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Admissibility of Using the Provisions of the Polish Civil Code as a Basis for Declaring Resolutions of Meetings of Capital Companies Invalid

According to Article 58 § 1 of the Polish Civil Code, a legal transaction contrary to the law and a legal transaction aimed at circumventing the law are different grounds for declaring a legal transaction invalid, whereas according to Article 252§ 1 and Article425§ 1 of the Polish Commercial Companies Code basis for declaring resolutions of the shareholder meeting invalid is only their contradiction with the law. Therefore, the question arises as to whether it is admissible to declare the invalidity of the resolutions of the shareholder meeting which were intended to circumvent the law and whether the resolutions of the shareholder meeting can be qualified as legal actions.

A positive answer to the last of the above questions raises further doubts, namely whether the contradiction of the resolutions with the principles of social coexistence referred to in Article 58 § 2 of the Civil Code may also be grounds for declaring the resolutions of the shareholder meeting invalid, and whether it may be stated under Article 58 § 3 of the Civil Code that only a part of the resolutions of the shareholder meeting is invalid. The second important issue is the possibility of applying the provisions on defects in the declarations of will referred to in Articles 82-88 of the Civil Code to the votes of shareholders and on their basis to declare the resolutions of the shareholder meeting invalid.

Conclusions resulting from the conducted deliberations confirm the possibility of proper application of the provisions of the Civil Code as a basis for declaring the resolutions of the shareholder meeting invalid, with the reservation that when applying these provisions, the nature of individual resolutions of the meetings of capital companies should be taken into account and that the invalidity of these resolutions cannot be declared "by law" (absolute invalidity), but only as part of an appeal against the resolutions in the mode provided for in the Commercial Companies Code.

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1. Admissibility of applying the provisions of the Polish Civil Code on unlawful acts as a basis for declaring resolutions of meetings of capital companies invalid

The distinction between legal acts contrary to the Act and legal acts aimed at circumventing the Act, referred to in Art. 58 § 1 of the Civil Code, is characterized by the fact that, despite the statutory separation, for both types of legal acts the Polish legislator provides for one common sanction in the form of invalidity.

However, the distinction referred to above has not been made in relation to the declaration of invalidity of the resolutions of the General

Assembly of capital companies, because in Art. 252 § 1 and Art. 425 § 1 of the Polish Commercial Companies Code the attitude to declaration of invalidity of these resolutions is only their contradiction with the Act.

Therefore, it is justified to try to answer the question whether, also under the provisions of the Commercial Companies Code, a resolution aimed at circumventing the Act may be challenged in order to declare it invalid[1].

The opponents of such a solution indicate that the provisions of the Commercial Companies Code constitute a complete and automatic system of challenging resolutions of meetings of capital companies in order to declare them invalid, and therefore the application of the provisions of the Civil Code in this respect is excluded[2].

In the case law, the admissibility of declaring resolutions of meetings of capital companies invalid under Article 58 § 1 of the Civil Code has been repeatedly granted[3]. A position is also presented on the basis of which, as a contradiction of the resolution with the Act, one should also understand a situation in which the resolution was adopted in order to circumvent the Act, which can be qualified „as one of the cases of invalidity which the court declares of its own motion"[4].

It seems, however, that in order to answer the questions posed earlier, it is necessary to clarify the understanding of the notion of contradiction of

1 Anna Zbiegień-Turzańska, *Sankcje wadliwych uchwał zgromadzeń spółek kapitałowych i spółdzielni* (Warszawa: C. H. Beck, 2012), 228; Agnieszka Hajos-Iwańska, *Nieważność czynności prawnych w prawie spółek kapitałowych* (Warszawa: C. H. Beck, 2014), 68.

2 Andrzej Koch, *Podważanie uchwał zgromadzeń spółek kapitałowych* (Warszawa: C. H. Beck, 2011), 49; Zbiegień-Turzańska, *Sankcje wadliwych uchwał zgromadzeń spółek kapitałowych i spółdzielni*, 265.

3 Supreme Court sentence of 12.12.2008, II CSK 278/08, Legalis, Supreme Court sentence of 20.12.2012 , III CZP 84/12, OSNC 2013, No. 7–8, item 83. In opposite way – the Supreme Court Resolution of 18.09.2013, III CZP 13/13, OSNC 2014, No. 3, item 23, in which it was stated that the provisions of the Commercial Companies Code "bind the invalidity of the shareholders' resolution with only one condition for its invalidity among those mentioned in Article 58 § 1 and 2 of the Civil Code, namely only its contradiction with the Act. The purpose of circumventing the Act by the disputed resolution or its contradiction with the principles of social coexistence are not statutory prerequisites in the provisions of the Commercial Companies Code to declare a resolution invalid".

4 Józef Frąckowiak, „Uchwały zgromadzeń wspólników spółek kapitałowych sprzeczne z ustawą" *Przegląd Prawa Handlowego*, No. 11 (2007): 10 and 13.

the resolution with the Act. It may be argued, of course, that since the legislator, on the basis of the provisions of the Commercial Companies Code, formulated general statutory notions, the legislator wanted on the basis of Article 2 of the Commercial Companies Code to send back to Article 58 of the Civil Code, and a different view would mean that only resolutions adopted to circumvent the act remain outside the legal regulations, which is unacceptable.

In my own opinion, if we assume that a resolution adopted to circumvent the Act falls within the category of resolutions contrary to the Act, it solves the problem whether Article 58 § 1 of the Civil Code should be used as a basis for declaring the resolutions of meetings of capital companies invalid.

In other words, analogously to the view presented in the case of a premise for invalidity of a legal transaction[5], also, a resolution adopted to circumvent the law is, in fact, one of the resolutions contrary to the law, as it is aimed at achieving illegal objectives. I consciously omit here the issue of whether resolutions of the meetings can be qualified as legal actions; that's why the next question to be posed here is whether resolutions contrary to the principles of social coexistence referred to in Article 58 § 2 of the Civil Code can be declared invalid.

Similarly as in the case of Article 58 § 1 of the Civil Code, pursuant to the provisions of the Commercial Companies Code, only a resolution aimed at circumventing the Act may be challenged in order to declare it invalid. The legislator did not specify whether resolutions contrary to the principles of social coexistence also fall within this scope, however in the doctrine[6] and

5 Zbigniew Radwański, „Treść czynności prawnej", [in:] *System Prawa Cywilnego*, *Prawo cywilne – część ogólna* 2, ed. Z. Radwański (Warszawa: C. H. Beck, 2008), 232; Roman Trzaskowski, *Skutki sprzeczności umów obligacyjnych z prawem* (Warszawa: LexisNexis, 2013), 207 and following; Maciej Gutowski, *Nieważność czynności prawnej* (Warszawa: C. H. Beck, 2006), 290.

6 Frąckowiak, „Uchwały zgromadzeń wspólników spółek kapitałowych sprzeczne z ustawą" 14; Zbiegień-Turzańska, *Sankcje wadliwych uchwał zgromadzeń spółek kapitałowych i spółdzielni*, 228-229; Szymon Słotwiński, „Dobre obyczaje a zasady współżycia społecznego w świetle zaskarżalności wadliwych uchwał zgromadzenia wspólników – uwagi na tle uchwały Sądu Najwyższego z 20.12.2012 r. (III CZP 84/12)" *Przegląd Prawa Handlowego*, No. 6 (2014): 32. The position that Article 58 § 2 of the Civil Code may constitute an independent basis for declaring a resolution invalid is presented by Magdalena Wilejczyk, „Stosowanie przepisów kodeksu cywilnego do wadliwych uchwał zgromadzeń wspólników spółek kapitałowych" *Przegląd Prawa Handlowego*, No. 4 (2012): 26.

in case law[7] present the position that the term „contrary to the principles of social coexistence" is included in the concept of good manners referred to in Article 249 § 1 or Article 422 § 1 of the Commercial Companies Code, being the basis for repealing the resolution of the meetings of capital companies.

However, it is worthwhile to indicate a different position justifying the possibility of applying Article 58 § 2 of the Civil Code on the basis of Article 2 of the Commercial Companies Code[8]. In my personal opinion, such a position is wrong, because only resolutions that produce legal effects and include at least one declaration of will can be qualified as legal acts[9], therefore, only these resolutions could be invalidated under Article 58 § 2 of the Civil Code, leaving aside the disposition of this article other resolutions that cannot be qualified as legal actions. As an example, it is worthwhile to refer to resolutions of meetings of capital companies related to the approval of financial statements, which cannot be qualified as legal actions and therefore

7 Supreme Court sentence of 12.12.2008, II CSK 278/08, Legalis; Supreme Court sentence of 25.02.2010, I CSK 384/09, OSNC 2010, No. 10, item 140, p. 51; Supreme Court Resolution of 20.12.2012, III CZP 84/12, OSNC 2013, No. 7–8, item 83, p. 13; motivation of Supreme Court Resolution of 18.09.2013, III CZP 13/13, OSNC 2014, No. 3, item 23, p. 1.

8 Stanisław Sołtysiński, „Nieważne i wzruszalne uchwały zgromadzeń spółek kapitałowych" *Przegląd Prawa Handlowego*, No. 1 (2006): 11; Hajos-Iwańska, *Nieważność czynności prawnych w prawie spółek kapitałowych,* 72.

9 Zbigniew Radwański, „Zagadnienia ogólne czynności prawnych", [in:] *System Prawa Cywilnego*, *Prawo cywilne – część ogólna* 2, ed. Z. Radwański (Warszawa: C. H. Beck, 2008), 34 where it is proposed to understand a legal act as a „conventional act of a civil law entity constructed by the legal system, the content of which determines - at least to a basic extent – its legal consequences". According to this author: „This definition, on the one hand, indicates the essential meaning of the declaration of will, which is the regulation of a civil law relationship – without the use of ambiguous terms of psychological colour („will", „aim", „intention"), on the other hand, however, it immanently links the legal act with the legal system, which was explained by the construction of conventional legal acts with effects defined not only in the content of the legal act, but also by the mentions indicated in Article 56 of the Civil Code, and consisting in total of the content of the civil law relationship. This definition also takes into account the possible appearance of other - apart from the declaration of will - prerequisites for the effectiveness of a legal act". (ibidem, 34-35).See also the definition proposed by Gutowski, *Nieważność czynności prawnej,* 19.

cannot be considered invalid due to their contradiction with the principles of social coexistence, as opposed, for example, to a resolution of the meeting which dismisses a member of the management board[10].

Such differentiation of resolutions depending on whether or not they can be classified as legal transactions is unreasonable and threatens the safety of trading. In particular, the possibility of direct application of Article 58 § 2 of the Civil Code[11] to resolutions of meetings of capital companies being legal actions implies far-reaching consequences related to the possibility of eliminating a given resolution by everyone, at any time, on the basis of Article 189 of the Polish Code of Civil Procedure, while another resolution not constituting a legal action may be appealed against with the application of limits provided for in the provisions of the Commercial Companies Code.

It is also worth noting that the concept of the principles of social coexistence referred to in Article 58 § 2 of the Civil Code is a general and imprecise concept, which may eliminate a given resolution from legal circulation, while in the case of the provisions of the Commercial Companies Code, an additional premise is required (apart from the fact that the resolution is contrary to good manners) consisting in proving that the resolution is detrimental to the company's interest or is aimed at harming a partner.

Since, pursuant to the provisions of the Commercial Companies Code, the legislator differentiated the resolutions contrary to the Act referred to in Article 252 § 1 and Article 425 § 1 of the Commercial Companies Code from the resolutions contrary to the norms of non-legal nature referred to in Article 249 § 1 and Article 422 § 1 of the Commercial Companies Code, it should be assumed that its rational intention was to temporarily limit the possibility of challenging a resolution contrary to the norms of non-legal nature, whose time frame is much shorter than that in case provided for the resolutions contrary to the Act.

The fact that the terminology "good manners" referred to in art. 249 § 1 and art. 422 § 1 of the Commercial Companies Code are not the same as the „principles of social coexistence", which are contained in art. 58 § 2 of the Civil Code, does not mean that the former concept does not correspond functionally to the latter, for „behavior in accordance with the principles of social coexistence is nothing more than the behavior of a person who is decent

10 Słotwiński, „Dobre obyczaje a zasady współżycia społecznego w świetle zaskarżalności wadliwych uchwał zgromadzenia wspólników – uwagi na tle uchwały Sądu Najwyższego z 20.12.2012 r. (III CZP 84/12)", 33.

11 The same arguments may be applied *mutatis mutandis* in relation to Article 58 § 1 of the Civil Code.

in his relations with others, loyal, trustworthy, and therefore corresponds to a general concept of good manners"[12].

When reviewing the doctrine, it can be concluded that there is also a convincing view that a violation of good manners constitutes a violation of social coexistence. An additional argument, cited in favor of the possibility to identify "good manners" with „principles of social coexistence", results from the analysis of Article 353^1 of the Civil Code and from the fact that, actually, the principles of social coexistence result from moral norms[13] or equitable norms[14], just as well as good manners.

Due to previous considerations assuming that some resolutions can be qualified as legal actions, it is also natural to reflect whether only a part of the resolution can be declared invalid under Article 58 § 3 of the Civil Code. This issue finds its supporters[15] and opponents[16] in the literature, whereas in the case law there seems to be a well-established view approving the admissibility of the application of Article 58 § 3 of the Civil Code[17] in a situation where a part of a resolution being a legal act is of an independent nature and therefore it does not affect the content of the remaining part of the resolution, which remains independent[18].

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12 Motivation of Supreme Court sentence of 25.02.2010, I CSK 384/09, OSNC 2010, No. 10, item 140.

13 Piotr Machnikowski, *Swoboda umów według art. 353^1 KC. Konstrukcja prawna* (Warszawa C. H. Beck, 2005), 265 and following.

14 Andrzej Stelmachowski, *Zarys teorii prawa cywilnego* (Warszawa: Wydawnictwa Prawnicze PWN, 1998), 109.

15 Wilejczyk, „Stosowanie przepisów kodeksu cywilnego do wadliwych uchwał zgromadzeń wspólników spółek kapitałowych" 26; Sołtysiński, „Nieważne i wzruszalne uchwały zgromadzeń spółek kapitałowych", 12; Katarzyna Bilewska, Magdalena Warzecha, „Dopuszczalność stosowania art. 58 § 3 KC do uchwał zgromadzeń spółek kapitałowych – polemika" *Przegląd Prawa Handlowego,* No. 7 (2010): 56-57; Konrad Osajda, „Kodeks spółek handlowych w orzecznictwie Sądu Najwyższego w pierwszym półroczu 2004 r." *Glosa*, No. 2 (2005): 9.

16 Maciej Gutowski, „Dopuszczalność stosowania art. 58 § 3 KC do podlegających uchyleniu uchwał zgromadzenia wspólników lub walnego zgromadzenia spółek kapitałowych" *Przegląd Prawa Handlowego*, No. 12 (2009): 23.

17 Supreme Court sentence of 19.12.2007, V CSK 350/07, Legalis, and Supreme Court sentence of 7.02.2013, II CSK 300/12, Legalis.

18 Sentence of the Court of Appeals in Katowicach of 5.07.2006, I ACa 404/06, Legalis.

The same scope of application of Article 58 § 3 of the Civil Code appeared also in the case law related to the statement of claim for revocation of a resolution[19].In order to attempt to solve this problem, in my own opinion it seems necessary to define the term „part of a resolution", as often one resolution in the formal sense may include many separate resolutions in the material sense. Therefore, the term „part of the resolution" should be identified not with a part of the resolution in the formal and editorial sense, but in the material sense, in the sense that it constitutes an independent entity autonomous from the rest of the resolution.

It follows from the above that if a part of a resolution in the formal sense is not autonomous in the material sense, its invalidity results in the invalidity of the entire resolution[20]. For example, only the part of the

19 Supreme Court sentence of 13.05.2004, V CK 452/03, OSNC 2005, No. 5, item 89, p. 91; Supreme Court sentence of 19.12.2007, V CSK 350/07, Legalis. In the motivation of this judgment, reference is made, *inter alia*, to the argument that since it is justified to repeal the whole resolution, according to the a *maiori ad minus* argument, it may be considered that part of the resolution may also be repealed. The Supreme Court also noted that: "the decision to cover certain issues in one or more resolutions is of editorial nature only. This means that equally well the issues included in the contested resolution could be the subject of separate resolutions and each of them could be appealed against in a separate process. It cannot also be ruled out that it may be in the interest of a partner to challenge only some of the provisions contained in the resolution, while others may correspond to his interests. Undoubtedly, the right to challenge the defectiveness of resolutions of meetings in capital companies remains in the hands of the interested party. It is the person concerned and the interests he or she assesses that should determine the extent of that control". The judgment is also based on the ground of the Supreme Court Resolution of 15.04.1999, I CKN 1088/97, OSNC 1999, No. 11, item 193, p. 51; In opposite way – the Sentence of the Court of Appeals in Wrocław of 1.03.2007, I ACa 155/06, Legalis, where the view is expressed that the court is obliged either to consider the action for annulment of the resolution in its entirety or to dismiss it in its entirety; a similar view is expressed in the Sentence of the Szczecin District Court of 12.02.2014 r., VIII GC 422/13, not published.

20 Radwański, „Treść czynności prawnej", 254 and 255, who claims that: „any legal act, in order to be considered as such and to have legal effect, must have a minimum content". According to that author, „if only individual provisions of a legal act are affected by its invalidity, then its »remainder« can be maintained only if it meets the requirement of minimum content. If that condition is not met, it is necessarily logical

resolution that concerns the approval of the financial statements cannot be invalidated, unlike a resolution that intends to amend several provisions of the articles of association.

However, it should be stressed here that in my opinion the admissibility of declaring a part of a resolution invalid only on the basis of Article 58 § 3 of the Civil Code entails implications already signalled and consisting in the fact that its application depends on the fact whether a given part of the resolution is a legal act or not, and therefore the disposition of these provisions will be applied in an uneven manner. I am much closer to M. Gutowski's concept, who, justifying his view on the inadmissibility of applying Article 58 § 3 of the Civil Code to a part of the resolutions, argues that the adjudicating court should also examine whether the assembly would have adopted a given resolution without a questionable part of it. Due to the nature of the vote, it seems that such a judicial assessment will always be burdened with too many great freedom[21].

At the end of the considerations around this issue, it is worth emphasizing the role of the court, which is related to the demand for a statement of claim, and therefore it is indeed important whether the whole resolution or only one or many parts of it are contested in the *petitum*. While in the case of challenging only a part of the resolution, the court cannot assess the remaining parts of the resolution, in the case of challenging the entire resolution, the question arises whether the court which reached the conclusion that only a part of the resolution is defective has the possibility to declare only a part of the resolution invalid. In such a case, it may be argued that the judgment goes beyond the claim[22] and it would be desirable to dismiss the action in its entirety.

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that a part of the legal act is invalid, but the whole legal act is also invalid". A similar view is expressed by Gutowski, „Dopuszczalność stosowania art. 58 § 3 KC do podlegających uchyleniu uchwał zgromadzenia wspólników lub walnego zgromadzenia spółek kapitałowych", 23.

21 Gutowski, „Dopuszczalność stosowania art. 58 § 3 KC do podlegających uchyleniu uchwał zgromadzenia wspólników lub walnego zgromadzenia spółek kapitałowych", 24. In opposite way – Bilewska, Warzecha, „Dopuszczalność stosowania art. 58 § 3 KC do uchwał zgromadzeń spółek kapitałowych – polemika", 56-57.

22 Bilewska, Warzecha, „Dopuszczalność stosowania art. 58 § 3 KC do uchwał zgromadzeń spółek kapitałowych – polemika", 58.

2. Admissibility of applying the provisions of the Polish Civil Code on defects in declarations of will as grounds for declaring resolutions of meetings of capital companies invalid

Another extremely interesting issue related to the title issue is the possibility to apply the provisions on defects in the declarations of will referred to in Articles 82-88 of the Civil Code to the votes of partners or shareholders of capital companies and if is possible on their basis declare that the resolutions of meetings of capital companies is invalid. Votes cast by partners or shareholders of capital companies constitute and shape the will of the body and the company itself[23].

According to art. 4 § 1 point 9 of the Polish Commercial Companies Code, the votes cast during voting may be „for", „against" or „abstaining". Thus, the vote constitutes „the concretization of a company's legal relationship, resulting in the attribution to the company itself of a decision taken in its body, which is the general meeting"[24].

Searching for a solution to the subject I believe it will be crucial to analyze the legal nature of the vote, which in literature[25] and case law[26] in a uniform manner is treated as a statement of the will of the voter, but there is no uniformity of positions as to its legal effect. E. Płonka considers that since

23 Zbigniew Radwański, „Rodzaje czynności prawnych", [in:] *System Prawa Cywilnego*, *Prawo cywilne – część ogólna* 2, ed. Zbigniew Radwański (Warszawa: C. H. Beck, 2008), 179 and 182; Piotr Antoszek, *Cywilnoprawny charakter uchwał wspólników spółek kapitałowych* (Warszawa: Wolters Kluwer Polska, 2009), 41 and 119-120.

24 Marek Michalski, „Dopuszczalność rozszczepiania uprawnień udziałowych z akcji" *Przegląd Prawa Handlowego*, No. 5 (2008): 39.

25 Ewa Płonka, „Uczestnictwo osób prawnych w walnym zgromadzeniu spółki kapitałowej" *Państwo i Prawo*, No. 1 (1990): 90; Michał Wojewoda, „Uchwały, oświadczenia i czynności prawne jedynego wspólnika spółki z o.o." *Przegląd Prawa Handlowego*, No. 6 (2002): 41; Michalski, „Dopuszczalność rozszczepiania uprawnień udziałowych z akcji", 38; Marek Michalski, *Kontrola kapitałowa nad spółką akcyjną* (Kraków: Zakamycze, 2004), 37; Józef Frąckowiak, „*Charakter prawny uchwał organów spółek kapitałowych a ich zaskarżalność*" Przegląd Prawa Handlowego, No. 9 (2014): 26.

26 Supreme Court sentence of 3.06.2015, V CSK 592/14, Legalis, where the view is expressed that „shareholders (partners) by way of voting, make declarations of will which result in a legal event in the form of a resolution or the absence of a positive resolution - thus aiming at achieving certain legal effects in relation to its subject matter presented in the draft and at achieving certain external or internal legal effects for the company".

any resolution can be challenged: „consequently, voting in favor of adopting any resolution of the General Meeting should be considered a declaration of will"[27]. The more convincing position is also presented according to which that votes are statements of will if the resolution is to produce or change legal effect or lead to its cessation[28]. While accepting such a position, it should be assumed, however, that it is not excluded that the resolution constitutes only a declaration of knowledge, as it is only an acceptance of certain information[29], and therefore the legal nature of the vote is not uniform. In other words, resolutions which do not fall within the definition of a declaration of will referred to in Article 60 of the Civil Code, and therefore which do not constitute a disclosure of the will of a person performing a legal action, cannot be treated as a declaration of will.

It follows from the above that the legal nature of the vote depends on the legal nature of the resolution, which, if it intends to produce legal effects, must result in the vote cast in favour of its adoption being a declaration of

27 Płonka, „Uczestnictwo osób prawnych w walnym zgromadzeniu spółki kapitałowej," 90.

28 Seweryn Szer, *Prawo cywilne: część ogólna* (Warszawa: Państwowe Wydawnictwo Naukowe, 1967), 331; Aleksander Wolter, *Prawo cywilne: zarys części ogólnej* (Warszawa: Państwowe Wydawnictwo Naukowe, 1977), 250; Stefan Grzybowski, *Prawo cywilne* (Warszawa: Państwowe Wydawnictwo Naukowe, 1981), 63–64; Supreme Court sentence of 8.10.1999, II CKN 496/98, Legalis; with a voice-approving Andrzej Herbet, „Zastaw na udziale wspólnika w spółce z o.o., a prawo głosu w zgromadzeniu wspólników. Glosa do wyroku SN z dnia 8 października 1999 r., II CKN 496/98" *Państwo i Prawo*, No. 9 (2000): 112; with a voice-critical: Elwira Marszałkowska-Krześ, *Uchwały zgromadzeń w spółkach kapitałowych* (Warszawa: Konieczny i Kruszewski, 2000), 19; Supreme Court sentence of 27.04.2006, I CSK 12/06, Legalis; Radwański, „Rodzaje czynności prawnych", 184; Maciej Gutowski, *Nieważność czynności prawnej* (Warszawa: C. H. Beck, 2008), 26-27; Antoszek, *Cywilnoprawny charakter uchwał wspólników spółek kapitałowych*, 117; Marcin Gocłowski, „Charakter prawny aktu głosowania a dopuszczalność oddania głosu przez pełnomocnika" *Przegląd Prawa Handlowego*, No. 7 (2002): 6 and 9; Anna Pęczyk-Tofel, Marcin Stanisław Tofel, „Wpływ wadliwych aktów głosowania na ważność uchwał zgromadzeń w spółkach kapitałowych" *Przegląd Prawa Handlowego*, No. 8 (2007): 18. Odmiennie Frąckowiak, „Uchwały zgromadzeń wspólników spółek kapitałowych sprzeczne z ustawą", 8.

29 Elwira Marszałkowska-Krześ, „Charakter prawny uchwały" *Przegląd Prawa Handlowego*, No. 6 (1998): 26; idem, *Uchwały zgromadzeń w spółkach kapitałowych*, 19.

will[30]. However, it is worth pointing out here to the disposition from art. 65[1] of the Civil Code, indicating the proper application of the provisions on declarations of will to other declarations. A. Koch, submits that declarations of will must be consistent and uniform, whereas in order for a resolution to be adopted an uneven vote is possible[31]. In my personal opinion, due to the fact that the expression of will concerns a legal person, it is irrelevant that a minority of votes was not in favor of adopting a resolution which was voted by the appropriate majority. In this case, the decision of the shareholders' meeting is still an autonomous declaration of will[32]. For the same reason, it is difficult to agree that votes do not constitute a declaration of will, since in some votes it is not known who made these declarations of will and it is not possible to evade the effect of this declaration of will[33]. Similarly, as regards the claim that a vote cannot be regarded as a declaration of will, as the person casting the vote is not covered by the legal consequences of that declaration[34].

Here, in addition to the arguments already set out above, it is sufficient the fact that the declaration of will is made with the intention of achieving an objective, which is linked to possible legal effects by law[35], so that the mere fact of wanting to achieve legal effect is a premise for identifying the voice with the declaration of will.

It should be assumed that the meeting of a capital company is aware of the subject matter of the resolution to be voted on and the legal consequences related to the vote/statement of will. However, the declaration of will is something other than the effect of an action resulting from the Act, the principles of social coexistence and established customs[36]. It should therefore be

30 The proposed Article 81 of the Civil Code. Book one of the Civil Code. Draft with justification, p. 91. In opposite way – Andrzej Jarocha, *Powództwo o stwierdzenie nieważności uchwały wspólników spółki kapitałowej* (Toruń: TNOiK „Dom Organizatora", 2010), 37.

31 Koch, *Podważanie uchwał zgromadzeń spółek kapitałowych,* 12 and 14-15.

32 Pęczyk-Tofel, Tofel, „Wpływ wadliwych aktów głosowania na ważność uchwał zgromadzeń w spółkach kapitałowych", 18.

33 Andrzej Władysław Wiśniewski, *Prawo o spółkach: podręcznik praktyczny*. Vol. III, *Spółka akcyjna* (Warszawa: Twigger, 1994), 216; Frąckowiak, „Uchwały zgromadzeń wspólników spółek kapitałowych sprzeczne z ustawą", 8.

34 Wolter, *Prawo cywilne: zarys części ogólnej*, 246-247; Grzybowski, *Prawo cywilne*, 63-64.

35 Jan Gwiazdomorski, „Próba korektury pojęcia czynności prawnej" *Zeszyty Naukowe Uniwersytetu Jagiellońskiego*, No. 1 (1973): 66.

36 Gwiazdomorski, „Próba korektury pojęcia czynności prawnej", 3.

clear that, irrespective of the outcome of the vote, the assembly, in expressing its will, produces legal effects[37]. Therefore, the legal effect of a vote/statement of will is the adoption of a resolution which is binding for partners or shareholders[38]. Thus, the vote cast is nothing other than an expression of the willingness of the person voting for a given resolution to produce certain legal effects[39].

Critics of this view argue that votes against the resolution are intended to avoid legal consequences and therefore only votes in favor of the resolution can be qualified as declarations of will[40]. Similarly, as regards abstentions[41]. In my own opinion, due to the rules of the will of the majority, this argumentation is misguided, because every shareholder of a capital company agrees that the results of the vote may be different from those assumed, being fully aware that due to the rules adopted in the law or the articles of association of the company, the majority of a given vote will be considered a uniform will of the whole meeting, regardless of the will of the minority[42].

As the Supreme Court rightly pointed out, all votes listed in Article 4 § 1 point 9 of the Code of Commercial Companies „have the same legal character and there are no grounds to differentiate them, especially as they are affected by the same principles of invoking defects of the declaration of will"[43].

Approving such a view, the notion of „defect in the declaration of will" should be analyzed next in order to answer the question whether it is permissible to apply the provisions on defects in the declarations of will referred to in Articles 82-88 of the Civil Code to the votes of partners or

37 Antoszek, *Cywilnoprawny charakter uchwał wspólników spółek kapitałowych*, 116.

38 Adam Karolak, „Forma prawna uchwały zgromadzenia wspólników spółki jednoosobowej. Glosa do wyroku SN z dnia 13 kwietnia 2005 r., IV CK 686/04" *Glosa*, No. 1 (2007): 59; Antoszek, *Cywilnoprawny charakter uchwał wspólników spółek kapitałowych*, 122.

39 Radwański, „Rodzaje czynności prawnych", 183; Grzybowski, *Prawo cywilne,* 63-64.

40 Gocłowski, „Charakter prawny aktu głosowania a dopuszczalność oddania głosu przez pełnomocnika", 7 and 9.

41 Antoszek, *Cywilnoprawny charakter uchwał wspólników spółek kapitałowych*, 123.

42 Ibidem, 118 and 120; Pęczyk-Tofel, Tofel, „Wpływ wadliwych aktów głosowania na ważność uchwał zgromadzeń w spółkach kapitałowych", 18; Józef Okolski, Dominika Wajda, „Rządy większości a ochrona akcjonariuszy mniejszościowych" *Przegląd Prawa Handlowego*, No. 6 (2005): 4.

43 Supreme Court sentence of z 3.06.2015, V CSK 592/14, Legalis.

shareholders of capital companies and if is possible on their basis declare that the resolutions of meetings of capital companies is invalid.

According with the literature defects in declarations of will are „provided for by Law irregularities in the adoption of an act of will (decision) or in its manifestation (declaration of will)"[44], consisting of either incorrect functioning of the mechanism of will, or inconsistencies between the will and its manifestation. In the Civil Code, the defect of the declaration of will is regulated in art. 82 (lack of awareness or freedom to take up and express one's will), art. 83 (apparentness of the declaration of will), art. 84 and 85 (mistake as regards a legal action or distortion of the declaration of will), art. 86 (trick) and art. 87 (threat). Absolute invalidity is provided for when the declaration is made in a state of lack of awareness or freedom to take up and express one's will and for the apparentness of the declaration of will[45], but where the declaration of will is made under the influence of an error as regards a legal action or distortion of the declaration of will, trick[46] or threats, is relative invalidity. Pursuant to Article 88 of the Civil Code, in order to evade the legal effects of a declaration of will for which relative invalidity is provided for, it is necessary to make a declaration having *ex tunc* effect[47]. The right to evade the declaration shall lapse in the case of an error, one year after its detection and, in the case of a threat, one year after the state of concern ceased to exist.

It is not difficult to imagine that all types of defects of declarations of intent provided for in the Civil Code may occur voting on resolutions of meetings of capital companies, therefore according with the case law and literature the provisions on defects of declarations of intent may be applied to votes cast in the loss of meetings of capital companies[48]. This means that a vote cast

44 Grzybowski, *Prawo cywilne*, 68.

45 Zbigniew Radwański, „Wady oświadczenia woli", [in:] *System Prawa Cywilnego*, *Prawo cywilne – część ogólna* 2, ed. Zbigniew Radwański (Warszawa: C. H. Beck, 2008), 386 and 390.

46 As a particular form of error, trick is treated as a separate defect in the declaration of will; Radwański, „Wady oświadczenia woli", 411. In opposite way –Wolter, *Prawo cywilne: zarys części ogólnej*, 285.

47 Supreme Court sentence of 9.09.2004, II CK 498/03, Legalis; Radwański, „Wady oświadczenia woli", 406.

48 Supreme Court sentence of 14.04.1992, I CRN 38/92, OSNC 1993, No. 3, item 45; Mateusz Rodzynkiewicz, *Kodeks spółek handlowych : komentarz* (Warszawa: LexisNexis, 2005), 15; Marszałkowska-Krześ, *Uchwały zgromadzeń w spółkach kapitałowych*, 80; Stanisław Sołtysiński, „Przepisy ogólne kodeksu spółek handlowych (wybrane zagadnienia)" *Państwo i Prawo*, No.7 (2001): 7-8; Ryszard Czerniawski, *Walne zgromadzenie spółki akcyjnej* (Warszawa: Wolters Kluwer Polska, 2009), 183; Marcin

that contains a defect in the declaration of will can be absolute invalid or relative invalid[49], and therefore it could be essential for preserve the quorum[50], because „a resolution of a collegial body is an expression of the will of a legal person – and sometimes its declaration of will- and it consists of the required majority of consensual declarations of will of the members of that body" , so "validity of declarations of will of the members is a condition of the validity of the resolution, because each of the voters may invoke the invalidity of the declaration of will made or evade its effects due to defects in the declaration of will"[51].

In view of the consequences described above, which are brought about by the admissibility of applying (on the basis of Article 2 of the Commercial Companies Code) the provisions on defects in declarations of will to votes given during resolutions of capital companies, I personally firmly believe that this possibility should be applied in an appropriate manner, i.e. by way of an action for annulment of a resolution adopted by votes with defects in declarations of will under the procedure provided for in the Commercial Companies Code[52].

Stanisław Tofel, „Wpływ głosów nieważnych na ważność i istnienie uchwały– uwagi na tle art. 89 ustawy o ofercie publicznej" *Przegląd Prawa Handlowego*, No. 11 (2006): 33; Sylwia Łazarewicz, „Charakter prawny uchwał organów spółek kapitałowych na tle projektu księgi pierwszej kodeksu cywilnego", [in:] *Instytucje prawa handlowego w przyszłym kodeksie cywilnym* , ed. Teresa Mróz, Mirosław Stec (Warszawa: Wolters Kluwer Polska, 2012), 768-769; Zbiegień-Turzańska, *Sankcje wadliwych uchwał zgromadzeń spółek kapitałowych i spółdzielni*, 99 and 291.

49 Wolter, *Prawo cywilne: zarys części ogólnej*, 250; Marszałkowska-Krześ, *Uchwały zgromadzeń w spółkach kapitałowych*, 80; Tofel, „Wpływ głosów nieważnych na ważność i istnienie uchwały– uwagi na tle art. 89 ustawy o ofercie publicznej", 33.

50 Stanisław Sołtysiński, „Czy »istnieją« uchwały nieistniejące zgromadzeń spółek kapitałowych i spółdzielni" *Przegląd Prawa Handlowego*, No. 2 (2006): 12; Czerniawski, *Walne zgromadzenie spółki akcyjnej*, 183; Zbiegień-Turzańska, *Sankcje wadliwych uchwał zgromadzeń spółek kapitałowych i spółdzielni*, 292; Hajos-Iwańska, *Nieważność czynności prawnych w prawie spółek kapitałowych*, 100.

51 Płonka, „Uczestnictwo osób prawnych w walnym zgromadzeniu spółki kapitałowej", 90 and following.

52 Michał Romanowski, *Prawo o publicznym obrocie papierami wartościowymi: komentarz* (Warszawa: C. H. Beck, 2003), 835; Tofel, „Wpływ głosów nieważnych na ważność i istnienie uchwały– uwagi na tle art. 89

Another view, approving the direct application of the provisions on defects in declarations of will to votes cast under the influence of defects in declarations of will to a given resolution, would result in the resolution being invalid „by law" (absolute invalidity). In addition, direct application of these provisions would also imply application of the expiry date of the right referred to in Article 88 § 2 of the Civil Code, which would „undermine the certainty of trading and undermine the stable legal relations concerning not only shareholders but also contractors of the company"[53]. However, if the provisions on defects in declarations of will are applied in an appropriate manner, Article 88 § 2 of the Civil Code cannot be applied at all. The authors who exclude the possibility of applying the provisions on defects in declarations of will to the votes of shareholders of capital companies refer to the fact that such admissibility threatens the security of trading, as it introduces uncertainty caused by the fact that one may waive the declaration of will submitted[54].

In my own opinion, such an argument is, however, wrong in view of the fact that the security of trade is ensured by action provided for in the provisions of the Commercial Companies Code, i.e. elimination of a resolution in which votes were invalid (due to the defects of declarations of will) and it will be realized through a constitutive court decision.

3. Completion

Searching for a solution to the subject in my personal view taking into account the doctrine and the case law presented in this article it is necessary to confirm the possibility of an appropriate application of the provisions of the Civil Code as a basis for declaring the resolutions of the meetings of capital companies null and void, with the proviso that when applying these provisions, must be always take into account the nature of resolutions of the meetings of capital companies, and the nullity of these resolutions cannot be declared „by law" (absolute invalidity), but only on the basis of the procedure provided for in the Commercial Companies Code.

In my opinion, this solution is fully applicable as regards the admissibility of applying the provisions on defects in the declarations of will referred

ustawy o ofercie publicznej", 34; idem, „Nieważność uchwał na gruncie art. 252 § 1 k.s.h. i art. 425§ 1 k.s.h." *Przegląd Prawa Handlowego*, No. 8 (2006): 17 and following; Grzegorz Domański, Maciej Goszczyk, „Wybrane zagadnienia prawne organizacji walnego zgromadzenia spółki akcyjnej" *Przegląd Prawa Handlowego*, No. 1 (2002): 12.

53 Legalis, Supreme Court sentence of 14.04.1992, 1 CRN 38/92, OSNC 1993, No. 3, item 45; Zbiegień-Turzańska, *Sankcje wadliwych uchwał zgromadzeń spółek kapitałowych i spółdzielni*, 99.

54 Antoszek*, Cywilnoprawny charakter uchwał wspólników spółek kapitałowych,* 136 and 139-143.

to in Articles 82-88 of the Civil Code to the votes of partners or shareholders of capital companies and on their basis is possible to declare that the resolutions of meetings of capital companies is invalid. A similarly approving application is made with regard to the disposition under Article 58 § 1 of the Civil Code. However, in my personal opinion, a resolution adopted to circumvent the Act falls within the category of resolutions contrary to the Act, and therefore it is pointless to consider whether this article should be used as a basis for declaring that resolutions of the meetings of capital companies are invalid, since similarly to the views presented in the case of the premise of nullity of a legal transaction, also a resolution adopted to circumvent the Act is actually among the resolutions contrary to the Act, as they are aimed at achieving objectives contrary to the law.

Similar conclusions can be drawn in relation to art. 58 § 2 of the Civil Code, because in my own opinion „good manners" referred to in art. 249 § 1 and art. 422 § 1 of the Commercial Companies Code are functionally identical with the concept „principles of social coexistence" contained in the provision of art. 58 § 2 of the Civil Code, and therefore already on the basis of the Commercial Companies Code there are legal solutions allowing to repeal a resolution contrary to the principles of social coexistence referred to in the Civil Code. Finally, I express my disapproval of the admissibility of applying Article 58 § 3 of the Civil Code to a part of the resolution, claiming that the adjudicating court should also examine whether the assembly would have adopted a given resolution without its questionable part. Due to the nature of the vote, it seems to me that such a judicial assessment will always be burdened with too much discretion.

In order to bring about a definitive conclusion to the discussion on the legal nature of the sanction for the invalidity of a resolution of the meetings, the legislator should determine what contradictions of the resolution with the Act may result in absolute invalidity *ab initio*. In this respect, it seems that a good solution for the legislator may be to draw inspiration from a closed catalogue, which is used, for example, on the basis of German or Italian law[55]. In particular, the application of a kind of gradation of the sanction of nullity depending on the degree of defectiveness of the resolution, so that a resolution that is contrary to the law cannot always be automatically deprived of legal effects. This solution is also confirmed by the established line of case-law, according to which only formal defects which have an impact on the content of the resolution of the shareholders' meeting may be the basis for a declaration of invalidity[56].

55 § 241 Das deutsche Aktiengesetz; art. 2379 Codice civile italiano.

56 Supreme Court sentence of 26.03.2009, I CSK 253/08, Legalis; Supreme Court sentence of 24.06.2009, I CSK 510/08, Legalis.

This article was an attempt to respond to the title issue and the conclusions presented here are my personal reflections, which (due to the original approach to the subject matter) I am sure I may encounter criticism, which I will be happy to read in order to jointly solve this extremely important issue for company law.

Bibliography

Antoszek Piotr, *Cywilnoprawny charakter uchwał wspólników spółek kapitałowych*. Warszawa: Wolters Kluwer Polska, 2009.

Bilewska Katarzyna, Magdalena Warzecha, „Dopuszczalność stosowania art. 58 § 3 KC do uchwał zgromadzeń spółek kapitałowych – polemika" *Przegląd Prawa Handlowego*, No. 7 (2010): 54-58.

Czerniawski Ryszard, *Walne zgromadzenie spółki akcyjnej*. Warszawa: Wolters Kluwer Polska, 2009.

Domański Grzegorz, Maciej Goszczyk, „Wybrane zagadnienia prawne organizacji walnego zgromadzenia spółki akcyjnej" *Przegląd Prawa Handlowego*, No. 1 (2002): 10-20.

Frąckowiak Józef, „Charakter prawny uchwał organów spółek kapitałowych a ich zaskarżalność" *Przegląd Prawa Handlowego*, No. 9 (2014): 26-33.

Frąckowiak Józef, „Uchwały zgromadzeń wspólników spółek kapitałowych sprzeczne z ustawą" *Przegląd Prawa Handlowego*, No. 11 (2007): 5-15.

Gocłowski Marcin, „Charakter prawny aktu głosowania a dopuszczalność oddania głosu przez pełnomocnika" *Przegląd Prawa Handlowego*, No. 7 (2002): 5-10.

Grzybowski Stefan, *Prawo cywilne*. Warszawa: Państwowe Wydawnictwo Naukowe, 1981.

Gutowski Maciej, „Dopuszczalność stosowania art. 58 § 3 KC do podlegających uchyleniu uchwał zgromadzenia wspólników lub walnego zgromadzenia spółek kapitałowych" *Przegląd Prawa Handlowego*, No. 12 (2009): 19-25.

Gutowski Maciej, *Nieważność czynności prawnej*. Warszawa: C. H. Beck, 2006.

Gutowski Maciej, *Nieważność czynności prawnej*. Warszawa: C. H. Beck, 2008.

Gwiazdomorski Jan, „Próba korektury pojęcia czynności prawnej" *Zeszyty Naukowe Uniwersytetu Jagiellońskiego*, No.1 (1973): 57-70.

Hajos-Iwańska Agnieszka, *Nieważność czynności prawnych w prawie spółek kapitałowych*. Warszawa: C. H. Beck, 2014.

Herbet Andrzej, „Zastaw na udziale wspólnika w spółce z o.o., a prawo głosu w zgromadzeniu wspólników. Glosa do wyroku SN z dnia 8 października 1999 r., II CKN 496/98" *Państwo i Prawo*, No. 9 (2000): 112-117.

Jarocha Andrzej, *Powództwo o stwierdzenie nieważności uchwały wspólników spółki kapitałowej*. Toruń: TNOiK „Dom Organizatora", 2010.

Karolak Adam, „Forma prawna uchwały zgromadzenia wspólników spółki jednoosobowej. Glosa do wyroku SN z dnia 13 kwietnia 2005 r., IV CK 686/04" *Glosa*, No. 1 (2007): 55-69.

Koch Andrzej, *Podważanie uchwał zgromadzeń spółek kapitałowych*. Warszawa: C. H. Beck, 2011.

Łazarewicz Sylwia, „Charakter prawny uchwał organów spółek kapitałowych na tle projektu księgi pierwszej kodeksu cywilnego", [w:] *Instytucje prawa handlowego w przyszłym kodeksie cywilnym*, ed. Teresa Mróz, Mirosław Stec. 758-772. Warszawa: Wolters Kluwer Polska, 2012.

Machnikowski Piotr, *Swoboda umów według art. 353[1] KC. Konstrukcja prawna*. Warszawa C. H. Beck, 2005.

Marszałkowska-Krześ Elwira, „Charakter prawny uchwały" *Przegląd Prawa Handlowego*, No. 6 (1998): 23-26.

Marszałkowska-Krześ Elwira, *Uchwały zgromadzeń w spółkach kapitałowych*. Warszawa: Konieczny i Kruszewski, 2000.

Michalski Marek, „Dopuszczalność rozszczepiania uprawnień udziałowych z akcji" *Przegląd Prawa Handlowego*, No. 5 (2008): 35-42.

Michalski Marek, *Kontrola kapitałowa nad spółką akcyjną*. Kraków: Zakamycze, 2004.

Okolski Józef, Dominika Wajda, „Rządy większości a ochrona akcjonariuszy mniejszościowych" *Przegląd Prawa Handlowego*, No. 6 (2005): 4-9.

Osajda Konrad, „Kodeks spółek handlowych w orzecznictwie Sądu Najwyższego w pierwszym półroczu 2004 r." *Glosa*, No. 2 (2005): 5-26.

Pęczyk-Tofel Anna, Marcin Stanisław Tofel, „Wpływ wadliwych aktów głosowania na ważność uchwał zgromadzeń w spółkach kapitałowych" *Przegląd Prawa Handlowego*, No. 8 (2007): 18-24.

Płonka Ewa, „Uczestnictwo osób prawnych w walnym zgromadzeniu spółki kapitałowej" *Państwo i Prawo*, No. 1 (1990): 89-101.

Radwański Zbigniew, „Rodzaje czynności prawnych", [in:] *System Prawa Cywilnego*, *Prawo cywilne – część ogólna* 2, ed. Zbigniew Radwański. 176-222. Warszawa: C.H. Beck, 2008.

Radwański Zbigniew, „Treść czynności prawnej", [w:] *System Prawa Cywilnego*, *Prawo cywilne – część ogólna* 2, ed. Zbigniew Radwański. 224-283. Warszawa: C.H. Beck, 2008.

Radwański Zbigniew, „Wady oświadczenia woli", [in:] *System Prawa Cywilnego*, *Prawo cywilne – część ogólna* 2, ed. Zbigniew Radwański. 379-428. Warszawa: C.H. Beck, 2008.

Radwański Zbigniew, „Zagadnienia ogólne czynności prawnych", [in:] *System Prawa Cywilnego*, *Prawo cywilne – część ogólna* 2, ed. Zbigniew Radwański. 2-35. Warszawa: C. H. Beck, 2008.

Rodzynkiewicz Mateusz, *Kodeks spółek handlowych: komentarz.* Warszawa: LexisNexis, 2005.

Romanowski Michał, *Prawo o publicznym obrocie papierami wartościowymi: komentarz.* Warszawa: C. H. Beck, 2003.

Słotwiński Szymon, „Dobre obyczaje a zasady współżycia społecznego w świetle zaskarżalności wadliwych uchwał zgromadzenia wspólników – uwagi na tle uchwały Sądu Najwyższego z 20.12.2012 r. (III CZP 84/12)" *Przegląd Prawa Handlowego*, No. 6 (2014): 29-35.

Sołtysiński Stanisław, „Czy „istnieją" uchwały nieistniejące zgromadzeń spółek kapitałowych i spółdzielni" *Przegląd Prawa Handlowego*, No. 2 (2006): 4-14.

Sołtysiński Stanisław, „Nieważne i wzruszalne uchwały zgromadzeń spółek kapitałowych" *Przegląd Prawa Handlowego*, No. 1 (2006): 4-15.

Sołtysiński Stanisław, „Przepisy ogólne kodeksu spółek handlowych (wybrane zagadnienia)" *Państwo i Prawo*, No.7 (2001): 3-25.

Stelmachowski Andrzej, *Zarys teorii prawa cywilnego*. Warszawa: Wydawnictwa Prawnicze PWN, 1998.

Szer Seweryn, *Prawo cywilne: część ogólna*. Warszawa: Państwowe Wydawnictwo Naukowe, 1967.

Tofel Marcin Stanisław, „Nieważność uchwał na gruncie art. 252 § 1 k.s.h. i art. 425§ 1 k.s.h." *Przegląd Prawa Handlowego*, No. 8 (2006): 17-27.

Tofel Marcin Stanisław, „Wpływ głosów nieważnych na ważność i istnienie uchwały– uwagi na tle art. 89 ustawy o ofercie publicznej" *Przegląd Prawa Handlowego*, No. 11 (2006): 33-38.

Trzaskowski Roman, *Skutki sprzeczności umów obligacyjnych z prawem*. Warszawa: LexisNexis, 2013.

Wilejczyk Magdalena, „Stosowanie przepisów kodeksu cywilnego do wadliwych uchwał zgromadzeń wspólników spółek kapitałowych" *Przegląd Prawa Handlowego*, No. 4 (2012): 22-27.

Wiśniewski Andrzej Władysław, *Prawo o spółkach: podręcznik praktyczny*. Vol. III, *Spółka akcyjna*. Warszawa: Twigger, 1994.

Wojewoda Michał, „Uchwały, oświadczenia i czynności prawne jedynego wspólnika spółki z o.o." *Przegląd Prawa Handlowego*, No. 6 (2002): 40-44.

Wolter Aleksander, *Prawo cywilne: zarys części ogólnej*. Warszawa: Państwowe Wydawnictwo Naukowe, 1977.

Zbiegień-Turzańska Anna, *Sankcje wadliwych uchwał zgromadzeń spółek kapitałowych i spółdzielni*. Warszawa: C. H. Beck, 2012.