilidad de aplicar la coerción civil a personas que no son directamente violadores de los derechos o intereses legítimos de alguien, pero que pueden influir en el comportamiento de los participantes en las relaciones jurídicas civiles y darles instrucciones obligatorias para la ejecución que son ilegales. Este es el enfoque de esta investigación exploratoria y cualitativa. Los resultados destacados indican que, sobre la base de los principios generales del derecho, estas personas no pueden permanecer fuera del ámbito de la coerción civil, ya que esta circunstancia contribuirá al abuso de derechos y a la violación del equilibrio de intereses de todos los sujetos de derecho civil.

**Palabras-clave:** Coacción civil. Persona jurídica. Derecho civil ruso.

**Abstract**

This article is devoted to the problem of possibility of applying civil coercion to persons who are not directly violators of someone’s rights or legitimate interests, but can influence the behavior of participants in civil legal relations and give them mandatory instructions for execution that are illegal. This is the focus of this exploratory, qualitative research. The highlighted results indicate that based on the general principles of law, these persons cannot remain outside the scope of civil coercion, since this circumstance will contribute to the abuse of rights and violation of the balance of interests of all subjects of civil law.

**Keywords:** Civil coercion. Legal entity. Russian civil law.