JURISPRUDENCE OF CORPORATE PERSONALITY: RETHINKING THE PARADOX OF SEPARATE PERSONHOOD IN FICTION THEORY*

Abstract
The fiction theory of legal personality made a distinction between the natural person and artificial person and considered the company an artificial person separate from its natural members. Popular as this corporate jurisprudence is, yet some exceptions were created where the corporate veil could be punctured. However, the exceptions to the ratio in Salomon's case did show that the legal, artificial and separate personality is to be set aside in some restricted circumstances. What the fiction theorists did was to throw away through the front door the relevance of facing directly the natural persons of the company whilst recognizing the same through the back door. This study recommended that such legal personality enthroned in Salomon is to be completely set aside because the assignation of such an artificial personality is illogical and unjustifiable. The decision in Salomon is in itself clearly flawed and unethical. More importantly, such a metaphysical personality is unfair both to the creditors and the owners of the company.

Keywords: *Corporate personality, Fiction theory, Person, Jurisprudence, Salomon v Salomon, paradox*

1. Introduction

The question who, what and whence is the company has remained elusive as an issue for legal philosophers down the ages. The premise of the legal fiction theorists is that the concept of 'person' involves both the natural and the artificial. This group of legal thinkers proceeded to infer that the company has an artificial personality, assigned to it by law. A corollary to this inference is that the company is a separate person from the shareholders, managers and the entire members of the company. Against this background, this essay seeks to inquire into the postulations of the legal fiction theory, pointing out the inconsistencies that clogged its success. The mind-boggling questions are: can the meaning of the concept of 'person' involve both the natural and artificial? To what extent would the law justifiably assign artificial personality to the company? How separate is the separate personality of the company from its members? Attempt to provide answers to these questions runs through this essay in various forms.

2. Unlocking The Quintessentials of Legal Fiction Theory: Can 'Person' Have Only One Natural Meaning?

The legal fiction theory rests on the distinction between natural and artificial persons.[1] Natural persons exist in form given to it by the God of nature whilst artificial person are in form created and

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[1] William S. Laufer, *Corporate Bodies and Guilty Minds: The Failure of Corporate Criminal Liability* (University of Chicago Press 2006) 50; Edward Mussawir, *Jurisdiction in Deleuze: The Expression and Representation of Law* (Routledge 2011) 31; Mr Michael Galanis, and Mr Alan Dignam, *The Globalization of Corporate Governance* (Ashgate Publishing Company 2009) 10-11

designed by human laws.[2] The words and actions of the natural person are his own, whilst the artificial person represents the words and actions of another. The artificial type of person extends to the inanimate which can own goods and act in law. [3] The fiction theory of legal personality distinguishes the legal natural person capable of rights and duties from the artificial person created by law who may be real (natural) or imaginary (artificial).[4] Thus, the fundamental belief of the fiction theorists is that all human beings are natural persons; nevertheless, there exists also legally created artificial person. [5] In law, this type of artificial person implies a subject of right-duties and possesses subjective rights properly vested in it by virtue of the law.

3. The Company as an Artificial Person Created by Law

Following the categorization of persons into the natural and the artificial, the legal fiction theorists inferred that the company belongs to the latter category of artificial person created by law. The company is understood to be an artificial person, invisible, intangible and immortal depending only in the intendment and consideration of law.[6] Pope Innocent IV (1243-1254) is considered the promulgator or the originator of legal, artificial, personality of the company in the thirteenth century. He had opined that 'the collective in matters involving the corporation is to be treated as if it is one' which has been Latinized as *'collegium in causa universitas fingatur una persona*.' In the case of *Trustees of Dartmouth College v Woodward*[7], the legal artificial personality of the company was expressed as follows:

> A corporation is an artificial being, invisible, intangible, and existing only in contemplation of law. Being the mere creature of law, it possesses only those properties which the charter of its creation confers upon it, either expressly or as incidental to its very existence…Among the most important are immortality and if the expression be allowed, individuality; property by which perpetual succession of many persons are considered as the name, and may act as a single individual.

This theory is supported many jurists, particularly, Von Savigny, Coke, Blackstone and Salmond. According to this theory, the legal personality of entities other than human beings is the result of a fiction.

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[2]Sir William Blackstone et al, *Commentaries on the Laws of England : In Four Books, with an Analysis of the Work* (Harper and Brothers Publishers 1852) 122

[3]Norberto Bobbio, *Thomas Hobbes and the Natural Law Tradition* (Daniella Gobetti tr, University of Chicago Press 1993) 187

[4] Léon Michoud, 'La notion de personnalite morale' (1899) 11 Revue Du Droit Public, 1, 8; Neocleous Mark, *Imagining The State* (Open University Press 2003) 88

[5] Friedrich Karl Von Savigny, *Jural Relations; Or, the Roman Law of Persons as Subjects of Jural Relations: Being a Translation of the Second Book of Savigny's System of Modern Roman Law* (Wiley and Sons 1884) 181-204

[6] Michael Boylan (ed), *Business Ethics* (2nd edn, John Wiley and Sons 2014) 66; Paul D Halliday, *Dismembering the Body Politic: Partisan Politics in England's Towns, 1650-1730* (Cambridge University Press 1998) 31

[7] *Trustees of Dartmouth College v Woodward* (1819) 17 US (4 Wheat) 518, 636

4. The Separate Personality of the Company

The legal fiction theorists contended that 'person' can exist both in the natural and artificial sense, and the company has an artificial personality given to it by law. They also inferred consequently that the company is a separate person from its members. The separate personality of the company forms the fulcrum in the decision in *Salomon v Salomon*. In that case, Aaron Salomon, a leather merchant established his business and transferred it to a limited company where him and his six other family members were subscribers to the memorandum of the company. The purchase price was £38, 782 and Salomon took 20, 001 shares and the debentures as part payment of the sale whilst the six other members of the family had one shares each. The company later became liquidated and the liquidator alleged that the business still belong to Salomon in that the company was a sham in limiting the liability of Salomon contrary to the objectives of the Companies Act 1862 in England. Whilst delivering its judgment, the House of Lords took time to clarify the personality of the company. Lord MacNaghten stated that in law, the company is a person separate from the shareholders and the business might be the same after incorporation, with the same people acting as managers and the same people receiving the profits. However, in law, the company is neither the agent of the shareholders nor is it a trustee for them and the members were not liable other than to the extent and form the Act indicated. [8] The separate personality of the company is statutorily provided in the following manner:

> As from the date of incorporation mentioned in the certificate of incorporation, the subscribers of the memorandum together with such other persons as may, from time to time, become members of the company, shall be a body corporate by the name contained in the memorandum capable forthwith of exercising all the powers and functions of an incorporated company including the power to hold land and having perpetual succession and a common seal, but with such on the part of the members to contribute to asset of the company in the event of its being wound-up as is mentioned in this Act.[9]

Under the English statute, it is similarly provided that on registering the company, the registrar of companies shall give a certificate that the company is incorporated. The subscribers to the memorandum and other persons, who from time to time are members of the company, are body corporate through the name stated in the certificate of incorporation.[10] The consequence of incorporation is that the company becomes a person in law separate or distinct from any and all of the individual members of the company, be it the owners, shareholders, managers, directors or any other individual members;[11] can own property; [12] be a party to a contract;[13] carry out tortuous act and be a victim of tortuous act; [14] act criminally and be a victim of a criminal act;[15] and have human rights. [16]

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[8] *Salomon v A Salomon & Co Ltd* [1897] AC 22, 51 (Lord MacNaghten)
[9] The Companies and Allied Matters Act, Cap C20, Laws of the Federation of Nigeria 2004 s 37
[10] The Companies Act 2006 s 15 (1), 16 (2)
[11] *Salomon v A Salomon & Co Ltd* [1897] AC 22
[12] *Macaura v Northern Assurance Co Ltd* [1925] AC 619
[13] *Re Noel Tedman Holding Pty Ltd* [1967] QdR 561
[14] *Campbell v Paddington Corporation* [1911] 1 KB 869
[15] *R v P & O European Ferries (Dover) Ltd* (1990) 93 CR App R 72
[16] The European Convention of Human Rights 1950, Articles 6, 10, 14

5. The Doctrine of Lifting the Veil: Exceptions to Corporate Separate Personality

Despite the recognition of separate personality of the company, it has been received with reservations in that it can be set aside and the corporate veil lifted in some exceptional circumstances.[17] Under the Nigerian statute, the veil will be pierced where a company carries on business without meeting the minimum requirement of at least and does so for more than six months. In this case, every director or officer of the company involved will be liable jointly and severally with the company for the debts contracted by the company within the period.[18] The veil will also be lifted where the number of directors is not up to two and the company does business after sixty days. In such a circumstance, every director or member of the company will be found liable for all liabilities and debts incurred by the company.[19] The corporate veil will be pierced where a company receives money as a loan for a particular purpose, but fraudulently fails to apply the money for its purpose. In this situation, the defaulting director or other officer will be personally liable to person or party from whom the money or property was received.[20] The veil will be set aside where in the course of winding up, a company does business recklessly or fraudulently whilst relating with creditors. Upon the application of the official receiver or liquidator or any creditor or contributory of the company, participating persons or parties will be personally responsible. The veil can also be dislodged where an officer of a company, or any person on its behalf, issues or authorizes the issue of any bill of exchange, promissory note, endorsement, cheque or make an order for money or goods without the name of the company on it. The veil will be lifted and the issuing officer will be liable to the holder of such bill of exchange.[21] The corporate veil will also be pierced where a company with subsidiaries prepares group financial statements dealing with the state of affairs and the profit and loss of the company and the subsidiaries at the end of its financial year as statutory provided.[22] If the commission appoints an inspector to investigate the affairs of a company, the inspector may, where necessary, conduct investigation into the affairs of any other related company and make report on the affairs of the company. This also involves setting aside the corporate veil.

The doctrine of lifting the veil is also supported by case laws. It has been decided that where a country is at war or in some other socio-economic conflict, the veil will be set aside in the interest of the nation.[23] In *Daimler v Continental Tyre & Rubber Co*, members of Continental Tyre & Rubber Co. were German nationals who sought to enforce the debt owed to them by Daimler. With regards to the war between UK and Germany, the separate personality of Continental Tyre & Rubber Co, from its members was set aside as the order to enforce the debts was granted.[24] The corporate veil will be disregarded where there is an evidence of fraudulent abuse or some improper conduct. In *Akande v Omisade*, it was held that where a company is formed for a clear aim of engaging in a wrongful or unlawful act, or when formed those in control clearly directed for a wrongful or lawful

[17] *Aderemi v Lan and Baker Nigeria Ltd* (2000)7 N.W.L.R (pt.663) 51; *Dimbley & Sons Ltd v NUJ* (1984)1 All ER 751, 758
[18] The Companies and Allied Matters Act 2004 s 93
[19] The Companies and Allied Matters Act 2004 s 246 (3)
[20] The Companies and Allied Matters Act 2004 s 290
[21] The Companies and Allied Matters Act 2004 s 548 (1)(c)
[22] The Companies and Allied Matters Act 2004 s 336- 338
[23] *Polzeath* [1916] 32 TLR 674; *Bank Voor Handel en Scheepvaart NV v Slatford* [1953] 1 QB 248
[24] *Daimler v Continental Tyre & Rubber Co* [1916] 2 AC 307

act to be done, the individual and the company will be liable.[25] Similarly, in *Gilford Motor Co v Horne*, there was a contract between Mr Horne and Gilford Motor. In that contract both parties agreed to a restrictive which restricts Mr Horne from dragging along the customers of the company. However whilst leaving his employment, Mr Horne formed a company through nominees. The court held the company to be a sham and fraudulent means of escaping the terms of the restrictive covenant.[26] Also in *Jones v Lipman*, a contract for sale of land was entered into by Mr Jones and Lipman. However, Mr. Lipman tried to avoid its specific performance by transferring the contractual land to a company incorporated by him. The incorporated company was held by the court to be a fraudulent means by Mr. Lipman to avoid his contractual obligation. Consequently, order of specific performance was granted.[27]

The corporation can be unveiled where a contributory interest or an economic entity is established. This principle has also been regarded as the single enterprise or single economic unit theory. In *Union Beverages Ltd v Pepsi Cola International Ltd and Others*, an agreement was entered into by Union Beverages Ltd (UBL) and Pepsicola Incorporated (P. Inc.) by which exclusive bottling appointment was granted to UBL by P. Inc. Pepsi International Ltd (PIL) a subsidiary of P. Inc. was the representative of P. Inc. in Nigeria. UBL alleged a breach of contract and instituted an action in court seeking to restrain PIL not to renege from the agreement. The Supreme Court held as follows: that the agreement was entered into strictly between UBL and P. Inc and not PIL and the interlocutory injunction will be refused; that PIL has its own separate legal personality, notwithstanding it is a subsidiary of P. Inc.; that the subsidiary company cannot be made responsible for the actions or omissions of the parent company and vice versa; that to hold PIL responsible for the acts or omissions of P. Inc. will be unjustifiable; that it would have been a different case had it been one company acted as agent or servant of the other; that it would have been a different case had it been one company acted as agent or servant of the other; that if the two companies were proved to be one to all intent and purpose, the corporate veil could be lifted and each held liable for the acts or omissions of each other.[28]

It has been suggested that *Union Beverages Ltd v Pepsi Cola International Ltd* would have been decided differently had UBL adduced evidence to show that both PIL and P. Inc were one economic entity.[29] This was considered in the case of *Holdsworth & Co. v Caddies*. In that case, Mr. Holdsworth was made the managing director of a textile company following a buyout. The holding company later became dissatisfied with Mr Holdsworth and restricted his managerial duties to the subsidiary company. Mr Holdsworth thus brought an action on the ground that the subsidiary is a separate person from the holding company. The court held that the subsidiary is merely a division of the holding company and the two are but in reality one economic entity.[30] In *Scottish Co-operative Wholesale Society v Meyer*, the subsidiary company was not entirely owned by the holding of company but the latter had a control over the corporate policy of the former. The court considered both one economic entity and granted the relief sought by Meyer, a minority shareholder in the

[25] *Akande v Omisade* Suit No. FCA/L/TO8/180 of the 4th May 1983 (Unreported)
[26] *Gilford Motor Co v Horne* [1993] ch 935
[27] *Jones v Lipman* [1962] 1 WLR 832
[28] *Union Beverages Ltd v Pepsi Cola International Ltd and Others* (1994) 2 SCNJ 157
[29] Olakunle Oloje, *Company Law and Practice* (5th edn, Lexis Nexis 2008) 93
[30] *Holdsworth & Co. v Caddies* [1955] 1 WLR 352

subsidiary.[31] However, in *Adams v Cape Industries*, the court had decided that strong economic relationship among a group of companies alone cannot justify the merging of a group of companies into one economic entity. Instead, economic entity can be justified where the subsidiary is an alias of the parent company or a façade.[32] In a more recent case of *Prest v Petrodel*, the court had decided that the corporate veil can be dislodged where a person under an existing legal obligation or liability or under an existing legal constraints, deliberately interpose a company under his control. In this situation, the 'evasion principle' will be applied and the corporate veil pierced to deprive the company or its controller the benefit they would have gained by virtue of corporate separate personality.[33]

6. The Paradox of Separate Personhood in Legal Fiction Theory: Rethinking the Corporate Personality: Can the Company Justifiably be an Artificial Person?

The attribution of 'person' to the company remains unjustifiable in as much the corporate artificial person cannot be a citizen.[34] Although the company as an artificial person has agency, it has not been required to carry out the roles of other embodied persons or citizen. It is just a mere metaphysical sham, a collective unity or a whole derived from a number of parts; it possesses no body for punishment and making retributive justice appears dissatisfactory in relation to the corporation. The company cannot have responsibility and be a moral being[35] which goes to show that it would not justifiably be a person. However, the boat of this argument can be rocked by arguing that the person of the company is a legal and an artificial one and should not be understood in the natural sense. Be that as it may, Maitland had rightly pointed out that 'dry' as applicable to a specific wine has the type of meaning and only the type of meaning, which it has when it is applicable to the category of beverages generally. Why should not the same kind of thing be applicable to the concept of 'person' in law?[36] It is acceptable for the fiction theorists to use the 'concept' of person technically; however such technicality should not be used on things that even though it has to do with the law is larger and beyond the law. The company might have its legal aspects, but it also has other aspects beyond the law, extending to things in their purely economic, financial and natural senses, among others, for the common good of the State at large.

7. The House of Lords Sowed a Seed of Destruction in *Salomon*

A perusal through the pages of *Solomon v Salomon* will reveal that the decision conflicts with the principle of equity and fairness, contrary to the conventional belief.[37] In that case, the creditors were unable to be paid owing to the application of the separate personality. The questions are: is it just, fair and equitable to allow the creditors go empty handed by virtue of the legal, artificial and separate personality of the company? What if the money owed the creditors constitute the essence of their living? And what if Mr. Salomon has other assets to which he can actually repay the creditors comfortably without much hassles? The law lords in *Salomon* did have a particular attitude toward

[31] *Scottish Co-operative Wholesale Society v Meyer* [1959] AC 324
[32] *Adams v Cape Industries Plc* [1990] Ch 433, 513
[33] *Prest v Petrodel Resources Limited and Others* [2013] UKSC 34; [2013] 2 AC 415
[34] *Marshall v. Baltimore & Ohio Railroad Company* (1853) 57 U.S. 314, 327
[35] Amelie O Rorty (ed), *The Identities of Persons* (University of California Press 1976) 6; Max Radin, 'The Endless Problem of Corporate Personality' (1932) 32 Column L Rev 643, 665
[36] John Dewey, 'A Historical Background to Corporate Legal Personality' (1926) 35(6) YLJ 655
[37] Stephen Griffin, *Company Law: Fundamental principles* (4th edn, Pearson 2006) 23

the issue before them; in truth, they wanted to preserve the 'separate personality' at all costs at the neglect of the most pressing concern of justice leaving unsecured creditors in an unfair situation. Following the decision in *Salomon*, a trader whilst incorporating a business will enjoy the benefit of limited liability and could also ensure through taking debentures in the company that he had a first call on the assets of the company when there is insolvency. Where a founding corporate member takes debentures in the enterprise, the company charges will be registered for a future creditor to check and discover the charges of the company. But if a creditor fails to check the register, he will be considered to having a constructive notice of the register charge. Nevertheless, commercial reality shows that small trade creditors are not likely to spend time and money on register checks.[38] Impliedly *Salomon* did place unsecured trade creditors in dangerous situation, particularly, when they come seeking the repayment of debts by the company.

Suffice it to say that the rule in *Salomon* is not only unfair to unsecured creditors but also to the owners of the company themselves who become depersonalized. The unintended consequence of the legal, artificial and separate personality is that people become alienated from their real way of existence due to reification of social relationships. The spiritual values usually associated with ownership are separated from it. Physical property gives the owner direct satisfaction aside the concrete income being yielded; or differently put, it constituted a part of his own personality. However, corporate revolution with its idea of separate legal personhood has deprived this quality from the property owner.[39] Simultaneously, depersonalizing ownership means that things owned becomes objectified, that is, claims to ownership is subdivided in such a way that the enterprise takes a life of independence, as if it is owned by no one.[40] The business corporation now constitutes a sort of property relations, with private ownership being replaced with corporate ownership.[41] The corporate enterprise is fashioned to be a system of authorizations in which individual actions are appropriated to the enterprise and what *he* does is regarded as *its* act.[42] As an entity with a separate legal existence from its members, the incorporated company is like an object that is cleansed and emptied of them.[43] The members are mere personifications over things which they no longer have control over and their lives under the relationship of fetishised object to fetishised object which make them alienated from their real way of existence.[44]

Progressing further, the boat of contract law seems to be rocked on that fateful day, 16 November 1896, when the judgment of *Salomon* was laid down unanimously by the Law Lords. In *High Trees,* Lord Denning emphasized the need to apply the principle that a promise which intended to be binding, intended to be acted on and in fact acted on, is binding where the terms are adequately

[38] Stephen Griffin, *Company Law: Fundamental Principles* (4th edn Pearson 2006) 9
[39] Adolf A Berle Jr and Gardiner C Means, *The Modern Corporation and Private Property* (2nd edn, Harcourt 1968) 66-67
[40] Ibid 352
[41] Dorothy Smith, 'Women, the Family and Corporate Capitalism' in Marylee Stephenson, ed., *Women in Canada* (General Publishing 1977) 17, 23-24
[42] ibid 24
[43] Paddy Ireland et al, 'The Conceptual Foundations of Modern Company Law' (1987) 14 J Law and Soc 149, 150
[44] Ibid 162

applicable.[45] In *Combe v Combe,* he stated it more accurately that where one party had through his words or conduct gave a promise or assurance which had an intention of affecting the legal relations existing between them and accordingly to be acted on, then once the other acted based on the words, the promisor or assurer will be disallowed from reverting to the earlier legal relations and making such promise or assurance irrelevant.[46] In relation to *Salomon*, there was an equivocal promise[47] rather than a gratuitous privilege[48] by Mr. Salomon to repay the creditors and on account of this the creditors have suffered some detriment[49] by giving out their money. Mr. Salomon will hence be estopped[50] from going back against the payment. *Salomon* is also case that concerns payment of debt and that calls to mind the *Pinnel's Case*[51]. In that case, it was made clear that part of a debt, and by extension a debt, is not to be forfeited to avoid violating the legal rule of contract. In as much as this case was not considered by the Law Lords in *Salomon*, it is within reason to say that *Salomon* was decided *per incuriam*.

More so, the *Salomon* principle entails that an entrepreneur like Aron Salomon may not give much care and attention to the relevance of dealing honestly and fairly with third parties, in so far as great personal risk of loss will not be suffered except wounded pride and the dreams of a profitable business. In the same manner, other shareholders in a company do not face personal risk of loss should the company fail owing to the acknowledged limited liability which limits their personal liabilities. When we knit these together, we have a situation where the entire economy is occupied by companies whose shareholders and management do not have much direct personal responsibility or loss if the companies fail. Apparently, such an economic situation where no-one faces the risk of open-ended, personal loss is hugely unethical.[52]

8. Piercing the Veil: A Qualification of the 'Wisdom' of *Salomon*

The legal, artificial and separate personality is in quagmire when faced with the doctrine of veil piercing. It is statutorily acceptable that the much-talked corporate veil can be disturbed, that is, certain provisions may in some situations where the provision is clear and unequivocal in its aim to dislodge the corporate veil, will jeopardise the rights that is usually attached to incorporation.[53] It is also case law-proven that for the protection of national interest, the corporate veil will be pierced when the nation is at war or in a situation of socio-economic clash.[54] A body of case-law exists which shows that the corporate veil in situation of fraudulent abuse can be removed. [55] Efforts have been made as well to pierce the corporate veil by showing a controlling interest or an economic

[45] *Central London Property Trust Ltd v High Trees House Ltd* [1947] KB 130, 136 (Denning J)
[46] *Combe v Combe* [1951] 2 KB 215, 220 (Denning LJ)
[47] *Central London Property Trust Ltd v High Trees House Ltd* [1947] KB 130
[48] *Woodhouse Israel Cocoa Ltd v Nigerian Product Marketing Co Ltd* [1972] AC 741; *Scandinavian Trading Tanker Co AB v Flota Petrolera Ecuatoriana (The Scaptrade*) [1983] 2 All ER 763
[49] *Central London Property Trust Ltd v High Trees House Ltd* [1947] KB 130
[50] *Combe v Combe* [1951] 2 KB 215
[51] *Pinnel's Case* (1602) 5 Co. Rep 117a
[52] Alastair Hudson, *Understanding Company Law* (Routledge 2011) 3
[53] *Dimbley & Sons Ltd v NUJ* [1984] 1 All ER 751, 758 (Lord Diplock)
[54] *Polzeath* [1916] 32 TLR 674; *Bank voor Handel en Scheepvaart NV v Slatford* [1953] 1 QB 248
[55] *Gilford Motor Co v Horne* [1993] ch 935; *Jones v Lipman* [1962] 1 WLR 832

entity or the company is the owner and controller of general policy structure of another company.[56] Of recent it was decided that it is necessary to perforate the veil when a person intentionally avoids an existing legal obligation, liability or legal restriction which he is subjected to or intentionally frustrates the enforcement by interposing a company he controls. In this circumstance, the court will employ the 'evasion principle' and the veil may be pierced.[57] These recognized exceptions to the legal, artificial and separate personality did show that the much-alleged legal artificial and separate personhood can be set aside whilst the natural persons remain same. What the fiction theorists did was to throw away through the front door the relevance of facing directly the natural persons of the company whilst recognizing the same through the back door.

9. Conclusion

The fiction theory of legal personality made a distinction between the natural person and artificial person and considered the company an artificial person separate from its natural members. To this general understanding of the company, some exceptions were created where the corporate veil will be punctured. However, whilst the exceptions to *Salomon* did show that the legal, artificial and separate personality is to be set aside in some restricted circumstances, this essay proposed that such personality is to be completely set aside because the assignation of such an artificial personality is illogical and unjustifiable; the decision in *Salomon* is in itself flawed and unethical; and more importantly, such a metaphysical personality is unfair both to the creditors and the owners of the company.

[56] *Holdsworth & Co v Caddies* [1955] 1 WLR 352; *Scottish Co-operative Wholesale Society v Meyer* [1959] AC 324 ; *DHN Food Distributors Ltd v Tower Hamlets London Borough Council* [1976] 1 WLR 852

[57] *Prest v Petrodel Resources Ltd* [2013] UKSC 34, 35