

## BTI 2014 LLC v Sequana SA 案例研究 BVI 公司 BTI 2014 LLC v Sequana SA: unanswered questions from a BVI perspective (Simplified Chinese)

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BTI 2014 LLC v Sequana SA [2022] UKSC 25 案例研究 BVI 公司

### Sequana

2006 年，Sequana 在 BVI 注册成立。Sequana 的章程规定，其董事在履行其职责时，应本着股东的利益行事。West Mercia 安全服装有限公司（West Mercia Safetywear Ltd）是 Sequana 的控股股东。West Mercia Safetywear Ltd (in liq) v Dodd [1988] BCLC 250 案是 BVI 法律下关于董事责任的经典案例。

在 Sequana 案中，West Mercia 起诉 Sequana 的董事，称其未能履行其职责，导致 West Mercia 遭受损失。West Mercia 援引 West Mercia Safetywear Ltd (in liq) v Dodd 案，主张 Sequana 的董事应对其行为负责。

West Mercia 辩称，Sequana 的章程规定，董事在履行其职责时，应本着股东的利益行事。因此，Sequana 的董事应对其行为负责。

然而，Sequana 的董事辩称，他们并未违反其职责。

在 Sequana 案中，英国最高法院裁定，Sequana 的董事并不违反其职责。法院认为，West Mercia 未能证明 Sequana 的董事存在疏忽或不当行为。

这一判决引起了 BVI 法律界的广泛关注和讨论。许多人认为，这一判决与 BVI 法律下关于董事责任的传统观点相悖。



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