

Black's Law Dictionary (11th ed. 2019), agent

AGENT

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[Preface](#) | [Guide](#) | [Legal Maxims](#) | [Bibliography](#)

agent (15c) **1.** Something that produces an effect <an intervening agent>. See [CAUSE \(1\)](#); [ELECTRONIC AGENT](#). **2.** Someone who is authorized to act for or in place of another; a representative <a professional athlete's agent>. — Also termed *commissionaire*. See [AGENCY](#). Cf. [PRINCIPAL](#), *n.* (1); [EMPLOYEE](#).

“Generally speaking, anyone can be an agent who is *in fact* capable of performing the functions involved. The agent normally binds not himself but his principal by the contracts he makes; it is therefore not essential that he be legally capable to contract (although his duties and liabilities to his principal might be affected by his status). Thus an infant or a lunatic may be an agent, though doubtless the court would disregard either's attempt to act if he were so young or so hopelessly devoid of reason as to be completely incapable of grasping the function he was attempting to perform.” Floyd R. Mechem, *Outlines of the Law of Agency* 8–9 (Philip Mechem ed., 4th ed. 1952).

“The etymology of the word agent or agency tells us much. The words are derived from the Latin verb, *ago, agere*; the noun *agens, agentis*. The word agent denotes one who acts, a doer, force or power that accomplishes things.” Harold Gill Reuschlein & William A. Gregory, *The Law of Agency and Partnership* § 1, at 2–3 (2d ed. 1990).

- **agent not recognized.** *Patents.* A patent applicant's appointed agent who is not registered to practice before the U.S. Patent and Trademark Office. • A power of attorney appointing an unregistered agent is void. See *patent agent*.
- **agent of necessity.** (1857) An agent that the law empowers to act for the benefit of another in an emergency. — Also termed *agent by necessity*.
- **apparent agent.** (1823) Someone who reasonably appears to have authority to act for another, regardless of whether actual authority has been conferred. — Also termed *ostensible agent*; *implied agent*.
- **associate agent.** *Patents.* An agent who is registered to practice before the U.S. Patent and Trademark Office, has been appointed by a primary agent, and is authorized to prosecute a patent application through the filing of a power of attorney. • An associate agent is often used by outside counsel to assist in-house counsel. See *patent agent*.
- **bail-enforcement agent.** See [BOUNTY HUNTER](#).
- **bargaining agent.** (1935) A labor union in its capacity of representing employees in collective bargaining.
- **broker-agent.** See [BROKER](#).
- **business agent.** See [BUSINESS AGENT](#).
- **case agent.** See [CASE AGENT](#).
- **clearing agent.** (1937) *Securities.* A person or company acting as an intermediary in a securities transaction or providing facilities for comparing data regarding securities transactions. • The term includes a custodian of securities in connection with the central handling of securities. Securities Exchange Act § 3(a)(23)(A) ([15 USCA § 78c\(a\)\(23\)\(A\)](#)). — Also termed *clearing agency*.
- **closing agent.** (1922) An agent who represents the purchaser or buyer in the negotiation and closing of a real-property transaction by handling financial calculations and transfers of documents. — Also termed *settlement agent*. See also *settlement attorney* under [ATTORNEY](#).
- **co-agent.** (16c) Someone who shares with another agent the authority to act for the principal. — Also termed *dual agent*. Cf. *common agent*.

- **commercial agent.** (18c) **1. BROKER.** **2.** A consular officer responsible for the commercial interests of his or her country at a foreign port. **3.** See *mercantile agent*. **4.** See *commission agent*.
- **commission agent.** (1812) An agent whose remuneration is based at least in part on commissions, or percentages of actual sales. • Commission agents typically work as middlemen between sellers and buyers. — Also termed *commercial agent*.
- **common agent.** (17c) An agent who acts on behalf of more than one principal in a transaction. Cf. *co-agent*.
- **corporate agent.** (1819) An agent authorized to act on behalf of a corporation; broadly, all employees and officers who have the power to bind the corporation.
- **county agent.** See *juvenile officer under OFFICER (1)*.
- **del credere agent** (del kred-ə-ray or kray-də-ray) (1822) An agent who guarantees the solvency of the third party with whom the agent makes a contract for the principal. • A *del credere* agent receives possession of the principal's goods for purposes of sale and guarantees that anyone to whom the agent sells the goods on credit will pay promptly for them. For this guaranty, the agent receives a higher commission for sales. The promise of such an agent is almost universally held not to be within the statute of frauds. — Also termed *del credere factor*.
- **diplomatic agent.** (18c) A national representative in one of four categories: (1) ambassadors, (2) envoys and ministers plenipotentiary, (3) ministers resident accredited to the sovereign, or (4) *chargés d'affaires* accredited to the minister of foreign affairs.
- **double agent.** (1935) **1.** A spy who finds out an enemy's secrets for his or her principal but who also gives secrets to the enemy. **2.** See *dual agent* (2).
- **dual agent.** (1881) **1.** See *co-agent*. **2.** An agent who represents both parties in a single transaction, esp. a buyer and a seller. — Also termed (in sense 2) *double agent*.
- **emigrant agent.** (1874) One engaged in the business of hiring laborers for work outside the country or state.
- **enrolled agent.** See *ENROLLED AGENT*.
- **escrow agent.** See *ESCROW AGENT*.
- **estate agent.** See *real-estate agent*.
- **fiscal agent.** (18c) A bank or other financial institution that collects and disburses money and services as a depository of private and public funds on another's behalf.
- **foreign agent.** (1938) Someone who registers with the federal government as a lobbyist representing the interests of a foreign country or corporation.
- **forwarding agent.** (1837) **1. FREIGHT FORWARDER.** **2.** A freight-forwarder who assembles less-than-carload shipments (small shipments) into carload shipments, thus taking advantage of lower freight rates.
- **general agent.** (17c) An agent authorized to transact all the principal's business of a particular kind or in a particular place. • Among the common types of general agents are factors, brokers, and partners. Cf. *special agent*.
- **government agent.** (1805) **1.** An employee or representative of a governmental body. **2.** A law-enforcement official, such as a police officer or an FBI agent. **3.** An informant, esp. an inmate, used by law enforcement to obtain incriminating statements from another inmate.
- **gratuitous agent.** (1822) An agent who acts without a right to compensation.
- **high-managerial agent.** (1957) **1.** An agent of a corporation or other business who has authority to formulate corporate policy or supervise employees. — Also termed *superior agent*. **2.** See *superior agent* (1).
- **implied agent.** See *apparent agent*.
- **independent agent.** (17c) An agent who exercises personal judgment and is subject to the principal only for the results of the work performed. Cf. *nonservant agent*.
- **innocent agent.** (1805) *Criminal law.* A person whose action on behalf of a principal is unlawful but does not merit prosecution because the agent had no knowledge of the principal's illegal purpose; a person who lacks the *mens rea* for an offense but who is tricked or coerced by the principal into committing a crime. • Although the agent's conduct was unlawful, the agent might not be prosecuted if the agent had no knowledge of the principal's illegal purpose. The principal is legally accountable for the innocent agent's actions. See *Model Penal Code* § 2.06(2)(a).
- **insurance agent.** See *INSURANCE AGENT*.
- **jural agent.** See *JURAL AGENT*.
- **land agent.** See *LAND AGENT*.

- **listing agent.** (1927) The real-estate broker's representative who obtains a listing agreement with the owner. Cf. *selling agent*; *showing agent*.
- **local agent.** (1804) **1.** An agent appointed to act as another's (esp. a company's) representative and to transact business within a specified district. **2.** See *special agent*.
- **managing agent.** (1812) A person with general power involving the exercise of judgment and discretion, as opposed to an ordinary agent who acts under the direction and control of the principal. — Also termed *business agent*.
- **mercantile agent.** (18c) An agent employed to sell goods or merchandise on behalf of the principal. — Also termed *commercial agent*.
- **nonservant agent.** (1920) An agent who agrees to act on the principal's behalf but is not subject to the principal's control over how the task is performed. • A principal is not liable for the physical torts of a nonservant agent. See [INDEPENDENT CONTRACTOR](#). Cf. *independent agent*; [SERVANT](#).
- **ostensible agent.** See *apparent agent*.
- **patent agent.** (1859) A specialized legal professional — not necessarily a lawyer — who has fulfilled the U.S. Patent and Trademark Office requirements as a representative and is registered to prepare and prosecute patent applications before the PTO. • To be registered to practice before the PTO, a candidate must establish mastery of the relevant technology (by holding a specified technical degree or equivalent training) in order to advise and assist patent applicants. The candidate must also pass a written examination (the “Patent Bar”) that tests knowledge of patent law and PTO procedure. — Often shortened to *agent*. — Also termed *registered patent agent*; *patent solicitor*. Cf. [PATENT ATTORNEY](#).
- **primary agent.** (18c) An agent who is directly authorized by a principal. • A primary agent generally may hire a subagent to perform all or part of the agency. Cf. *subagent* (1).
- **private agent.** (17c) An agent acting for an individual in that person's private affairs.
- **process agent.** (1886) A person authorized to accept service of process on behalf of another. See *registered agent*.
- **procuring agent.** (1954) Someone who obtains drugs on behalf of another person and delivers the drugs to that person. • In criminal-defense theory, the procuring agent does not sell, barter, exchange, or make a gift of the drugs to the other person because the drugs already belong to that person, who merely employs the agent to pick up and deliver them.
- **public agent.** (17c) A person appointed to act for the public in matters relating to governmental administration or public business.
- **real-estate agent.** (1844) An agent who represents a buyer or seller (or both, with proper disclosures) in the sale or lease of real property. • A real-estate agent can be either a broker (whose principal is a buyer or seller) or a salesperson (whose principal is a broker). — Also termed *estate agent*. Cf. [REALTOR](#).
- **record agent.** See [INSURANCE AGENT](#).
- **registered agent.** (1809) A person authorized to accept service of process for another person, esp. a foreign corporation, in a particular jurisdiction. — Also termed *resident agent*. See *process agent*.
- **registered patent agent.** See *patent agent*.
- **resident agent.** See *registered agent*.
- **secret agent.** See [SECRET AGENT](#).
- **selling agent.** (1839) **1.** The real-estate broker's representative who sells the property, as opposed to the agent who lists the property for sale. **2.** See *showing agent*. Cf. *listing agent*.
- **settlement agent.** (1952) See *closing agent*.
- **showing agent.** (1901) A real-estate broker's representative who markets property to a prospective purchaser. • A showing agent may be characterized as a subagent of the listing broker, as an agent who represents the purchaser, or as an intermediary who owes an agent's duties to neither seller nor buyer. — Also termed *selling agent*. Cf. *listing agent*.
- **soliciting agent.** (1855) **1.** *Insurance.* An agent with authority relating to the solicitation or submission of applications to an insurance company but usu. without authority to bind the insurer, as by accepting the applications on behalf of the company. **2.** An agent who solicits orders for goods or services for a principal. **3.** A managing agent of a corporation for purposes of service of process.
- **special agent.** (17c) **1.** An agent employed to conduct a particular transaction or to perform a specified act. Cf. *general agent*. **2.** See [INSURANCE AGENT](#).

- **pecially accredited agent.** (1888) An agent that the principal has specially invited a third party to deal with, in an implication that the third party will be notified if the agent's authority is altered or revoked.
- **statutory agent.** (1844) An agent designated by law to receive litigation documents and other legal notices for a nonresident corporation. • In most states, the secretary of state is the statutory agent for such corporations. Cf. *agency by operation of law* (1) under AGENCY (1).
- **stock-transfer agent.** (1873) See *transfer agent*.
- **subagent.** (18c) 1. A person to whom an agent has delegated the performance of an act for the principal; a person designated by an agent to perform some duty relating to the agency. • If the principal consents to a primary agent's employment of a subagent, the subagent owes fiduciary duties to the principal, and the principal is liable for the subagent's acts. — Also termed *subservant*. Cf. *primary agent*; *subordinate agent*.

“By delegation ... the agent is permitted to use agents of his own in performing the function he is employed to perform for his principal, delegating to them the discretion which normally he would be expected to exercise personally. These agents are known as subagents to indicate that they are the agent's agents and not the agents of the principal. Normally (though of course not necessarily) they are paid by the agent. The agent is liable to the principal for any injury done him by the misbehavior of the agent's subagents.” Floyd R. Mechem, *Outlines of the Law of Agency* § 79, at 51 (Philip Mechem ed., 4th ed. 1952).

2. See *buyer's broker* under BROKER.

- **subordinate agent.** (17c) An agent who acts subject to the direction of a superior agent. • Subordinate and superior agents are co-agents of a common principal. See *superior agent*. Cf. *subagent* (1).
- **successor agent.** (1934) An agent who is appointed by a principal to act in a primary agent's stead if the primary agent is unable or unwilling to perform.
- **superior agent.** (17c) 1. An agent on whom a principal confers the right to direct a subordinate agent. See *subordinate agent*.
- 2. See *high-managerial agent* (1).
- **transfer agent.** (1850) An organization (such as a bank or trust company) that handles transfers of shares for a publicly held corporation by issuing new certificates and overseeing the cancellation of old ones and that usu. also maintains the record of shareholders for the corporation and mails dividend checks. • Generally, a transfer agent ensures that certificates submitted for transfer are properly indorsed and that the transfer right is appropriately documented. — Also termed *stock-transfer agent*.
- **trustee-agent.** A trustee who is subject to the control of the settlor or one or more beneficiaries of a trust. See TRUSTEE (1).
- **undercover agent.** (1930) 1. An agent who does not disclose his or her role as an agent. 2. A police officer who gathers evidence of criminal activity without disclosing his or her identity to the suspect.
- **undisclosed agent.** (1863) An agent who deals with a third party who has no knowledge that the agent is acting on a principal's behalf. Cf. *undisclosed principal* under PRINCIPAL (1).
- **universal agent.** (18c) An agent authorized to perform all acts that the principal could personally perform.
- **vice-commercial agent.** (1800) *Hist.* In the consular service of the United States, a consular officer who was substituted temporarily to fill the place of a commercial agent who was absent or had been relieved from duty.

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