


Criminal Procedural Autonomy of a Legal Entity: Limits and forms Of Implementation

Bayanduryan Hovhannes H.

Member of the Chamber of Advocates of the RA,
PhD Student at the Chair of Criminal

Law and Criminal Procedure Law of RAU Institute of Law and Politics (Yerevan, RA)

 <https://orcid.org/0009-0005-6567-1205>
hovhannes.bayanduryan@rau.am

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Իրավաբանական անձի քրեական դատավարության ինքնուրույնությունը. դրա սահմանները և իրականացման ձևերը

Բայանդուրյան Հովհաննես Հ.

*քրեական իրավունքի եւ քրեական դատավարության իրավունքի ամբիոնի ասպիրանտ,
իրավունքի եւ քաղաքականության ինստիտուտ, Հայ-Ռուսական համալսարան,
ՀՀ փաստաբանների պալատի անդամ (Երևան, ՀՀ)*

Ամփոփագիր. Հոդվածը նվիրված է իրավաբանական անձի քրեական-դատավարական ինքնուրույնության (ավտոնոմիայի) վերլուծությանը՝ որպես քրեական դատավարության ինքնուրույն մասնակցի: Հեղինակը ուսումնասիրում է կորպորատիվ պատասխանատվության ինքնուրույնությունը նյութաիրավական և դատավարական մակարդակներում՝ հիմնավորելով իրավաբանական անձի պատասխանատվության սկզբունքային ոչ սուբսիդիար բնույթը ֆիզիկական անձի պատասխանատվության նկատմամբ: Առանձնահատուկ ուշադրություն է դարձվում քրեական-դատավարական ինքնուրույնության դոկտրինայի հասկացությանը, դրա տեսական հիմքերին, հատկանիշներին և իրացման ձևերին, ինչպես նաև դրա հարաբերակցությանը իրավաբանական անձի կամքի ինքնուրույնության հետ:

Հոդվածում իրականացվում է իրավաբանական անձանց քրեական պատասխանատվության ենթարկման արտասահմանյան մոդելների համեմատական-իրավական վերլուծություն, ներառյալ այն իրավակարգերը, որոնք թույլ են տալիս իրավաբանական անձի քրեական հետապնդումը առանց կոնկրետ ֆիզիկական անձի՝ որպես կատարողի, նույնականացման, ինչպես նաև այն մոդելները, որոնք նախատեսում են կորպորատիվ վարույթի ամբողջական կամ մասնակի դատավարական կախվածություն ֆիզիկական անձի նկատմամբ քրեական հետապնդման երթից: Վերլուծվում է Արևելյան Եվրոպայի և Կենտրոնական Ասիայի երկրների համար նախատեսված Հակակոռուպցիոն ցանցի անդամ որոշ պետությունների պրակտիկան, ինչպես նաև ՏՀԶԿ-ի և Եվրոպայի խորհրդի միջազգային չափորոշիչները: Առանձին բաժին է նվիրված Հայաստանի Հանրապետության քրեական-դատավարական օրենսդրության ուսումնասիրությանը:

Հանգուցաբառեր և բառակապակցություններ՝ իրավաբանական անձ, իրավաբանական անձանց քրեական պատասխանատվություն, քրեական-դատավարական ինքնուրույնություն, կորպորատիվ մեղք, քրեական դատավարություն, համեմատական քրեական իրավունք, կորպորատիվ դեֆեկտ

Уголовно-процессуальная автономия юридического лица: пределы и формы реализации

Баяндурян Ованес А.

*Аспирант кафедры уголовного права и уголовно-процессуального права
Института права и политики, Российско-Армянский университет,
Член палаты адвокатов РА (Ереван, РА)*

Аннотация. Статья посвящена анализу уголовно-процессуальной автономии юридического лица как самостоятельного участника уголовного судопроизводства. Автор рассматривает автономию корпоративной ответственности на материально-правовом и процессуальном уровнях, обосновывая принципиальную несубсидиарность ответственности юридического лица по отношению к ответственности физического лица. Особое внимание уделяется доктринальному понятию уголовно-процессуальной автономии, её теоретическим основаниям, признакам и формам реализации, а также соотношению с автономией воли юридического лица.

В статье проводится сравнительно-правовой анализ зарубежных моделей привлечения юридических лиц к уголовной ответственности, включая правопорядки, допускающие уголовное преследование корпорации без установления конкретного физического лица — исполнителя, а также модели, предполагающие полную или

частичную процессуальную зависимость корпоративного производства от судьбы уголовного преследования физического лица. Анализируется практика отдельных государств — членов Антикоррупционной сети для стран Восточной Европы и Центральной Азии, а также международные стандарты ОЭСР и Совета Европы. Отдельный раздел посвящён исследованию уголовно-процессуального законодательства Республики Армения. **Ключевые слова и словосочетания:** юридическое лицо, уголовная ответственность юридических лиц, уголовно-процессуальная автономия, корпоративная вина, уголовное судопроизводство, сравнительное уголовное право, корпоративный дефект

The growth of corporate crime, the increasing complexity of economic relations, as well as states' international obligations in the field of combating corruption and economic crime have necessitated the recognition of legal entities not merely as objects of criminal-law enforcement, but as independent and full-fledged participants in criminal proceedings, endowed with their own procedural status.

The recognition of a legal entity as a full participant in criminal-law and criminal-procedural relations is intrinsically linked to the issue of its procedural autonomy – namely, the capacity of the legal entity to exercise procedural rights and obligations independently of the natural persons acting on its behalf. This issue remains unresolved in many legal systems to this day.

The concept of autonomy originates from the Ancient Greek term *αὐτονομία*, literally meaning “self-legislation.” In legal doctrine, autonomy is understood as independence, that is, the ability or the legally recognised right of a subject to act within established and sanctioned procedural boundaries [14].

The autonomy of corporate criminal liability is of a complex nature and manifests itself at both the substantive and procedural levels. Substantive autonomy is expressed in the absence of a requirement for the prior or simultaneous conviction of a natural person as a condition for holding a legal entity liable. Procedural autonomy, in turn, implies the possibility of independent criminal prosecution of a legal entity, including the conduct of a separate investigation and trial in relation to the natural person who acted as the perpetrator of the offence.

At the **substantive-law level**, contemporary legal doctrine and international practice have firmly established the principle of the non-subsidiary nature of the liability of legal entities vis-à-vis the liability of natural persons. The imposition of liability on one subject neither excludes nor pre-terminates the liability of the other. In this context, the liability of the individual perpetrator is not regarded as a mandatory prerequisite for holding the legal entity criminally liable. This approach has become a generally recognised standard of international regulation and is driven by the requirement to ensure the effectiveness of sanctions against legal entities, which cannot be achieved if such liability is made dependent on the outcome of criminal proceedings against a specific natural person.

At the same time, two fundamentally different approaches to the implementation of this principle have emerged in law enforcement practice. In some legal regimes, it is required to establish the natural person who committed the offence, without the necessity of their conviction or the imposition of punishment. In others, the criminal liability of a legal entity is permissible even in the absence of identification of a specific individual perpetrator¹. The latter approach is applied, *inter alia*, in situations where the commission of an offence in the interests of a corporation has been established, yet it is impossible to determine the individual contribution of specific persons, for example due to the collegial decision-making of corporate governing bodies. Given the complex organisational structure of large corporations and the collective nature of the formation of corporate will, criminal-law assessment of the conduct of individual natural persons may, in certain cases, prove difficult or even impossible. In this context, models that allow for the criminal prosecution of a legal entity without the identification of a specific perpetrator demonstrate a higher level of effectiveness.

In U.S. federal judicial practice, the doctrine of collective knowledge has been developed, pursuant to which the subjective element (*mens rea*) of an offence may be attributed to a corporation on the basis of the aggregate knowledge of its various agents. In such cases, it is not required to establish a natural person who individually possesses all the elements of the requisite mental state. It is sufficient to demonstrate that the relevant knowledge was distributed among the corporation's employees and, taken together, formed the necessary intellectual element of the *corpus delicti*, which is attributed directly to the legal entity [5; 6; 15].

Practically all states participating in the Anti-Corruption Network for Eastern Europe and Central Asia (ACN) enshrine, in one form or another, the principle of the autonomy of legal entities' liability, proceeding from the premise that its imposition is not contingent upon the criminal liability of the natural person who acted as the perpetrator. However, only Georgia and Latvia consistently adhere to the second approach described above.

¹ For example, the identification of the perpetrator is not mandatory in the USA, Finland, Switzerland, and the Netherlands.

Pursuant to the Criminal Code of Georgia, “a legal entity may also incur criminal liability where a criminal offence has been committed on behalf of a legal entity, through a legal entity, and/or in its interests, regardless of whether the person who committed the offence has been identified or not.” [3, Art. 1071, §4].

In Latvia, separate criminal proceedings may be initiated against a legal entity “where circumstances have been established that make it impossible to identify or hold criminally liable a specific natural person.” [4, Article 439(3)(2)] The Romanian model of corporate liability likewise illustrates the concept of full autonomy.

The legislation of other ACN member states tends to require—albeit in different forms—the identification of the natural person who acted as the perpetrator. It is generally presumed that a legal entity may be held liable even where the natural person “does not incur criminal liability” (Bosnia and Herzegovina, Bulgaria, the former Yugoslav Republic of Macedonia) [2, Art. 125, §1; 13, Art. 28b, §2], “has not been found guilty” (Montenegro, Russia) [7, Art. 14, §2; 8, Art. 6], or is “not guilty” or acted “under coercion or threat on the part of the legal entity” (Slovenia) [10, Art. 5, §1].

All these provisions are based on the assumption that the responsible natural person has been identified and that a certain degree of investigation has been carried out in relation to that person. Otherwise, it would be impossible to conclude that there are no grounds for “liability,” a “finding of guilt,” or “guilt” as such.

In Serbia and Croatia, the principle of autonomy is established in procedural rules. Under Serbian legislation, a legal entity may be held liable “even if criminal proceedings against the responsible natural person have been discontinued or the indictment has been dismissed” [9, Art. 7]. In Croatia, the law provides the unusual possibility of initiating and conducting criminal proceedings against a legal entity where “criminal prosecution cannot be initiated or conducted against the responsible natural person for legal or any other reasons.” [11, Art. 23, §2].

Despite the absence of an explicit provision, the provisions of the Criminal Code and the Criminal Procedure Code of Ukraine, taken together, indicate the derivative nature of a legal entity’s liability. Corporate liability is linked to the acts of an “authorized person” who committed an offence on behalf of and in the interests of the legal entity, and the criminal-law measures applied to the corporation are conceptually regarded as secondary to individual liability.

Pursuant to part eight of Article 214 of the Criminal Procedure Code of Ukraine, proceedings

against a legal entity are conducted simultaneously with proceedings against the natural person, and according to part three of Article 284 of the Criminal Procedure Code, proceedings against a legal entity are terminated if the proceedings against the natural person have been discontinued or the relevant person has been acquitted [12].

Procedural autonomy of a legal entity is a doctrinal category reflecting the capacity of a legal entity to act independently as a participant in criminal proceedings, possessing its own procedural status, rights, obligations, and guarantees that are not reducible to the status of its officers, participants, or representatives.

Procedural autonomy of a legal entity implies that the legal entity:

1. is regarded as an independent holder of procedural rights and obligations;
2. participates in the proceedings not indirectly through a natural person, but as a distinct subject;
3. possesses its own procedural interests, which may not coincide with the interests of its directors, founders, or employees;
4. is subject to independent procedural evaluation (including issues of guilt, evidentiary assessment, and the application of procedural coercive measures)².

Unlike civil and arbitration proceedings, where the autonomy of legal entities has traditionally been unquestioned, criminal proceedings have long been dominated by the concept of personal liability, focused exclusively on natural persons. However, recognising a legal entity as a participant in criminal proceedings objectively requires a reconsideration of this approach.

Procedural autonomy does not negate the role of the legal entity’s representatives; rather, it presupposes that the representative acts on behalf of an independent procedural subject, rather than substituting for it.

² This approach aligns with the practice of the European Court of Human Rights (ECtHR), which consistently recognises legal entities as holders of independent procedural rights and interests in criminal and quasi-criminal proceedings. The ECtHR has emphasised that a legal entity may be a “victim” of a Convention violation regardless of the procedural status of its organs or representatives, and that guarantees of a fair trial apply to it by virtue of its own legal personality, rather than indirectly through natural persons. In this way, the Court effectively confirms the autonomy of the procedural status of a legal entity and the permissibility of its protection against the consequences of actions undertaken by individual officers. This position is supported by ECtHR case law, including *Agrotexim and Others v. Greece*, *Société Stenuit v. France*, *Jussila v. Finland*, and *OOO Neftyanaya Kompaniya Yukos v. Russia*, in which the legal entity is recognised as an independent holder of procedural rights and interests.

The development of the concept of procedural autonomy of legal entities is based on several fundamental theoretical premises.

First, legal theory consistently distinguishes between the subject of the offence and the subject of the criminal process. Even in legal systems where a legal entity is not formally recognised as a subject of the offence, it may still be the addressee of criminal-law measures and procedural coercion.

Second, the autonomy of the legal entity derives from the principles of a fair trial, including the right to defence, adversarial proceedings, and equality of participants. Ignoring the independent procedural interests of a legal entity effectively infringes upon these rights.

Third, international legal standards – particularly instruments of the Council of Europe and the OECD – orient national legal systems towards ensuring that legal entities are afforded minimum procedural guarantees comparable to those of natural persons.

Recognition of a legal entity as an independent procedural subject allows for a balance between public and private interests, improves the quality of evidence, and prevents the substitution of liability. Procedural autonomy of legal entities manifests through a set of interrelated characteristics, including:

1. **Independent procedural status** – the legal entity must be endowed with a clearly defined procedural status, such as suspect, accused, or another type of participant in relation to whom criminal proceedings are conducted or criminal-law measures applied.

2. **Possession of its own procedural rights and obligations** – including the right to defence, the right to legal counsel, the right to access case materials, to submit motions and challenges, as well as the right to appeal procedural decisions.

3. **Independence of procedural stance** – the procedural position of the legal entity cannot automatically be equated with the position of its director, founder, or other employee. The conviction or liability of a natural person does not imply the liability of the legal entity, which is particularly important in cases of conflicting interests.

4. **Specificity of procedural coercive measures** – special procedural measures apply to legal entities that are not characteristic of natural persons, such as property seizure, suspension of activities, or prohibition from conducting certain operations.

In legal scholarship, the concept of “procedural autonomy” of a legal entity is often discussed through the lens of its legal personality. Proponents of autonomy emphasize that a corporation possesses its own will and interests, which require protection

within criminal proceedings; it must have the right to procedural participation distinct from the rights of its individual members. Some scholars note that the procedural legal personality of a legal entity entails its capacity to participate in proceedings and to hold its own rights and obligations.

Other researchers, however, caution against an excessive expansion of corporate autonomy. A well-known argument is that the principle of personal guilt limits the attribution of intent to a corporation, since a legal entity cannot physically “intend” to commit an offence. Advocates of the legal fiction theory, who do not recognize the possibility of a corporation’s existence in material reality, similarly deny the existence of a genuine will in such a subject.

In this context, it is necessary to highlight a fundamental point that allows the concept of procedural autonomy of a legal entity to be reconciled with traditional notions of its legal nature. Regardless of changes in the governing bodies of a legal entity and/or its workforce, the legal entity continues to exist as a personified and independent subject of legal relations. Its will, formed through legally established corporate mechanisms, as well as responsibility for the implementation of this will, is attributed directly to the legal entity itself, independently of the natural persons who established it or act on its behalf.

This principle is supported both by legal doctrine and by case law, which recognise the possibility of attributing culpable conduct within civil tort law to both the legal entity and the relevant natural or corporate officer. In such cases, the liability of these subjects is treated as independent, based on their own capacity for delictual responsibility, rather than mutually exclusive. Thus, civil-law doctrine demonstrates a functional model of legal autonomy of the entity, which can serve as a methodological basis for justifying the permissibility and limits of its procedural autonomy in criminal proceedings.

In the majority of foreign jurisdictions, the separation of criminal proceedings concerning a natural person and a legal entity into two independent proceedings is permitted by law, but only as an exception to the general rule, which requires joint investigation and trial with a single judicial decision. This approach is motivated by the need to ensure the completeness of fact-finding, the consistency of judicial conclusions, and the principle of procedural economy. At the same time, the legislation of some states recognises the procedural autonomy of a legal entity as an independent participant in criminal proceedings, allowing for separate proceedings, provided that such autonomy does not impede the objectives of

criminal justice and the establishment of the objective truth of the case.

Article 35 of the Serbian Law on Liability of Legal Entities for Committing Criminal Offences is an example of such a rule:

“Criminal proceedings, as a rule, shall be initiated and conducted jointly against the legal entity and the responsible natural person, in relation to whom a single judicial decision is to be rendered.

In cases where it is impossible to initiate and conduct criminal proceedings against the responsible natural person on the grounds provided by law, proceedings may be initiated and conducted solely against the legal entity.”³

This issue is regulated in greater detail in Bulgarian legislation, where the law provides an exhaustive list of grounds for separating criminal proceedings against a legal entity into a distinct case. Such grounds include amnesty, the expiration of the statute of limitations, the death of the natural person subject to criminal liability, as well as the person’s persistent mental disorder.

A similar approach is established in Latvian legislation, where the relevant legal provision provides as follows:

“The authority supervising the criminal proceedings, for the purpose of applying coercive measures to a legal entity, may decide to separate the materials into a distinct proceeding in the following cases:

1. criminal proceedings against the natural person have been terminated on non-rehabilitative grounds;

2. circumstances have been established that make it impossible to identify or hold criminally liable a specific natural person, or the transfer of the criminal case to court is impossible in the near future (within a reasonable time) for objective reasons;

3. in the interests of timely resolution of criminal-law relations with a natural person entitled to a defence;

4. upon a motion submitted by a representative of the legal entity.” [4].

Another group of states does not establish, in legislation, either a general or a specific rule regarding the possibility of separating criminal proceedings concerning a natural person and a legal entity. For example, in Estonia, neither the Criminal Code nor the Criminal Procedure Code contains

provisions specifying the conditions under which criminal proceedings against a legal entity may be conducted separately from proceedings against the natural person—the direct perpetrator of the offence.⁴

The 2009 OECD Recommendation on Further Combating Bribery of Foreign Public Officials states: “Corporate liability systems [...] should not limit liability to cases in which the natural person or persons who committed the offence have been prosecuted or convicted.” OECD monitoring reports also indicate that proceedings concerning natural persons and legal entities need not necessarily be interdependent.⁵

Procedural autonomy of a legal entity also implies that investigative measures may be applied to it independently, as its legal status allows it to participate in proceedings without reliance on natural persons, to initiate motions, submit evidence, and protect its interests within criminal proceedings.

Procedural autonomy enables a legal entity to be regarded as an independent participant in criminal proceedings, with a defined set of rights and obligations exercised through its legal representatives or counsel. This allows the legal entity to effectively participate in investigative actions, submit motions, present evidence, and safeguard its interests in the evidentiary process, without being dependent solely on natural persons.

We consider procedural autonomy of a legal entity to be its capacity to act as an independent participant in criminal proceedings, exercising its procedural rights and obligations regardless of the procedural status of the natural persons acting on its behalf.

It manifests, in particular, in:

1. Independence of procedural status – the legal entity may hold the status of suspect, accused,

⁴ A similar situation exists in Georgia and Romania.

⁵ OECD (2000), Mexico: Phase 1 Report on the Application of the OECD Convention on Combating Bribery of Foreign Public Officials, para. 24, available at: www.oecd.org: “Thus, a legal entity cannot be subjected to criminal sanctions if the natural person who committed the bribery cannot be convicted. This raises concerns regarding compliance with the standard of applying effective, proportionate, and deterrent sanctions.” OECD (2018), Mexico: Phase 4 Report on Implementing the OECD Anti-Bribery Convention, available at: www.oecd.org, accessed 28 November 2018, para. 41 (according to which, with respect to autonomous criminal liability of legal entities, the previous recommendation “appears to have been fully implemented”). OECD (2001), Poland: Phase 2 Report on the Application of the OECD Convention on Combating Bribery of Foreign Public Officials, available at: www.oecd.org: “The Working Group is concerned about certain features of this approach, as explained in the review report, in particular, the requirement in most cases for the prior conviction of the natural person [...]”

³ Similar provisions exist in the laws of Croatia, the former Yugoslav Republic of Macedonia, Montenegro, and Slovenia. In Ukraine, paragraph eight of Article 214 of the Criminal Procedure Code provides only that “proceedings against a legal entity shall be conducted simultaneously with the corresponding criminal proceedings in the course of which the person received a notice of suspicion.”

or another participant in relation to whom proceedings are conducted;

2. Possession of independent procedural interests – which may not coincide with the interests of directors, founders, or employees;

3. Right to independent defence – including separate legal counsel and the entity's own procedural position;

4. Non-automatic transfer of liability – procedural consequences or culpability cannot be automatically attributed from a natural person to the legal entity, or vice versa.

Procedural autonomy of a legal entity is not an isolated concept but is grounded, among other things, in a more fundamental structure — the autonomy of corporate will. Recognition of a legal entity's own will and independent interests in a substantive-law sense provides the basis for its participation in criminal proceedings as an independent subject of procedural legal relations.

This underscores that procedural autonomy of a legal entity is inextricably linked to its substantive-law autonomy of will. Without autonomy of will, procedural autonomy cannot exist. If a legal entity is not recognised as a holder of its own will, its participation in criminal proceedings is inevitably derivative, and procedural decisions are viewed as extensions of the will of natural persons.

Often, the autonomy of a legal entity is not reducible to the will of its directors; procedural autonomy functions as a mechanism for institutional protection of the entity against abuses by its governing bodies.⁶

While the general grounds for corporate criminal liability are established in the Criminal Code of the Republic of Armenia, procedural provisions for cases involving legal entities are also set out in the Criminal Procedure Code of the Republic of Armenia.

Article 438 of the Criminal Procedure Code of the Republic of Armenia (CPC RA) provides the grounds for initiating criminal proceedings against a legal entity: proceedings against a legal entity may be initiated only if, in connection with an offence

under part 1 of Article 123 of the Criminal Code of the Republic of Armenia, there exists:

1. a final and binding conviction; or

2. a final and binding decision to refuse the initiation of criminal proceedings or to discontinue criminal proceedings on non-rehabilitative grounds.

This framework is of fundamental significance for assessing the level of procedural autonomy of a legal entity.

Thus, unlike models of full or partial procedural autonomy, Article 438 CPC RA institutionalises a strict dependency of criminal proceedings against a legal entity on the criminal prosecution of a natural person. The legal entity is not regarded as an independent subject of criminal procedural relations, but merely as the addressee of subsequent criminal-law consequences arising from the outcome of proceedings against the natural person.

From the perspective of the criteria of procedural autonomy of legal entities formulated in this study, such a model should be characterised as procedurally non-autonomous, since:

- there is no possibility for independent initiation of proceedings;
- separate investigation and trial are not permitted;
- the procedural status of the legal entity is entirely determined by the procedural status and outcome of the criminal proceedings against the natural person.

Despite the strict linkage of the initiation of proceedings against a legal entity to the final procedural decisions in the case against the natural person, as established by Article 438 CPC RA, the Armenian model may still be regarded as a limited form of procedural autonomy of a legal entity.

The foregoing is substantiated by the following arguments:

1. First, it should be noted that Article 438 of the Criminal Procedure Code of the Republic of Armenia (CPC RA) regulates exclusively the moment of initiation of criminal proceedings, but does not exhaustively define the content and scope of procedural independence of the legal entity after the commencement of proceedings. The fact that the initiation of proceedings depends on a certain procedural outcome regarding the natural person does not, by itself, exclude autonomy, provided that, after initiation, the legal entity is endowed with an independent procedural status, exercises its own procedural rights, and is subject to independent procedural assessment. Thus, procedural autonomy of a legal entity in criminal proceedings is not absolute but conditional, manifesting not at the stage of initiation but at the stage of subsequent proceedings.

⁶ Often, the autonomy of a legal entity is not reducible to the will of its directors, and procedural autonomy functions as a mechanism of institutional protection of the entity against abuses by its governing bodies. Therefore, when considering the issue of corporate criminal liability, corporate compliance programs acquire particular significance, as they are specifically designed to shape and express the independent will of the legal entity, oriented toward compliance with the law, prevention of criminal risks, and deterrence of unlawful conduct by its officers. The existence and effectiveness of such programs allow for an assessment of the extent to which the unlawful actions of natural persons reflect the corporate will of the legal entity, or, conversely, indicate a deviation from it.

2. After the initiation of proceedings under Article 438 CPC RA, the legal entity becomes an independent participant in criminal proceedings, in relation to which: separate criminal proceedings are conducted; issues regarding the application of criminal-law and procedural measures (e.g., precautionary measures) are decided; and an independent judicial decision is rendered. At this stage, the legal entity no longer “follows the fate” of the natural person, since a conviction against the natural person does not automatically determine the scope and nature of measures applied to the legal entity; the discontinuation of prosecution of the natural person on non-rehabilitative grounds does not imply the liability of the legal entity, but merely opens the procedural possibility for its independent assessment. In this way, the legal entity becomes the object of autonomous judicial consideration, even if the very basis for initiating proceedings is derivative.

3. A key argument in favor of procedural autonomy is the existence of independent procedural interests of the legal entity, which: 1) do not coincide with the interests of the natural person in respect of whom the judgment has been rendered or prosecution discontinued; 2) are not absorbed by its procedural position. The legal entity has the right to challenge the fact that the offence was committed in its interests, to deny corporate liability, to prove the absence of organisational defects or the existence of an adequate compliance system, and to contest the application of specific criminal-law measures. The existence of a final and binding conviction serves only as a procedural trigger for the initiation of proceedings and does not relieve the criminal justice authorities of the obligation to prove all elements necessary for applying criminal-law measures to the legal entity.

Thus, even in the presence of a conviction against the natural person, the legal entity does not lose the right to its own line of defence, which is a fundamental feature of autonomy.

Thus, an analysis of the criminal procedural legislation of the Republic of Armenia indicates that the Armenian model does not allow for the autonomous initiation of criminal proceedings against a legal entity and strictly links this stage to the final procedural decisions in the case concerning the natural person. In this respect, the procedural autonomy of a legal entity is limited.

At the same time, it has been established that, following the initiation of proceedings, a legal entity in the criminal process of the Republic of Armenia acquires the characteristics of an independent procedural subject. It participates in separate proceedings, exercises its own procedural rights, forms an independent procedural position, and is

subject to independent judicial assessment. The existence of a conviction or the discontinuation of prosecution of the natural person on non-rehabilitative grounds does not automatically transfer findings of liability to the legal entity, which indicates the preservation of its procedural independence at the stage of adjudication.

In light of the above, the Armenian model may be characterised as a model of limited (post-initiation) procedural autonomy of a legal entity, in which dependence on the procedural status of the natural person is confined to the moment of initiation and does not extend to the content and outcome of the judicial proceedings. This model reflects a compromise between the principle of personal criminal responsibility and the necessity of ensuring procedural guarantees for legal entities.

List of used literature

1. Administrative Violations and Penalties Act (SG No. 92/1969, as amended up to July 1, 2022). (n.d.). WIPO Lex. Retrieved from <https://www.wipo.int/wipolex/en/legislation/details/21837>
2. Criminal Code of Bosnia and Herzegovina
3. Criminal Code of Georgia. Law No. 2287-IV, 22 July 1999, as amended, National Legal Database of Georgia, <https://www.matsne.gov.ge/en/document/view/16426>
4. Criminal Procedure Law of the Republic of Latvia (adopted April 21, 2005; Latvijas Vēstnesis, 74). (n.d.). Latvian consolidated text. Retrieved from <https://likumi.lv/ta/en/id/107820%E2%80%911criminalesprocedura%E2%80%911law>
5. Developments in the law. (1979). Harvard Law Review, 92, 1248.
6. Doyle, C. (2013, October 30). Corporate criminal liability: An overview of federal law (Congressional Research Service Report No. 7-5700, R43293). Congressional Research Service.
7. Federal Law of the Russian Federation “On Combating Corruption,” No. 273-FZ, adopted December 25, 2008 (latest consolidated ed.). Pravo.gov.ru – Official Legal Information Portal of Russia. Retrieved from <https://pravo.gov.ru>
8. Law on Criminal Liability of Legal Entities (Official Gazette of the Republic of Montenegro, Nos. 2/2007, 13/2007, 30/12, 39/16). (n.d.). Law on criminal liability of legal entities of Montenegro. Retrieved from https://track.unodc.org/uploads/documents/BRI-legal-resources/Montenegro/9_-_Law_on_criminal_liability_of_legal_entities.pdf
9. Law on the Liability of Legal Entities for Criminal Offences of the Republic of Serbia (Official Gazette of the Republic of Serbia No. 97/2008 of October 27, 2008). (n.d.). Republic of Serbia – national legislation. Retrieved from <https://sherloc.unodc.org/cld/uploads/res/document/sr>

- [b/2008/law_on_the_liability_of_legal_entities_for_criminal_offences_html/LawOnLiability.pdf](#)
10. Law on the Liability of Legal Persons for Criminal Offenses of the Republic of Slovenia (Zakon o odgovornosti pravnih oseb za kazniva dejanja, adopted Sept. 25, 1999), Uradni list Republike Slovenije
 11. Law on the Liability of Legal Persons for Criminal Offenses of the Republic of Croatia (Zakon o odgovornosti pravnih osoba za kaznena djela, adopted Sept. 30, 2003), Narodne novine
 12. OECD. (2015, March 24). Ukraine: Round 3 monitoring report (p. 52). <https://www.oecd.org/corruption/anti-bribery/Ukraine-Round-3-Monitoring-Report-RUS.pdf>
 13. Republic of Macedonia. Criminal Code (enacted 23 July 1996, came into effect 1 November 1996; consolidated with amendments through 2018). (n.d.). WIPO Lex. Retrieved from <https://www.wipo.int/wipolex/edocs/lexdocs/laws/en/mk/mk018en.html>
 14. **Shovaliev, D.** (2011). Autonomy and its features (p. 17). Moscow, Russia
 15. United States v. T.I.M.E.-D.C., Inc., 381 F. Supp. 730, 738–741

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