VEIL PIERCING IN THE UK: AN EVOLUTION OF DOCTRINAL APPROACHES

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ABSTRACT

This article examines the recent development of the legal doctrine of piercing the corporate veil in the UK, in light of the judgment given in *Prest v Petrodel*. The *Prest* case has significantly altered our understanding of veil piercing and has completely brought into question whether or not it may be called a "doctrine" at all. This article firstly establishes the different approaches to legal doctrine, namely one approach being generalist and broad, and another approach being methodical and exegetical. Then, by considering the case law on veil piercing before and after *Prest*, the article attempts to reconcile the change in law as being a change from a generalist position to one which is much more 'coherentist'; that is, before *Prest*, the concept of veil piercing was arbitrary and subject to circumstance, whereas now veil piercing is subject to a strict syntax. The article also contains a brief analysis of a similar division in the doctrinal understanding of veil piercing in the US. All in all, this work intends

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to solidify not only the modern methodical understanding of the doctrine, but also it tries to give a feel for the way in which future veil piercing cases will be decided.

I. INTRODUCTION

The corporate veil is a fundamental aspect of Company Law in many legal jurisdictions, separating the artificial legal personality of corporations from the real legal personalities of shareholders. However, there are certain given situations in both statutory and common law where the corporate veil can be "lifted" or "pierced", and the supposed separate personality is disregarded in order to establish justice. The issue, however, is that the situations in which the veil has been pierced have been rather inconsistent in the past. Therefore, this gives rise to the question; should we consider piercing the corporate veil as a consistent and independent doctrine, a general and broadened doctrine, or a mere concept which is invoked arbitrarily when the courts see that justice is left undone? This piece seeks to examine the various situations in which the corporate veil has been pierced in the past in the UK, to consider two distinct approaches to the legal doctrine, and also to establish a doctrinal evaluation through the examination of precedent in the US, where piercing the corporate veil is considered to be a doctrinal matter.

This piece seeks to examine the various situations in which the corporate veil has been pierced in the UK, to consider two distinct approaches to the legal doctrine, and then to establish whether or not piercing the corporate veil in the UK has developed into a much stricter doctrine, as opposed to one which is characterised by arbitrariness. By looking also at US law, this piece also explores how another common law system has been faced with the same issue, where there are also divides between coherentist and generalist schools, as a result of having to draw on such a wealth of conflicting precedents.

II. BACKGROUND: PREST V PETRODEL

Prest v Petrodel Resources Ltd[1] is a monumental case in UK Company Law and English Family Law. The final decision took place in the UK Supreme Court in 2013. The case concerned a couple, Mr and Mrs Prest, who were undergoing a divorce. Mrs Prest had claimed for ancillary relief against the companies owned by Mr Prest, due to the fact that these companies owned the family homes where Mrs Prest had been living throughout their marriage.

In the first instance, the Family Court decided to force Mr Prest to grant ancillary relief to Mrs Prest by using the Matrimonial Causes Act to effectively pierce the corporate veil. The Companies then appealed, and the decision was overturned. When the decision reached the Supreme Court, the court took the view that Mrs Prest did have a right to claim ancillary relief, but only to the assets which her husband held rather than the properties themselves.

This decision then led the Supreme Court to give a substantial amount of *obiter dicta* on the various issues relating to piercing the corporate veil in the United Kingdom. Essentially, the court held that piercing the corporate veil is only permissible in cases where there is impropriety, which occurs by interposing a company in order to escape existing legal obligations. However, when the court does pierce the veil, it is only allowed to do so to the extent necessary which would deprive the company director of their advantage over the company which has procured the evasion of the legal obligations.

The decision given in *Prest* was met with a lot of complicated discussion over what the approach of the UK Courts are to piercing the corporate veil on a more legal theoretical basis. Giving his opinion, Lord Walker said: "For my part I consider

[1] [2013] UKSC 34.

that 'piercing the corporate veil' is not a doctrine at all [...] it is simply a label."[2] The intention of this paper is not so much to discuss the actual details of *Prest v Petrodel*,[3] but rather to discuss the veracity of Lord Walker's statement, and whether we are to understand piercing the corporate veil as a doctrine, label, or otherwise.

III. DOGMATIC CONSIDERATIONS AND PIERCING THE VEIL

We can begin with Lord Walker's assertion above.[4] He says that it is merely a concept we use to "describe the disparate occasions on which some rule of law produces apparent exceptions to the principle of the separate juristic personality of a body corporate." There are various key questions which arise with this statement, most prominently that the definition of legal doctrine remains—lamentably—one of the most neglected areas of modern legal theory. Moreover, the statement instead shifts the onus of "piercing" from being an independent concept, to one which depends on another doctrine: the rule of law.[5] It is also hard to understand where Lord Walker seeks to place his definition; if it expressly does not lie—*sui iuris*—in the realm of independent doctrine, does a "label" constitute being part of another doctrine, or is it simply a term we are using to define situations where judges individually decide to impose a natural justice in commercial disputes?

The judgment given in *Prest* however, did not seem to be favourable to this liberal attitude to the application of piercing the veil. In *Prest*, Lord Sumption asserted two very distinct principles; the "concealment" principle and the "evasion" principle. The concealment principle[6] is understood to be when the court looks under

2 ibid 106.
3 *Prest* (n 1).
4 ibid.
5 For more analysis of the rule of law being a doctrine sui juris, see Vernon Bogdanor, "Human Rights and the New British Constitution" (Tom Sargant Lecture 2009).
6 *Prest* (n 1) 28.

the corporate veil to assess the facts that the corporate structure is concealing, but it is not piercing the veil; and this concept is oft used in situations where the veil should *not* be pierced. The evasion principle[7] however grants that the corporate veil can be pierced where a person is already under a legal obligation or liability and, on purpose, takes the decision to avoid it or frustrates an arrangement by way of company control. The courts are then allowed to take away the privilege of separate legal personality from the company or its controller in order to see that justice is done.

A. DISCOURSE: *PREST* AND ITS RELATION TO PRECEDENT

If we assess the circumstances whereby the veil was pierced in *Prest* and its preceding cases, we can perhaps gain an insight about the consistency of the concept, or lack thereof. Lord Sumption sets out in *Prest* an application of the aforementioned evasion principle. This principle is consistent with some common law precedent. For example, in the case of *Jones v Lipman*,[8] Lipman had a contract to sell to Jones, but he had purposefully avoided his obligation by using his company to make a fake purchase. Similarly, another example where the test would be proved notably successful is in *Gilford Motor Company v Horne*[9] wherein Horne, after having been excluded from working in an area close to his previous employer, Gilford Motor Company, decided to found a company in his wife's name and operate in the area under that alias. Nonetheless, the court held that this was a clear evasion of his obligation by the intentional interpositioning of his new company.

[7] ibid.
[8] [1962] 1WLR 832.
[9] [1933] Ch 935.

The decision in *Prest* is not entirely in harmony with preceding case law however. For example, *Macaura v Northern Assurance Co Ltd*[10] designated quite transparently that: "No shareholder has any right to any item of property owned by the company, for he has no legal or equitable interest therein."[11] Yet in *Prest*, this principle was overturned to give Mr Prest—and thus his wife—an insurable interest in company property; for which *Macaura*[12] did not allow. This resulted in Mr Prest being held liable for his abuse of company control (albeit not through veil piercing). This broadening of a previously restricted position could be seen as a revolutionary overturning of precedent regarding the rights of shareholders to company property.

The concept of piercing by evasion alone is also arguably inconsistent with some preceding cases. The case of *Kremen v Agrest*[13] held that the veil could be pierced if there was a strong practical reason for it, whereas Lord Sumption explains in *Prest* that the application of any doctrine in this case was "unsound".[14] This shows a very transparent inconsistency between the rubrical nature of the evasion principle and the seemingly arbitrary decision to allow piercing on a merely practical basis. Another case that *Prest* supposedly would contradict is *Trustor AB v Smallbone*.[15] In *Prest*, Lord Sumption noted that this case was actually decided incorrectly; that the veil itself should not have been pierced, but rather the thought that this was an example of where the concealment principle should have been applied. Lord Sumption also makes a potent and direct attack upon the precedent, rather than upon constancy.

Lord Sumption's definitions in *Prest* would create significant issues in the situations where there were exceptions to the evasion principle. There are two cases which jointly define some exceptions to the principle, before *Prest* came into force.

[10] [1925] AC 619.
[11] [1925] AC 619.
[12] ibid 626.
[13] [2012] EWHC 45 (Fam).
[14] *Prest* (n 1) 68.
[15] (No 2) [2001] EWHC 703 (Ch).

CMS Simonet v Dolphin[16] demonstrated that default fiduciaries who facilitate business to insolvent companies are to be held liable for the profits they make. This generally followed the premises provided for by the evasion principle, until it was refined in a tighter manner by the *Ultraframe*[17] case where it was held that if the fiduciary had not "received any benefit" from the profits, then it is the company which is held liable rather than the individual. This is a defiance of the evasion principle in its granting of an exception; the company was essentially established in *Ultraframe* so that the fiduciary could evade his liability. Now, it appears Lord Sumption has overturned the precedent by enforcing a stricter definition of the evasion principle.

B. DOCTRINAL BREADTH: CONSISTENCY VS. GENERAL CONCEPTUALISATION

It is necessary that we establish the nature of doctrine itself before setting out to apply it to the case directly. Tiller notes that doctrine may take many different forms; that it could be "fact dependent, and therefore limited, or sweeping in its breadth".[18] Doctrines such as the rule of law could be arguably broad, debatable and leave a lot of room for discussion. In fact, doctrine itself is a concept which lies without any solid legal definition, which—without pointing out the elephant in the room—is why this particular case is so hard to bring any definition to.

On the contrary, there are many strict and limited doctrines which apply to our legal system, such as the Corporate Veil itself, the origins of which stem from *Salomon v A Salomon & Co Ltd*.[19] The doctrine is rarely disputed, and separate legal personality itself is a specific, strict, and consistent doctrine which deserves little accusation of

[16] [2001] 2 BCLC 704.
[17] [2005] EWHC 1638 (Ch).
[18] Emerson H. Tiller and Frank B. Cross, 'What is Legal Doctrine?' (2005) Northwestern Public Law Research Paper No. 05-06, 3.
[19] [1896] UKHL 1.

ambiguity. In this way, doctrine becomes a matter of coherence and consistency. The traditional understanding of doctrine is a conventional one; that all law stems from dogmatic theory.[20] This requires an ethic of robust consistency in judicial decision making so that doctrine can form and be refined.[21] Legal academics argue that this consistency requires a form of judicial decision making based on "reasoned response to reasoned argument".[22] An historical argument in defence of traditional legal doctrine was boated by Savigny who posed that legal doctrine depends on a hermeneutical and methodical approach: "I state that the essence of the systematic method lies in the knowledge and exposition of the internal connection or affinity linking single legal concepts and legal rules in one great unit."[23] The systematic method of which the scholar speaks implies taking a methodical approach to the law, and the affinity implies a certain hermeneutic of continuity in legal thinking. Coherence, thus, is a matter of maintaining a historical method and a philosophical chain of thought.[24]

(i) Application of Prest to Doctrinal Theory

The principles which the *Prest* case establishes have now tightened the concept of piercing the veil and made it limited. Lord Sumption alludes to a coherent and strict doctrine when comparing our approach to piercing to civil law systems in his granting of specific principles to the action of veil piercing.[25] He states that there is no "general doctrine"[26] in our jurisdiction on piercing the veil. The use of the word "general" might imply two things; either that there is no doctrine at all or that the

[20] *Trustor AB* (n 15).
[21] ibid 4.
[22] David L. Shapiro, 'In Defense of Judicial Candor' (1987) 100 Harvard Law Review 731, 737.
[23] Savigny 1840, xxxvi.
[24] Savigny 1993, xxx.
[25] *Prest* (n 1) 18.
[26] ibid.

doctrine is very specific rather than generalised. Given Lord Sumption's extensive comment on the evasion and concealment principles, it would be reasonable to assume that he considers the doctrine to be quite specific.

Lord Neuberger conceded that, in future cases, veil piercing should be limited to the evasion principle and that concealment should be applied where appropriate.[27] Neither judges denied the doctrinal nature of veil piercing. Rather, Sumption sought to establish that there are specific principles, invoking the situations where dealings between two separate legal persons are in any way dishonest.[28] It seems that, if there had not been a strict, consistent and limited doctrine on veil piercing before; it had now been consolidated in *Prest*.

Lord Mance and Clarke similarly do not deny the doctrinal nature of Veil Piercing, but they grant it the broadened and generalised status which it had always held. Clarke further elaborated on this by saying that its limitations should not be understood to be clear *per se*. He authorised this with the case of *Ben Hashem v Al Shayif*,[29] stating that piercing the corporate veil should be a last resort when all other remedies have been exhausted. It should be noted that whilst the cases of *Gilford*[30] and *Lipman*[31] were pushed by Lord Neuberger as having been correctly decided, yet in his view there should have been other remedies sought, pushing a notion similar to Lord Clarke that piercing should be viewed as a last resort. Mance and Clarke were not in any way opposed to the use of the evasion and concealment principles in this regard, but argued that this was an extreme and unnecessary.

[27] ibid 61.
[28] ibid at 21.
[29] [2008] EWHC 2380 (Fam).
[30] *Gilford Motor Company* (n 9).
[31] *Jones* (n 8).

IV. THE AMERICAN APPROACH TO CONSISTENCY AND GENERALISATION

Since the birth of company law was most prominently an English project,[32] it is not surprising that other Anglo-American legal systems such as that of Canada and the US have all adopted similar models of company law, be it in forms of limited liability[33], corporate governance,[34] legal capital[35] or takeover regulations.[36] As a result, the UK and the US share a commonality in their company law *cultus*, most particularly because the common law systems in both the UK and the US have the privilege (or curse) of having to rely on wealth of conflicting decisions in order to reach their *ratio* in company law cases. Like the UK, the US courts have over the years developed two kinds of doctrine to deal with piercing the corporate veil; one of which boasts a very Savignesque, methodical and hermeneutical approach to veil piercing and the other forms a more broad and realist interpretation, just as the UK did before *Prest*. In light of the *Prest* decision, it would be beneficial to look at the two approaches which the US has favoured in this area, in order to 1) understand the emerging dualism between liberal generalist approaches and stricter coherentist approaches and 2) set down which of these would two approaches best reflect the post-*Prest* situation in the UK.

The two schools of thought in the US regarding veil piercing are known as the "alter ego doctrine" and the "instrumentality doctrine".

[32] See Julia Chaplain, *The origins of the 1855/6 introduction of general limited liability in England* (University of East Anglia, 2016) 12.

[33] *The key to industrial capitalism: limited liability (*The Economist, 23 December 1999). <https://www.economist.com/finance-and-economics/1999/12/23/the-key-to-industrial-capitalism-limited-liability> Accessed 18 February 2019.

[34] See Armour, Jacobs & Milhaupt, *The Evolution of Hostile Takeover Regimes in Developed and Emerging Markets: An Analytical Framework* (Harvard Law Review, 52, 1, Winter 2011).

[35] Martin Gelter & Alexandra M. Reif, *What is Dead May Never Die: The UK's Influence on EU Company Law* (40 Fordham Int'l L. J. 1413(2017))

[36] n 34

The "alter ego doctrine" however is an example of a broad form of doctrine, and far more in line with the concept of a "label", as boated by Lord Walker in *Prest*. It has a looser focus on the independence of shareholders from the corporation itself. The doctrine hails from the case of *Hamilton v. Water Whole International Corporation*[37] where the main test which made veil piercing admissible was wherever the plaintiff can show that a corporation is fundamentally indistinguishable from its shareholders. This test is quite similar to the judgment given in the English case of *Macaura v Northern Assurance Co Ltd*,[38] which prevented veil piercing when the shareholder had an "insurable interest" in an asset of the company.[39] The alter ego doctrine's allowance for more realism in decision making would place it in good stead with the English precedent before *Prest*, where there was a lot of room for taking a pragmatic approach to each situation which resulted in this very generalised and loose approach to any doctrinal understandings of piercing the corporate veil. One could also look to the UK case of *Beckett Investment Management Group Ltd v Hall,*[40] where Lord Kay emphasised that he does not "feel inhibited by a purist approach to corporate personality"[41]. Thus, in the UK, we do see that the doctrine of veil piercing has, at times, taken on a character of arbitrariness similar to that of the alter-ego doctrine, whereby the court was at liberty to pierce in whatever situation it saw fit.

The instrumentality doctrine is the most systematic of the two, and follows an exegetical process in order to establish situations in which the veil may be pierced. The doctrine was first established by the case of *Lowendahl v. Baltimore & Ohio Railroad*,[42] wherein three criteria were laid down for veil piercing to be admissible: (a) control of the business in such a way that the company could not be seen as an

[37] 302 F. App'x 789, 793 (10th Cir. 2008).
[38] [1925] A.C. 619 (H.L.).
[39] ibid 626.
[40] [2007] EWCA Civ 613
[41] ibid, 18.
[42] 247 App. Div. 144 (N.Y. App. Div. 1936).

obviously separate entity; (b) the defendant must have used his control in a fraudulent or abusive manner; and (c) such practices by the defendant must have "proximately" caused the injury or loss. The explicit nature of the specific circumstances whereby piercing the veil is permitted shows the systematic nature of the instrumentality doctrine. In this regard, the formalistic approach of the courts to the instrumentality doctrine certainly mirrors the strict conditions which *Prest* established for veil piercing to take place. Furthermore, this approach has another immense similarity to the situation we find in *Prest*. Frederick Powell, the scholar who formulated the instrumentality doctrine, established eleven situations which would be considered as an "instrumentalization" of the company to avoid legal obligations,[43] and an additional seven situations which would be considered as "improper purposes".[44] This is not dissimilar to the distinction made by Lord Sumption when he establishes "evasion" and "concealment" principles – except that both situations in the US can lead to different intensities of veil piercing.[45] Like the instrumentality doctrine, *Prest* establishes that veil piercing can no longer be characterised by arbitrariness, and veil piercing in the UK is now subject to specific conditions. At High Court level, Moylan J makes out that company law in the UK now has specific rules regarding piercing,[46] by codifying previous jurisprudence (particularly that of *Hashem*[47]): (a) ownership and control were not sufficient conditions alone for veil piercing;[48] (b) no matter whether there is a third party interest or not, the veil cannot be pierced simply because of "justice"[49]; (c) there must be impropriety in order for veil piercing to take place;[50] (d) impropriety has to be linked to use of company to

[43] Frederick J. Powell, *Parent and Subsidiary Corporations* (Callaghan 1931) 9.
[44] ibid.
[45] ibid.
[46] YP v MP (Fam), 208–219.
[47] n 29, 159-164.
[48] n 46
[49] ibid.
[50] ibid.

"evade" or "conceal"[51]; (e) proof of impropriety must be coupled with proof of control by wrongdoer;[52] (f) companies can be considered 'façades' even if they were established without malicious intent.[53] Thus, what we see with both the *Prest* decision and the American instrumentality doctrine is that there is evidence of a strict and cohesive "Doctrine with a capital 'D'", rather than a loose set of easily-manipulated legal principles.

However, the similarities of *Prest* and the instrumentality doctrine do not come without their differences. The commonality that *Prest* and the instrumentality doctrine share is in their similarly exegetical trends, but their underlying *rationes decidendi* still differ substantially. The main difference lies in the fact that English Company Law makes exceptions for any negligence which is still carried out in a *bona fide* capacity, whereas the instrumentality doctrine is oblivious to the good faith of the wrongdoer. Many cases in English Law would adequately fulfil the last two prongs of the instrumentality doctrine (abuse of company control and the cause of injury or loss), but because of *bona fide*, many cases would create problems with the first (inability to see the company as a separate entity). The first prong requires a clear lack of distinction between the economic substance of the controllers of the company and the separate legal personality of the company. This would be problematic in English Law because the courts have previously refused to pierce the veil of companies who, despite a clear lack of distinction in economic substance, acted nonetheless in a *bona fide* capacity. For example, in the case of *Wallersteiner v Moir*,[54] the company of the defendant had its veil pierced primarily because the defendant's actions had been "intentional and contumelious"[55] – despite the fact Lord Denning had admitted that he was willing to accept that the defendant's companies were clear

[51] ibid.
[52] ibid.
[53] ibid.
[54] [1974] 1 W.L.R. 991 (A.C.) 993, 1013.
[55] ibid 1019.

separate legal personalities. Additionally, in the case of *Yukong v. Rendsburg Investment Corp*,[56] the corporate veil was not pierced because the "director's predominant purpose had not been to injure the plaintiff",[57] despite that there was a clear lack of distinction between the economic units of the company and the company.[58] This requirement of proving a lack of *bona fide* causes a small issue for when we attempt to reconcile the US approach with both the pre-*Prest* labelling, and even the post-*Prest* rigid Doctrinal approach probably still requires an explicit regard for the *bona fide* conduct of company directors.

Nonetheless, this transatlantic example gives us an idea of how the difference between a general conceptualisation of doctrine compared to a coherentist position has a significant impact on how piercing the corporate veil has been tackled and how it might be tackled in the future after *Prest*.

V. PREST V PETRODEL AND DOCTRINAL EVOLUTION

The question is, which of these two understandings of doctrine can we apply to *Prest*? Do we seek to understand *Prest* as having sustained what was a sweeping and generalised doctrine or having transformed piercing the veil into a coherentist doctrine? It is necessary perhaps to separate the progression into two parts: the Pre-*Prest* situation and the Post-*Prest* situation. Furthermore, we can also assume that both situations respectively portray a difference between the *de lege lata* and the *de lege ferenda*.

There can be many ways of making an application of doctrine by merit of consistency or doctrine by merit of generalisation; sometimes the generalised form

[56] [1998] 1 W.L.R. 294.

[57] Yukong Line Ltd. of Korea v Rendsburg Investments Corporation of Liberia and Others (No. 2) [1998] 1 W.L.R. 294, 295.

[58] ibid 305–310.

comes by way of "rules" and "standards",[59] or even some may even boldly suggest that this is where the very difference between formalist and legal realist schools are brought into battle. For realists, of course, there comes a modern pragmatic understanding that judicial decisions cannot be made without bias or arbitrariness.[60] In this regard, Lord Walker's comment would make perfect sense; before *Prest* the breadth of the concept of veil piercing lent itself to realism, and his coinage of the term "label" perhaps alludes to the variable nature of the pre-*Prest* situation. Thus, before *Prest*, the *de lege lata* held that piercing the corporate veil could be considered a wholly broad and general doctrine (with a small "d"). There are no specific rules and no strictly coherent precedent to follow. In this sense, the use of the word "label" by Lord Walker was entirely correct, if we are referring to the past decisions in common law.

However, the term "label" does not satisfy the decision of the court in *Prest,* a case which essentially changed the law. The post-*Prest* decision lends itself to a far more traditional and consistent understanding of dogmatic legal theory. In this sense, Lord Sumption, when setting out clear principles where the corporate veil can be pierced, has altered our understanding of the Corporate Veil *de lege ferenda*. Like any traditional legal doctrine, these new rules fail to provide any great amount of scope for broad judicial interpretation. It is reasonable then to assume then that there is little chance that sporadic judicial decisions happen.

Thus, Lord Walker's statement about doctrine is actually a dissent from the others, in the sense that his convictions rely on the inconsistent precedent. The others on the bench did not directly reject any dogmatic ideals, but instead attempted to define or adjust the intensity of the doctrine in order to guide it into a more coherentist canal. It is plausible that after the principled clarifications given by Lord

[59] Kathleen Sullivan, 'The Justices of Rules and Standards' (1991) 106 Harvard Law Review.
[60] Neil Duxbury, *Patterns of Jurisprudence* (OUP 1995) 65–159.

Sumption, alongside the language used by the other judges, veil piercing can now be seen as a strict and limited doctrine in the United Kingdom - and its coherent application should be expected in future cases. In this regard, the law has indeed changed, or rather it has been tidied up.

VI. CONCLUSION

Lord Walker's comments on diminishing the dogmatic nature of piercing the corporate veil are not entirely accurate, nor in concordance with others on the bench. This raises a lot of questions about the nature of legal doctrine itself and whether it requires consistency or if it can be generalised and sweeping in nature. The preceding cases to *Prest* concerning veil piercing are generally quite inconsistent, and thus before *Prest*, it would be difficult to call veil piercing a coherent doctrine in the traditional sense; but if doctrine is viewed from a more generalised and broad perspective, Lord Walker's use of the word "label" is probably rather fitting.

We can also draw a similarity between the development of veil piercing in the UK and the two jurisprudential approaches to the veil piercing in US Corporate Law; one of which boats a far more generalised approach (similar to the pre-*Prest* situation) and the other boats a far more rigid and coherentist approach to doctrine (similar to the post-*Prest* situation).

By making the distinction between the generalist and coherentist approaches to legal doctrine, it could be concluded that, based on the way in which *Prest* has tightened and refined the concept of veil piercing, Lord Walker would be correct in calling veil piercing a label if he were assessing what it was before *Prest v Petrodel*.[61] Yet, following on from the principles which were established in *Prest*, alongside the

[61] *Prest* (n 1).

comments made by other judges, it can now be concluded that piercing the corporate veil has now become a doctrine in the traditional sense, or at least it has become in greater concordance with that which we might traditionally define as a legal doctrine.