

**BARTOSZ CHUDZIŃSKI, AGATA KOSCHEL**

---

## **Entities authorized to bring an action for the annulment of a defective resolution of the general meeting of the company**

In the article under the title: “Entities authorized to bring an action for the annulment of a defective resolution of the general meeting of the company” the authors characterize the entities to whom the legislature has granted the right to bring an action for the annulment of the resolutions of the general meeting of the companies. This issue causes many practical problems in the functioning of companies which are the result of many restrictions stipulated in the commercial companies code, as well as the severity of penalties related to the claim provided in the art. 249 and 422 of the Commercial Companies Code. The authors try to solve these problems, among others, they present the way of adopting resolution on challenging a resolution by the company's body and the possibility of bringing an action by its particular members. The matter in question is discussed not only as a right but also as an obligation of the members of the company concerning the actions or nonfeasance being to the detriment of the company. The question is raised whether a board member can legally challenge a resolution dismissing him from the position held. Moreover, the authors present particular cases where the persons entitled to bring an action, pursuant to art. 249 and 422 of the Commercial Companies Code, are individual members (shareholders) of the company and other entities to whom such a right is granted on the basis of special regulations. All the discussed issues are considered in the view of practical problems arising in the functioning of a company.

**Keywords:** annulment of the resolution, entities legitimize to wave a resolution, art. 250 of Polish Commercial Code, art. 422 of Polish Commercial Code