

Joint-stock company decision of the participants (founders , members) of the general meeting of shareholders real not that to find with depends disputes .

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Article Information

Received: February 28, 2023

Accepted: March 27, 2023

Published: April 28, 2023

Keywords

economic court, corporate disputes, founder(s), share(s), participant (s), decision of the general meeting of shareholders.

ABSTRACT

In the article discusses and conducts a comparative analysis of some controversial issues related to the requirement to invalidate the decision of the general meeting of shareholders based on the application of the participants (founders, members) of the joint-stock company. Also, the experience of foreign countries in solving this type of disputes was studied, and certain proposals were made for the national legislation.

Corporate _ dispute and corporate, conflict is legal of structures basis corporations and corporate because it is a relationship corporate conflict (conflict) only corporate relationships is available when appear will be.

Corporate the nature of the conflict learning for the concept of "corporation". analysis to do need.

Uzbekistan to the concept of "corporation" in legislation legal definition not given of the corporation in science doctrinal concept about many thoughts there is, in particular, some scientists use the word¹ "corporation". Latin from the word received is, *corporatio* - union, association, community said the meaning means , developed big shareholders society, any one activity for organized legal and physical persons set that counts².

It is known that in order to be considered a corporation, there must be an organizational

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 <http://staff.tiame.uz/storage/users/19/presentations/3pdu7qE6KVardp3Jra3Q8UyyOCKZfmDTZbSrGMhu.pdf>

unit of certain persons established by two or more persons (founders), from which it follows that any commercial organizations³, including business partnerships and societies, a full partnership, limited partnership, limited liability or additional liability company, *joint stock companies* can be considered a corporation⁴.

This form of a limited liability legal entity as a joint stock company (fr. anonyme - SA, ital. per azioni - SPA, german. Aktiengesellschaft - AG) exists in all countries with a developed legal system. In Britain, this form corresponds to a public company, in the USA - a public corporation. The legislation of some countries envisages the division of joint stock companies into open and closed ones (Netherlands, Finland).

French and Italian law divides joint-stock companies into those that apply to public subscription and those that do not. During the last four decades⁵, as a result of the implementation of the European Community directives, the process of harmonization of the law of joint stock companies is underway in Europe, however, there are differences within the European countries.

The legal status of subjects of corporate legal relations, their responsibility, the field of law related to organization, division (separation), reorganization, liquidation, in foreign countries, in particular, in the Russian Federation, corporate law is also called "the law of business societies and companies", the basis of French corporate law The Law of July 27, 1965 "On Trading Company" and the Decree "On Trading Company" of 1967 are established⁶.

In the United States, Canada, and other countries influenced by English law, corporate law has traditionally been applied in a narrower way than in other countries. That is, only the authorized capital is applied to corporations divided into shares, that is, to joint-stock companies, and it is even called "shareholding rights".

In the United States, the formation and operation of corporate legal forms is governed by state laws and the Partnership Act of 1969. Also, in most US states, business corporations are regulated by the Business Corporations Act of 1969⁷.

Under the concept of "main and subsidiary company" in the corporate law of the USA and Great Britain, the term "holding" is also used. In the USA and European countries, the legal regulation of the activity of holdings is carried out by the current shareholding legislation.

Japanese corporate law includes the Commercial Code of 1899 and the Companies Act of 1951⁸.

Corporate law has a broader meaning than corporate law. In particular, corporate legislation includes legal norms related to the establishment, reorganization, liquidation and operation of the corporation, while corporate law includes relevant internal local documents, court practice and customs that apply within the corporation in addition to such normative legal

³ 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.

⁴ F.B. Ibratova Economical and corporate disputes solution achievement : (Textbook). - T.: TDUU publishing house . 2022. - 398 p. 34 p.

⁵ Abdusaidovich K. A. The theoretical basis for the classification of criminal dramatization, methods for their identification and investigation //International Journal of Psychosocial Rehabilitation. – 2020. – T. 24. – №. 8. – C. 1930-1945.

⁶(<https://studfiles.net/preview/2852073/>)

⁷(<https://studfiles.net/preview/2852073/>)

⁸E.A. Dorozhinskaya . Corporate law: course lecture / E.A. Dorozhinskaya ; Novosibirsk: Izd-vo SibAGS , 2016.— 264 p.

acts. the rules are also understood⁹.

Norms and rules that are corporate law can be conditionally divided into the following groups:

- Regarding corporate legislation
- Regarding internal local documents
- Regarding judicial practice
- Custom is about traditions and morals

In our national legislation, the most important rules of joint-stock companies are regulated through all the sources mentioned above¹⁰, and the most important norms are directly summarized in the norms of legislation.

In the regulation of the above-mentioned joint stock companies in the Republic of Uzbekistan, the Civil Code of the Republic of Uzbekistan (21.12.1995) (referred to as FC in the text) and the Law of the Republic of Uzbekistan "On protection of joint stock companies and shareholders' rights" (18.02.2014) are separate. is important.

Chapter 4 of this Code contains the concept of legal entity, types, their founding documents, creation, state registration, reorganization, liquidation, including bankruptcy, liability, types of commercial organizations, their legal status, rights and obligations, and corporations. other similar important rules related to the activity are reflected.

According to Article 40 of the FC, legal entities are divided into 2 types according to the purpose of their activity:

- a commercial organization that has made profit as the main goal of its activity, and the other is a non-commercial organization that has not made profit as such.

- legal entities that do not make profit as the main goal of their activity and do not engage in entrepreneurial activities, i.e. most non-profit organizations, for example, institutions financed from the state budget (kindergartens, schools, hospitals, research institutes), state bodies and other similar organizations are corporations, cannot be considered. But some non-commercial organizations can also be considered corporations.

According to Articles 40, 58-72 of the FC, commercial organizations shall be established as a general partnership, limited partnership, limited liability company, additional liability company, joint-stock company, subsidiary company, subsidiary company, production cooperatives, unitary enterprise and in other forms provided for by law.

Also, legal entities in the form of a private enterprise, a family enterprise, a farm, a peasant farm are also considered commercial organizations, since the main purpose of their activity is to make a profit.

From commercial organizations, organizations of organizational and legal forms such as joint-stock company, limited liability company, additional liability company, general partnership, limited partnership, subsidiary company, dependent economic company, production cooperative, family enterprise, farm can be considered as a corporation, but there are exceptions.

⁹CORPORATE DISPUTES: CONCEPT, TYPES AND SPECIFIC ASPECTS OF THEIR CONSIDERATION IN COURT: practical manual / M. Saidov . - Tashkent : , 2019. - 196 p.

¹⁰ Xakberdiev A. A. ARBITRATION COURT: SOME ISSUES OF LAW PROTECTION //World Bulletin of Management and Law. – 2021. – T. 4. – C. 9-12.

there are also cases¹¹.

At this point, it should be noted that among commercial organizations, especially joint-stock companies are more compatible with the concept of a corporation. Because it embodies all the signs that correspond to the concept of "corporation" and it can be shown as *a standard for a corporation*¹².

According to the Law "On Protection of the Rights of Joint-Stock Companies and Shareholders", a commercial organization whose authorized fund (authorized capital) is divided into a certain number of shares confirming the rights of shareholders in relation to a joint-stock company is a joint-stock company.), the general meeting of shareholders, the supervisory board and the executive body are considered to be the management bodies of the company, and the signs related to the legal status of the corporation are reflected¹³.

In Britain, the concept of "corporation" includes both a single enterprise (corporation sole) as a type of legal entity and a group of several individuals (corporation aggregate) as another type of legal entity.

In France and Germany, the term "corporation" is not used at all for the classification of legal entities, that is, in France, legal entities are divided into companies and associations, and in Germany, legal entities are divided into commercial and non-commercial organizations¹⁴.

Also, our national legislation stipulates that a corporation must have the status of a legal entity.

Because, according to the fifth part of Article 37 of the Code of Economic Procedure of the Republic of Uzbekistan (referred to in the text as IPK), claims on corporate disputes are submitted to the court of the location of the legal entity specified in Article 30 of this Code. That is, the content of this provision means that the corporation should have the status of a legal entity.

Article 39 of the FC defines the concept of a legal entity, according to its first part, a person who has separate property in his property, business management or operational management, and who is responsible for his obligations with this property, can have property or personal non-property rights on his own behalf and an organization that can implement them, fulfill obligations, be a claimant and be liable in court is a legal entity¹⁵.

According to the provisions of the first and fourth parts of Article 44 of this Code, a legal entity must be registered with the state 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 everyone.

A legal entity is established from the moment of state registration.

Therefore, a legal entity with the appropriate signs corresponds to the above-mentioned

¹¹ 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.

¹² Etalon (French - sample) - something ideal example of a thing, measure or type (type) (source : <https://www.nkj.ru/archive/articles/8210/>)

¹³ Хакбердиев А. А. Ўғирлик ва талончиликка таълуқли бўлган инсценировкакани тергов қилиш //журнал правовых исследований. – 2020. – Т. 5. – №. 1.

¹⁴ Infra.M", 1999, str 129-131.

¹⁵ 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.

concept of "corporation" from the moment of state registration.

According to the Law of the Republic of Uzbekistan "On protection of joint-stock companies and shareholders' rights", a joint-stock company (JSC) is a commercial organization whose authorized capital is divided into a certain number of shares confirming the rights of shareholders to the company.

A distinctive feature of this organizational and legal form of business activity is the formation of a chartered fund by placing issued securities - shares.

Any legal and natural persons can be shareholders of the company. The charter of the joint-stock company is the founding document of JSC. According to scientists, the founding agreement on the establishment of a joint-stock company is a joint activity agreement by its legal nature.

Management of a team of individuals united for the implementation of this activity is of particular importance in the activity of JSCs.

The concept of "Management", "Management" is widely used as one of the leading categories of such sciences as political science, law (especially in the fields of law included in the network of public law)¹⁶ and philosophy, which is the basis of social sciences.

Control is the influence (by the subject of control) on the controlled system (object of control) in order to ensure the desired behavior or change its characteristics.

If we interpret the concept of management based on the existing systematic approach, it should be understood as the process of organizing such a purposeful influence on a certain part of the environment, which is called an object of management, as a result of which the interests of the subject who interacts with this object and has a certain goal are satisfied.

"Corporate Governance" ¹⁷ goes back to the ancient Greek and Latin languages.

"*Corporate*" comes from the Latin word "corpus" which means "body" and corporate governance means a body composed of persons authorized to form a single organization.

"*Governance*" comes from the Latin-Greek word "gubernatio" which means "management" and "leadership".

As for the concept of "corporate governance", there is no single definition of this concept.

the World Bank, corporate governance is understood as a combination of legislation, norms and appropriate practices of the private sector, which enable the corporation to attract financial and human resources, to conduct effective activities, and as a result, shareholders, other interested parties, in general sustains its existence by maximizing long-term economic value for the corporation while respecting the interests of society.

Corporate governance means a system of legal methods and tools that harmonize the interests of the corporation's participants, owners, internal structural structures, combine efforts, capital, establish its effective operation based on the common interests of the corporation, and form mutual cooperation in management.¹⁸

One of the most important (fundamental) principles of corporate governance is to manage the corporation not through its direct participants, but through corporate bodies¹⁹. The existence

¹⁶ Хакбердиев А. А. ЖИНОИЙ ИНСЦЕНИРОВКАДАГИ САЛБИЙ ҲОЛАТЛАР //ЖУРНАЛ ПРАВОВЫХ ИССЛЕДОВАНИЙ. – 2020. – №. SPECIAL 4.

¹⁷ https://en.wikipedia.org/wiki/Corporate_governance

¹⁸ <https://www.worldbank.org/en/topic/financialsector/brief/corporate-governance>

¹⁹ 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.

of a system of management bodies with appropriate authority is the main sign of the organizational unit characteristic of legal entities, including corporations.

The legal nature of corporate governance bodies has been discussed in scientific doctrine for a long time. There are several approaches to understanding the essence of a legal entity. Two of these approaches are common:

(1) a body of a legal entity is a representative acting on behalf of the society based on the law and charter, and therefore does not need a power of attorney;

(2) the body of a legal entity is not considered as an independent entity, but only as a special mechanism for the realization of legal subjectivity of a legal entity and is considered as its structural part.

The view that the body of a legal entity as its organizational part expresses the will of a legal entity is widely promoted by the most modern experts in the field of corporate law, and the founder of this approach is the great German scientist O. Girke's legal person is a form of the realist theory of the body²⁰.

The body of a legal entity is its component, it realizes the legal capacity of a legal entity, forms and expresses its external will within the framework of the authority established by the legislation and founding documents.

It is the bodies of the legal entity that form and express their will as a subject of law; actions of bodies are considered as actions of a legal entity.

Management bodies of joint-stock companies can be classified as follows:

1) According to the procedure of formation of management bodies or according to the method of powers:

- elector;
- appointee;
- formed in a different order.

2) According to the composition:

- collegial;
- bodies based on sole leadership.

A collegial body is a group of persons who are elected or appointed to it in accordance with the applicable legislation and charter and make joint decisions on issues within the competence of this body. Two cases follow from this definition:

- the number of collegial body members cannot be less than two;
- the decision of the collegial body is made during the process of joint discussion and based on the result of voting.

3) According to the nature of the functions performed:

- management bodies of legal entities (leading and executive)
- is divided into control bodies.

Depending on the role of the will of a legal entity in the formation process, there are two types:

- shaper of the will;
- there are organs that express the will.

In the legislation of the Republic of Uzbekistan, the general meeting of shareholders

²⁰ <https://www.encyclopedia.com/people/science-and-technology/physics-biographies/otto-von-guericke>

(participants) is recognized as the highest governing body of the economic society²¹. All other bodies of the society are formed directly or indirectly (through the board of directors) by the general meeting and are given appropriate powers.

The competence of the general meeting of shareholders covers the most important issues related to the activity of the company: making changes to the charter, reorganization and liquidation of the company, the category (type) of shares announced and the rights granted by these shares, determining the number and nominal value of shares, increasing the authorized capital of the company. and reduction, formation of other bodies of the company (supervisory board, executive bodies, audit commission), approval of annual reports and annual accounting reports, payment of dividends, consolidation and division of shares, adoption of decisions on approval of large and interest-based transactions, etc. Governed by the company's articles of association and the Companies Act 2006²².

The general meeting of participants (shareholders) is the highest management body of the corporation²³, which has the authority to make key decisions related to company management, financial performance and strategic direction²⁴. A general meeting is usually called once a year, although extraordinary meetings may be called if there is an urgent need for shareholders to make decisions outside of the regular annual meeting.

In Germany, the procedure for holding a general meeting of shareholders (Hauptversammlung) is governed by the German Stock Corporation Act (Aktiengesetz) of 1965, consisting of 410 articles, and the company's articles of association.

According to our national legislation, the joint-stock company is not responsible for complaints regarding the decision of the management bodies (general meeting, supervisory board, executive body) as invalid in whole or in part, but the company itself. Therefore, not a specific management body, but the society itself should be named as the defendant in the complaint²⁵.

According to paragraph 20 of the Resolution of the Plenum of the Supreme Economic Court of the Republic of Uzbekistan No. 262 of June 20, 2014 "On some issues of resolution of corporate disputes by economic courts", the general meeting of the participants of the company was adopted in violation of this Law and other legal documents, the requirements of the company's charter and it is noted that a decision that violates the rights and legal interests of society participants may be declared invalid by the court upon the application of a society participant who did not participate in the voting or voted against the controversial decision.

As we have seen, in the legislation of the Republic of Uzbekistan, the general meeting of society participants, norms related to its authority and disputes arising from it are described in a short and vague form.

According to the Law "On Protection of the Rights of Joint-Stock Companies and Shareholders", the decision of the general meeting of the participants of the company is based on Article 10 of Article 60 of this law. the right to appeal to the court against the decision taken by the meeting is established.

²¹ <https://lex.uz/docs/-2382409#-2382881>

²² <https://www.legislation.gov.uk/ukpga/2006/46/contents/enacted> - Companies Act 2006 1300 articles

²³ Article 58, part 1 of the Law on "Protection of the rights of joint-stock companies and shareholders"

²⁴ Abdumurad K. Ensuring Confidentiality in the Detection and Investigation of the Crimes of Money Laundering // *Rechtsidee*. – 2019. – T. 5. – №. 2. – С. 10.21070/jihr. 2019.5. 65-10.21070/jihr. 2019.5. 65.

²⁵ CORPORATE DISPUTES: THEIR CONCEPT, TYPES AND SPECIFIC ASPECTS OF THEIR CONSIDERATION IN COURT: a practical guide / M.Saidov. - Tashkent: , 2019. - 196 p.

It is noted that cases of falsification are mainly applied to transactions (large transactions, falsification of transactions between affiliated persons), placement of securities, falsification of voting ballots²⁶.

Therefore, in order to protect the rights of shareholders (founding participants) regarding the general meeting of society participants, the following proposals are made:

- If the meeting was not held properly, if all shareholders were not notified, or if it was not held in accordance with the company's charter or the law, application of invalidity status by the court in relation to the decision(s) of this meeting; (Part 7 Articles 241-261 of the Stock Corporation Act (Aktengesetz) (Germany))

- Ensure that a shareholder has a personal interest in the matter being decided and does not disclose this interest or abstains from voting, as well as if the meeting is held in a manner contrary to the company's charter or the law, even if the time limit for appeal against the decision has expired (British court precedent: *Re Saul D Harrison & Sons plc* [1995] 1 BCLC 14)²⁷;

- Wide application of the "ultra vires" ²⁸doctrine in corporate disputes (British court precedent: *Allen v. Gold Reefs of West Africa Ltd* [1900] 1 Ch 656) ²⁹;

- Wide implementation of the "principle of unanimity" and explanation of this procedure to shareholders during their incorporation (*Re Duomatic Ltd* [1969] 2 Ch 365);

- A shareholder or a group of shareholders may contest the validity of the decision by applying to the court or the court within the specified period. If the court or tribunal finds the resolution invalid, it may be returned to the shareholders for reconsideration before it is annulled.

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. <http://staff.tiame.uz/storage/users/19/presentations/3pdu7qE6KVardp3Jra3Q8UyyOCKZf mDTZbSrGMhu.pdf>
3. 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.
4. F.B. Ibratova Economical and corporate disputes solution achievement : (Textbook). - T.: TDUU publishing house . 2022. - 398 p. 34 p.
5. 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.
6. (<https://studfiles.net/preview/2852073/>)
7. (<https://studfiles.net/preview/2852073/>)

²⁶ Хакбердиев А. А. Об инсценировке в сфере страхования //теоретические аспекты юриспруденции и вопросы правоприменения. – 2020. – С. 46-51.

²⁷ https://en.wikipedia.org/wiki/Re_Saul_D_Harrison_%26_Sons_plc

²⁸ <https://www.lexisnexis.co.uk/legal/glossary/ultra-vires> Ultra vires translates to 'beyond the powers'. It is used to describe an act which requires legal authority or power but is then completed outside of or without the requisite authority. In relation to corporations 'ultra vires' denotes some act or transaction on the part of a corporation which, although not unlawful or contrary to public policy if done by an individual, is yet beyond the corporation's legitimate powers as defined by the statute under which it is formed, or the statutes which are applicable to it, or by its constitution, although the scope of the ultra vires doctrine as it applies to companies and corporations is now restricted by statute.

²⁹ https://en.wikipedia.org/wiki/Allen_v_Gold_Reefs_of_West_Africa_Ltd

8. E.A. Dorozhinskaya . Corporate law: course lecture / E.A. Dorozhinskaya ; Novosibirsk: Izd-vo SibAGS , 2016.— 264 p.
9. CORPORATE DISPUTES: CONCEPT, TYPES AND SPECIFIC ASPECTS OF THEIR CONSIDERATION IN COURT: practical manual / M. Saidov . - Tashkent:, 2019. - 196 p.
10. Hakberdiev A. A. ARBITRATION COURT: SOME ISSUES OF LAW PROTECTION //World Bulletin of Management and Law. – 2021. – Т. 4. – С. 9-12.
11. 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.
12. Etalon (French - sample) - something ideal example of a thing , measure or type (type) (source : <https://www.nkj.ru/archive/articles/8210/>)
13. Хакбердиев А. А. Ўғирлик ва талончиликка таълуқли бўлган инсценировкакани тергов қилиш //журнал правовых исследований. – 2020. – Т. 5. – №. 1.
14. Infra.M", 1999, str 129-131.
15. 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.
16. Хакбердиев А. А. ЖИНОЙИ ИНСЦЕНИРОВКАДАГИ САЛБИЙ ҲОЛАТЛАР //ЖУРНАЛ ПРАВОВЫХ ИССЛЕДОВАНИЙ. – 2020. – №. SPECIAL 4.
17. https://en.wikipedia.org/wiki/Corporate_governance
18. <https://www.worldbank.org/en/topic/financialsector/brief/corporate-governance>
19. 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.
20. <https://www.encyclopedia.com/people/science-and-technology/physics-biographies/otto-von-guericke>
21. <https://lex.uz/docs/-2382409#-2382881>
22. <https://www.legislation.gov.uk/ukpga/2006/46/contents/enacted> - Companies Act 2006 1300 articles
23. Article 58, part 1 of the Law on "Protection of the rights of joint-stock companies and shareholders"
24. 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.
25. CORPORATE DISPUTES: THEIR CONCEPT, TYPES AND SPECIFIC ASPECTS OF THEIR CONSIDERATION IN COURT: a practical guide / M.Saidov. - Tashkent: , 2019. - 196 p.
26. Хакбердиев А. А. Об инсценировке в сфере страхования //теоретические аспекты юриспруденции и вопросы правоприменения. – 2020. – С. 46-51.
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28. <https://www.lexisnexis.co.uk/legal/glossary/ultra-vires> Ultra vires translates to 'beyond the powers'. It is used to describe an act which requires legal authority or power but is then completed outside of or without the requisite authority. In relation to corporations 'ultra vires' denotes some act or transaction on the part of a corporation which, although not

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29. https://en.wikipedia.org/wiki/Allen_v_Gold_Reefs_of_West_Africa_Ltd