

TASKS OF STANDARDS AND METHODS OF CORPORATE GOVERNANCE (EXPERTISE OF USA)

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Abstract. The article considers issues of state participation in joint-stock companies, features of corporate governance from the point of view of corporate and investment climate, legal regulation of securities in Uzbekistan and the United States of America, and practical suggestions and recommendations are put forward.

Key words: corporate governance, joint-stock company, legal settlement of securities, corporations in open subscription, securities fraud.

КОРПОРАТИВ БОШҚАРУВНИНГ СТАНДАРТ ВА УСУЛЛАРИ ВАЗИФАЛАРИ (АҚШ мисолида)

Аннотация: Мақолада Ўзбекистон ва Америка Қўшма Штатлари қонунчилигида давлатнинг акциядорлик жамиятларидаги иштироқи масаласи, уларнинг корпоратив-инвестициявий муҳити нуқтаи назаридан корпоратив бошқарувнинг ўзига хос хусусиятлари, қимматли қоғозларнинг ҳуқуқий тартиби ёритилиб, амалий аҳамиятга эга бўлган таклиф ва тавсиялар илгари сурилган.

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Калит сўзлар: корпоратив бошқарув, акциядорлик жамиятлари, қимматли қоғозларнинг ҳуқуқий тартиби, очик обунадаги корпорациялар, қимматли қоғозлар фирибгарлиги.

ЗАДАЧИ СТАНДАРТОВ И МЕТОДОВ КОРПОРАТИВНОГО УПРАВЛЕНИЯ (на примере США)

Аннотация: В статье рассмотрены вопросы участия государства в акционерных обществах, особенности корпоративного управления с точки зрения корпоративно-инвестиционного климата, правового урегулирования ценных бумаг в Узбекистане и Соединённых Штатах Америки, а также выдвинуты практические предложения и рекомендации.

Ключевые слова: корпоративное управление, акционерное общество, правовое урегулирование ценных бумаг, корпорации в открытой подписке, мошенничество в ценных бумагах.

The presence of state corporations in the United States also has a decisive institutional nature, mainly two types of corporations: 1) full state (federal, state) corporations; 2) private enterprises financed by the state.

The second type of corporation is private, where the government participates as a common shareholder, although the government's participation as a controlling shareholder in the government is legal, but its actions are not limited to minority shareholders, but rather federal, state corporate laws, to ensure that.¹

¹ Mariana Pargendler. State Ownership and Corporate Governance. Article. Fordham Law Review, Volume 80/Issue 6, 2012, pp. 10-11

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In addition, the state expands as a minority shareholder in such private corporations. The main reason for this is that corporations that do not control the state but act as minority shareholders are more likely to provide legal protection to their investors².

One of the most important factors that led to the development of the corporate investment environment in the United States is the existence of extremely stringent requirements, norms and effective implementation that require regular periodic disclosure of financial information on its activities. Most of them are associated with various financial and institutional reports, which contain detailed information on activities, productivity, types of shares, shares, nominal value, transactions with primary and secondary markets, acquisition of companies, dividends paid for shares, they are constantly on the way, and companies are placed on their sites and other special sites. Most importantly, they should be timely submitted in the form of such reports of the Commission on the Securities Market and the Stock Exchange. Otherwise, they are not represented, presented as unreliable or deferred, incorrect: complete source information, incorrect (false information), and strict civil, administrative and criminal liability. Therefore, these relations are strictly regulated by federal and state laws, which were originally envisaged for the whole country. Corporate relations related to all stocks include federal laws regulating the securities market from 1933 to 1940 and six new laws that have been changed so far - charters and two other laws passed in the 1970s and 2002. These basic laws are as follows:

- The Securities Act of 1933;

² Mariana Pargendler. State Ownership and Corporate Governance. Article. Fordham Law Review, Volume 80/Issue 6, 2012, pp.46-48

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- The Securities Act of 1934 (the Securities Exchange Act of 1934)

- The document of 1935 "On Holding Companies in the Community Charter" was abolished in 2005 etc. "Trust Deed", 1939 (Law on Trust Management of 1939);

- The document "On Trust Agreements", 1939.

- The document "On investment companies", 1940.

- "Investment advisors", 1940 (Investment Advisors Act of 1940

- The Securities Investor Protection Act of 1970);

- Sarbanes-Oxley Act, 2002 (Sarbanes-Oxley Act 2002, 15 USC and other US Code names)

The Law of the Republic of Uzbekistan "On Securities" of 1933 regulates a public (open) offer of securities. It forbids the Securities and Exchange Commission (SEC) to sell non-listing offers and deals. The Securities Act of 1934 provides for the federal regulation of the secondary market, such as debt and traded securities. The document contains rules for different participants in the sales process. The law was found by the Stock Exchange and imposed on it the responsibility for ensuring the implementation of the Securities Act of 1933. This law also includes:

- downloads information and other requirements into publicly available corporations; prohibits various manipulative or fraudulent activities related to the purchase or sale of securities; The SEC commits to compile financial statements based on generally accepted accounting principles for companies that have listed their shares on an exchange listed on the stock exchange;

- limits the amount of the loan that will be used to purchase securities;

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- requests registration of brokers and dealers from the SEC, The Securities and Exchange Commission, and regulates their activities;

- Registration and control of SEC from national stock exchanges and associations, clearing organizations, transfer agents.

The Sarbanes-Oxley Act of 2002 (SOX) was a very important and decisive act that was adopted at the federal level in response to the disruption of Enron and WorldCom. The law includes a number of corporate governance reforms, new rules for auditors, increased reporting requirements, increased criminal prosecution and new rules of legal conduct. SOX amended many of the aforementioned laws of 1933 and 1934³.

The latter law defines the most significant and most influential in the history of US corporate law, as well as strict liability for offenses related to stocks. According to Article 803, section VIII, Section XI, Section 523 (a) of the US Code is amended as follows: (i) violation of federal laws governing any securities (Article 1934 of the Law of the Republic of Uzbekistan "On Exchange of Securities"); 3) any fraud, deception or manipulations related to any sale or purchase of securities⁴.

The Dow Jones Industrial Average (DJIA) is one of the main signs of the presence in the stock market. This is one of the earliest and most common indicators in the world. It includes shares of 30 of the largest and most powerful companies in the United States. This is the price index. It is calculated by adding each of the shares of each of the shares to the price of each company and placing this amount in the number of companies.

³ Overview of Federal Securities Laws. By Thomas Lee Hazen. June 2007

⁴ Sarbanes-Oxley Act of 2002. TITLE VIII—CORPORATE AND CRIMINAL FRAUD ACCOUNTABILITY, SEC. 803. Debts nondischargeable if incurred in violation of securities fraud laws

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Therefore, the average cursor is called the average. DJIA shows almost a quarter of the value of the entire US stock market, but fluctuations in interest rates in the Dow should not be interpreted as an accurate bet for the entire market. A \$ 1 share price change of \$ 1 would change the DJIA by \$ 1 at \$ 20 per share, which would change to 0.8% and the second to 5%⁵.

Standard & Poor's 500 Promotions Outlier is more and more different from DJIA. The company has the largest number of 500 largest companies in the world; including shares of the stock market is more than 80%. This is a market indicator, each of which is indexed by its share of total market capitalization. In other words, if the entire market value of all 500 companies in the S & P 500 drops to 10%, the display value will drop to 10%. A 10% change in the proportion of DJI does not necessarily result in a 10% change in the standard. In addition, there are other indices of Standard & Poor's, for example the S & P 400 shows an average capitalization, and the S & P 600 demonstrates a small capitalization. S & P 500, 400, 600 are a good measure of market movement in the country, you can easily compare with interest rates⁶.

Nasdaq is an exchange in which there are 100 large national and state companies dealing with technology, finance, industry, insurance and transport. The Nasdaq Composite Index is an indicator based on the market capitalization of all these shares traded on the Nasdaq stock market⁷.

⁵<http://www.djindexes.com>

⁶ <http://www2.standardandpoors.com>

⁷ http://dynamic.nasdaq.com/dynamic/nasdaq100_activity.stm

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Russell 2000 - the USA based on market capitalization in the stock market, is an index based on the market capitalization of the 2,000 smallest shares of Russel 3000, i.e. 2000 shares of various companies (issuers). Russell 2000 - the best indicator of the daily work of small companies in the market. It does not dominate in any industry⁸.

Fraud with securities. According to it, whoever was the "Stock Exchange" in 1934 Article 12 of the Law of the Republic of Uzbekistan "On Exchange of Securities" in accordance with Article 15 (d) of the Law "On Exchange of Securities" in connection with the submission of reports on the securities market in accordance with Article 15 (d) of the Law "On Securities Exchange". In case of violation of the rules in accordance with Article 12 of the Law "On the Securities Market", false or false claims related to the purchase and sale of registered securities, pledges and promises, he or she will be fined or imprisoned for a period of not more than 25 years or two types of fines⁹.

- In conclusion, we would like to emphasize that in case of disputes related to collection of unpaid dividends in existing practice, such non-payment or non-payment of dividends for the correct and efficient resolution of cases brought in such economic courts, now prosecution of cases related to them will be punished by acts or omissions of the public without prejudice to the general public or an appropriate auction or auction of a separate corporate governance body. This liability standard must first be included in Article 53 of the Law of the Republic of

⁸ <http://www.russell.com>

⁹ Sarbanes-Oxley Act of 2002. TITLE VIII-CORPORATE AND CRIMINAL FRAUD ACCOUNTABILITY. SEC. 807. Criminal Penalties for defrauding shareholders of publicly traded companies.

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Uzbekistan "On Joint Stock Companies and Protection of Shareholder Rights". In addition, to effectively prevent such cases, it is now necessary to create a mechanism for paying dividends on all dividends to ensure timely and proper execution of dividends. For this, corporate governance codes and dividend policies of a strictly controlled corporation must be adopted, which define their obligations for corporate governance and ensure their full implementation.

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