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Целью учебника является формирование навыков перевода текстов по юридической тематике в области гражданского права. Тематика текстов охватывает такие важнейшие отрасли права, как договорное, залоговое, страховое, корпоративное, доверительное управление. Каждый раздел состоит из нескольких текстов по определенной правовой тематике, а также прилагающихся к нему глоссариев и упражнений для закрепления навыков перевода.

Предназначен для студентов бакалавриата Международного института управления МГИМО(У), обучающихся по направлению «Юриспруденция».

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МЕТОДИЧЕСКАЯ ЗАПИСКА

Настоящий учебник предназначен для студентов бакалавриата, обучающихся по направлению «Юриспруденция».

Учебник основан на принципах компетентностного подхода к изучению иностранного языка для уровней профессионального владения B2—C1. Его целью является формирование у учащихся навыков перевода текстов по юридической тематике в рамках модуля «Язык профессии», а также закрепление знаний, полученных в рамках программы.

В учебнике использованы информационные сайты ведущих американских и британских юридических фирм. Тематика текстов охватывает такие важнейшие отрасли права, как договорное, залоговое, страховое, корпоративное, доверительное управление.

Каждый раздел состоит из нескольких текстов по определенной правовой тематике, а также прилагающихся к нему глоссариев и упражнений для закрепления навыков перевода.

Учебный материал рассчитан на 274 часа аудиторных занятий.

LEGAL ENTITIES (CORPORATIONS). FOUNDING DOCUMENTS

TEXT 1 CONSTITUTIONAL DOCUMENTS

Read and translate the following:

I.

Constitutional documents

From Wikipedia, the free encyclopedia

In relation to artificial persons, the **constitutional documents** (sometimes referred to as the **charter documents**) of the entity are the documents which define the existence of the entity and regulate the structure and control of the entity and its members. The precise form of the constitutional documents depends upon the type of entity.

Companies

By convention, most common law jurisdictions divide the constitutional documents of companies into two separate documents

- the **Memorandum of Association** (in some countries referred to as the **Articles of Incorporation**) is the primary document, and will generally regulate the company's activities with the outside world, such as the company's objects and powers.
- the **Articles of Association** (in some countries referred to as the **by-laws**) is the secondary document, and will generally regulate the company's internal affairs and management, such as procedures for board meetings, dividend entitlements etc.

In many countries, only the primary document is filed, and the secondary document remains private. In other countries, both documents are filed.

In civil law jurisdictions, the company's constitution is normally consolidated into a single document, often called the **charter**.

It is quite common for members of a company to supplement the corporate constitution with additional arrangements, such as *shareholders' agreements*, whereby they agree to exercise their membership rights in a certain way. Conceptually a shareholders' agreement fulfills many of the same functions as the corporate constitution, but because it is a contract, it will not normally bind new members of the company unless they accede to it somehow. One benefit of shareholders' agreement is that they will usually be confidential, as most jurisdictions do not require shareholders' agreements to be publicly filed.

Another common method of supplementing the corporate constitution is by means of voting trusts, although these are relatively uncommon outside of the United States and certain offshore jurisdictions.

Partnerships

Many partnerships also have constitutional documents in the form of a partnership agreement. In some jurisdictions, a more formal constitution, sometimes referred to as **articles of partnership** or a partnership deed is used (particularly where the partnership has certain corporate aspects, such as a Limited Liability Partnership). However, many partnerships are not created formally, and may have no written partnership agreement and leave the regulation of the partnership to be regulated in accordance with the understandings of the parties and by general law. Some of the largest partnerships in the world have no written partnership agreement.

Trusts

A trust is not a separate legal entity as such, but is often treated as one for certain legal purposes. Like partnerships, trusts are not normally required to have a written trust instrument to constitute them, although most large and formal trusts do.