

Notarisation of LLC participants' decisions: what has changed?

Russia · 28.02.2020

Available languages: [RU](#)

The Plenum of the Russian Supreme Court [clarified](#)* the rules on the procedure for confirming the decisions adopted by the general meeting of LLC participants or the sole participant (the "GM").

Unless the company's charter specifically provides otherwise:

- it is no longer possible to confirm the decisions taken by the GM by having all the participants of the company present at its adoption sign the decision;
- instead, the GM decisions taken after 25 December 2019 must be notarised.

This requirement is intended to prevent the falsification of documents in relation to such decisions.

Position of the Plenum of the Russian Supreme Court

In [its review of 25 December 2019](#)*, the Plenum of the Russian Supreme Court stated that the above notarisation requirement also applies to:

- the LLC participants' decision to choose an alternative procedure to confirm the GM decisions (such as amending the charter to include the alternative method); and
- decisions of a sole participant.

Consequences of non-compliance

It is too early to conclude that GM decisions adopted in breach of the notarisation requirement are invalid. Further court practice needs to be developed on this issue.

In practice, this means in the meantime there is a risk that tax inspectorates will reject applications to register changes in the trade register based on a GM decision that has not been notarised. Likewise, notaries, banks, government agencies and counterparties could refuse to accept decisions that do not comply with the new requirements. The Federal Notary Chamber specifically clarified this issue for notaries in a [letter dated 15 January 2020](#)*.

In summary, each GM decision (including those of a sole participant) should now be notarised, unless an alternative procedure (such as voting by all participants without involving a notary) is mentioned in the charter.

If you have any questions on this eAlert, do not hesitate to contact CMS Russia experts [Vladimir Zenin](#), [Elizaveta Rakova](#) or your regular contact at CMS Russia.

**In Russian*

KEY CONTACTS



Vladimir Zenin

Partner | Head of M&A, Moscow



Elizaveta Rakova

Associate | Corporate, Moscow



