

# CORPORATIONS AND ASSOCIATIONS

## CHAPTER 15

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- b. The corporation or association has until 10:00 a.m. on the Monday after the 20th day after service to answer.
- c. Service must be by a peace officer on the registered agent or a high managerial agent. Arts. 17A.04 and 17A.05, C.C.P.
- d. No individual may be arrested upon a complaint filed against a corporation or association. Art. 17A.03(b), C.C.P.
- 3. Appearance
  - a. The corporation or association must appear through counsel. Arts. 17A.07(a) and 17A.06, C.C.P.
    - (1) Appearance is for the purpose of entering a plea.
    - (2) Ten full days must elapse after the day of appearance before the corporation may be tried.
  - b. If a corporation or association does not appear in response to a summons, or appears but fails or refuses to plead: Art. 17A.07(b), C.C.P.
    - (1) It is deemed to be present in person for all purposes;
    - (2) The court shall enter a plea of not guilty on its behalf; and
    - (3) The court may proceed with the trial, judgment, and sentencing.
 

This is the only instance in a criminal case where a defendant may be tried *in absentia*. Because a corporation or association cannot be taken into custody pursuant to Article 17A.03(b), C.C.P., it is presumed that such defendants cannot be charged with Failure to Appear (Sec. 38.10, P.C), which requires a showing that a person was lawfully released from custody.
  - c. If, having appeared and entered a plea in response to summons, a corporation or association is absent without good cause at any time during later proceedings: Art. 17A.07(c), C.C.P.
    - (1) It is deemed to be present in person

for all purposes; and

- (2) The court may proceed with trial, judgment, or sentencing.

4. Criminal Responsibility

- a. If conduct constituting an offense is performed by an agent acting on behalf of a corporation or association and within the scope of his or her office or employment, the corporation or association is criminally responsible for an offense defined:

Sec. 7.22, P.C.

- (1) In the Penal Code where corporations or association are made subject thereto;

Sec. 7.22(a)(1), P.C.

- (2) In other statutes where the legislative purpose to impose criminal responsibility on corporations or associations plainly appears; or

Sec. 7.22(a)(2), P.C.

- (3) In other statutes where strict liability is imposed unless a legislative purpose not to impose criminal responsibility plainly appears.

Sec. 7.22(a)(3), P.C.

- b. It is an affirmative defense to the prosecution of a corporation or association under Section 7.22(a)(1) or (a)(2) that the high managerial agent having supervisory responsibility over the subject matter of the offense employed due diligence to prevent its commission.

Sec. 7.24, P.C.

5. Punishments upon Finding or Plea of Guilty

Art. 17A.09, C.C.P.

- a. Court may sentence the corporation to pay a fine fixed by the court, not to exceed the fine provided by the offense.

Sec. 12.51(a), P.C.

- b. If an offense provides no specific penalty, the offense is classified as a Class C misdemeanor and the fine is not to exceed \$2,000.

Sec. 12.51(b), P.C.

- c. The court may order the corporation or association to give notice of the conviction to any person the court deems appropriate.

Sec. 12.51(d), P.C.

- d. The clerk must notify the Attorney General's Office.

Sec. 12.51(e), P.C.

