**Legal Person under English Jurisprudence**

**Legal Person**

A legal person is a being, other than human, to which personality is attributed by the law. The law always creates legal persons by personifying some real things. The legal person thus has a real existence; his personality alone is fictitious. This real existence, as opposed to personality, is called the corpus of the legal person.



**Kinds of Legal Person**

**a. Institutions**

Such are those where the corpus of the legal person is not a group or succession of individuals, such as, a mosque, a hospital, an idol, etc.

**b. Fund or estate**

Where the corpus is some fund or estate which is reserved to a particular use, such as, an estate under trust or a fund for charity.

**c. Corporations**

A corporation is a group or series of persons which by legal fiction is regarded and treated as a person. The element of legal fiction involved here is that the law assumes that in addition to the natural persons how actually occupy a particular official position, there is a mythical being who is in law the real occupant of the office and who never dies and retires. The living officials are merely the agents or representatives through whom the legal person performs its function. The individuals forming the corpus of the corporation are called its members.

**3. Classification of Corporation**

Corporation are to two kinds. Aggregate and sole

**a. Corporation aggregate**

Corporation aggregate is an incorporated group of co-existing persons. It has an existence distinct from its members and may continue its corporate existence even though all its members, die. Instances are registered company, a municipal corporation.

Corporations aggregate are not merely the sum-total of their shareholders or members and conversely the shareholders or members are not personally the owners of the property of the corporation nor are they liable for the debts of the corporation.

 **b. Corporation sole**

A corporation sole is an incorporated series of successive persons. It consists of only one person at a time. For instance, the kinds, the Archbishop, the Postmaster-General, Ministry of Interior etc. a corporation sole has dual personality, firstly, as a private person and secondly, as the occupant of an office. It is thus in this latter capacity that ‘the King never dies’.

**4. Corporation and its members**

A corporation is distinct from its members. Thus, the property of the company is not the property of its shareholders and no shareholder can claim any definite part of the company ‘s assents as his own. The share-holders may be solvent but he company may be insolvent, and vice versa. A member can thus enter into a contract with the company for it has personality distinct from those of the members.

A corporation may survive the last of its members. It continues to exist even though all of its members are dead. A trading company dies or is dissolved only according to the provisions of the statute under which it is formed. The rights of a member do not devolve as by inheritance. Heirs of a share-holder become members only when they registered as such and not merely by inheritance as a matter of course.

**5. Corporation distinguished from firm**

The distinction is noted below

* A corporation has its separate legal existence apart from that of its members; a firm has no separate legal existence apart from that of its members.
* A corporation can enter into contracts with its members and can stand over individual members a firm having no distinct personality cannot do so.
* A corporation can possess property, have rights, duties and liabilities as a distinct person; a firm cannot have these privileges. The property of the firm is the property of its members.
* A corporation can survive the last of its members; a firm is dissolved as soon as all of its partners die.
* A corporation is a permanent legal entity; a firm has no permanent status.

**6. Liabilities of corporation**

The corporation, as already noticed, cannot act itself but has to act through its appointed agents. Such agents cannot, however, exceed the limitations imposed on the corporation’s powers or duties by law, which term also means the Articles of Association. The powers of a corporation being thus limited, an act which is ultra vires cannot be validated even by the consent of all its members. Thus, a corporation is liable both civilly and criminally for the acts of its agents in so far as these acts fall within the scope of their employment.

**a. Civil Liability**

A corporation shall be liable for the tortuous acts of its servants or agents even where a mental element such as that of malice or fraud is essential, if the acts was done within the scope and course of employment of the agent and the act was within the powers of the corporation. The old view that since corporations have no mind, these could not be held liable for wrongs, involving a particular state of mind, is no longer upheld. They can now be held liable in tort. Such is their vicarious liability.

**b. Criminal Liability**

A corporation having no mind cannot from a guilty intention which is an essential element of every crime. They are thus immune from criminal liability. The are however, punishable at criminal law for non-feasance or mis-feasance (where statutory duty is not performed or is badly performed) but such punishment are of a civil nature in so far as these are imposed in the shape of fines. If a Highway Authority neglects to repair a highway under its charge and some one suffers an injury on that account, the authority can be held liable only when an act of misfeasance as opposed to non-feasance can be attributed to it. This is so because the predecessors of Highway Authorities were not liable in respect of non-feasance.