

Company Law and Director Disputes Lawyers

We are specialists lawyers in the resolution of conflicts between directors

Commercial companies (S.A and S.L.) have separate ownership of the company (shares or social participations) and the management body (administrators or board of directors). But on many occasions, managers are at the same time the owners of part or the majority of society.

Conflicts between partners usually appear when some partners are both administrators and others are only partners.

In these cases especially, there is a risk that the administrators will try to appropriate the part of the corporate profit that corresponds to those who do not manage the company, and that they will think more of their own interest than that of all the partners. This scenario usually occurs in SMEs and in family companies, in which the majority partners are the ones who administer the company, and the minority shareholders do not participate in the management and end up with doubts about their partners and managers.



LEGAL EXPERIENCE

More than 78 years of experience giving legal advice and defending companies, individuals, and groups certifies the legal path of Giménez-Salinas Law Firm. An invaluable experience that we apply to all our cases and clients.



MULTIDISCIPLINARY

Throughout our professional experience, we have handled hundreds of conflicts in many different sectors and areas of law. We have a highly qualified and multidisciplinary team of lawyers and attorneys.



PERSONALIZED

One of the characteristics that defines us is that of offering our clients a personalized service, our clients are informed on every stage of their cases and have a direct relationship with the lawyers or attorneys who handle their affairs.

PROFESSIONAL ADVICE CONCERNING DISPUTES AMONG SHAREHOLDERS AND PARTNERS

As regards conflicts between shareholders or related to directors' liability. We have dealt with conflicts between shareholders of the same company, providing advice on shareholders' agreements, counselling on releases, defending the non-controlling shareholders or advising the management on its decision-making.

We are broadly experienced in court proceedings for challenging corporate resolutions and complaints on the directors' liability.

Furthermore, we counsel our clients of trust on their corporate transactions, such as capital increases or reductions, incorporation or departure of shareholders, mergers with other companies, etc.

TYPES OF SHAREHOLDER CONFLICTS

Below we describe the most common conflicts between shareholders and partners.



MAJORITY SHAREHOLDER AS SOLE ADMINISTRATOR

Majority shareholder who controls the administrative body, being the sole administrator or having a majority on the board, and who acts as if he were the 100% owner of the company. In these cases, it usually happens that the partner does not explain to the rest of shareholders or partners. Or even that the General Meeting has not been called for a long time. There is usually a total opacity for the other partners, who sometimes do not even receive a dividend from the company.



DISCREPANCIES IN COMPANY MANAGEMENT

Another typical conflict between partners are discrepancies in the management of the company. Sometimes the conflict appears due to a specific fact or decision, such as buying or selling a property. Other times for something as simple as the decision to hire a child or relative and put a salary in the company.



ACTS OF IMPROPER APPROPRIATION

Sometimes the conflict between partners arises from appropriating acts of the social asset. For example, when a partner and administrator buys a car with the company's money, or spends private expenses such as travel, meals, schools, etc. Sometimes even invoices are diverted to another company that is owned by the managing partner.



SEPARATION OF ACTIVITY BRANCHES

Another type of conflict between partners may arise when the different members of the same

company are engaged in activities that could eventually separate. While the two or more branches of activity operate, there are no conflicts between partners. But when a branch lowers turnover, the other partners want to separate so that it does not affect their profitability.



GENERATIONAL CHANGE

The change of generation in a family business can also be a source of conflicts between partners, because it entails a change in the ownership of the company. There are not a few cases in which the conflict originates when a son requests the incapacitation of a father, the holder of shares in a family business.

TOOLS FOR THE MANAGEMENT OF CONFLICTS BETWEEN PARTNERS

Conflicts between very complex partners, because different disciplines intervene. From family law if there is a process of disability, through labor law if there is an employment relationship, to of course commercial law. Therefore, the tools that the ordering offers are many.



EXTRAJUDICIAL TOOLS

Request for the minority partner to call the General Meeting, including the presence of a Notary; request to the administrator for information on accounting and certain items of income and expenses, and may even go to the company with an accounting expert to analyze the books; request an appointment of auditors to verify the annual accounts; request the right of separation of the company in certain cases, and that they buy their shares at real value determined by an independent expert.



JUDICIAL TOOLS

Request to challenge social agreements or decisions of the administrative body; liability claim against administrators; labor demand; demand for dissolution of the company.