

made by the author tend to be controversial and may not be accepted by all. For example, having regard to the form of contract used today, whether it be a 'Copy-right' or an 'Institute' form, one may well disagree with the author's assertion made in the chapter dealing with the sale of land contract that 'in many contracts the agreement to sell is set out in an extremely long clause, incorporating the identification of the parties, the price, the subject matter with its beneficial and subjective rights, and the goods that are included with the sale of the land'. Similarly, one could take issue with the author's suggestion that in a contract for the sale of land, it would be of assistance if two dates of completion would be nominated, the first one being something akin to a warranty, the latter being a condition. Likewise, it would probably be a difficult task to persuade a solicitor acting for a cash buyer of land where the date of completion may be 90 or even 120 days away from the exchange of contracts, that he should not lodge on his client's behalf a caveat prohibiting absolutely all dealings with the subject land.

The book also contains as appendices, writings on the subject of legal drafting which are not readily available. The first is Coode's Treatise on 'Legislative Expression' and the second is an article by AE. J. G. Mackay entitled 'Some General Rules of the Art of Legal Composition'. In all, the virtues of the work justify its being given a place in the library of a solicitor as well as that of a student.

ALEX CHERNOV*

Foundations of Jurisprudence, by JEROME HALL (Bobs-Merrill Co., 1973), 185 pp.

Jerome Hall has a high reputation as a worker in the fields of criminal law and of jurisprudence. In the latter his 'Readings' has been highly praised and widely read. His latest volume includes some material already published as well as new, substantial offerings. It is addressed more to his colleagues than to students; especially the chapters dealing with natural law and with linguistic jurisprudence assume that his readers will be already familiar with these topics. Perhaps the most generally useful pages are related to his discussion of the 'Sanctions and Concepts of Law', in which he looks at the various theories dealing with the importance of sanctions and how far it is desirable to see law as a mode of enforcing rules. His expression often tends to be abstract and allusive; this is due to his considerable erudition plus the urge to cover much ground at a rapid pace.

Professor Hall's major contribution to the endless debate among the Schools of Law is to find some manner whereby in essentials they can be reconciled. He has long argued in favour of what he calls 'integrative jurisprudence', and the last chapter in this book bears that title. Here he tries to reduce the heated debate about analysis and law in action to a single view: 'In integrative jurisprudence legal directives are viewed not only as propositions having a certain structure but also as speech acts'.¹ Further, he combines a static with a dynamic perspective of basic concepts.² Again, asking what is the 'effectiveness' of law, he insists that 'in the context of dealing with socio-economic problems, "effectiveness" has normative as well as descriptive connotations, a law is effective if it maximizes values'.³

It is because he is so widely read in philosophy and sociology as well as learned in the law that Jerome Hall can claim to be a true jurist. (For example, when writing of the role of compulsion he refers not only to an address of Frederic Harrison delivered in 1878 but also to comments thereon made by Professor Hearn, of this Law School, in 1883.) He knows his Aristotle and Plato as well as Aquinas and Scotus and Ross and Ehrlich and Goodhart; this massive learning prevents him

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from being a blind disciple of any one academic master. As he says himself 'the concepts of a social, integrative jurisprudence will be very different from those based on particular perspectives'.

F. K. H. MAHER*

Purvis on Proprietary Companies, by RODNEY N. PURVIS, (Butterworths Pty Ltd, Australia, 1973), pp. i-iii, 1-671. Price \$24.00 ISBN 0 409 41850 1.

This book is a successor to the second edition of *Australian Proprietary Companies Law and Management* written by Mr Purvis in conjunction with E. N. Dawes and published in 1964. What we have now is a work that takes account of the legislative changes which have occurred since the earlier book, particularly those effected by Act Number 8185 of 1971 in Victoria and its equivalent in New South Wales, that is of far greater length and substance and is far more comprehensive in its coverage of the law governing proprietary companies. The basic format of the work resembles that of its predecessor although a new reference system constituted by numbered paragraphs has been introduced. It is written with reference to New South Wales legislation but contains a reconciliation with the Companies Act 1961 of Victoria.

The contents of the second edition of the earlier book have now, after some revision and rearrangement, been condensed to comprise roughly half of this work's 27 chapters. Most of the remaining chapters introduce new material relating to a number of very important fields of legislative regulation. For example, there are now separate chapters devoted to remedies in case of oppression (Section 186), takeovers, offences and penalties and, in particular, a number of important facets of company solvency including liquidation (which is dealt with at some length) official management, arrangements with creditors receivers and managers and special investigations. By virtue of a series of well-chosen, general headings, the book draws together the statutory provisions relevant to each particular area of the law applicable to proprietary companies whilst omitting all reference to material which is only relevant to public companies. Statutory provisions are clearly summarized in plain English with a minimum of legal gobbledeygook and are supplemented by references to relevant judicial decisions. The text is buttressed by a comprehensive index.

The second edition of the earlier book contained an appendix which set out the forms prescribed in the Companies Regulations. This book goes further and sets out the full text of the New South Wales Companies Regulations 1962, Companies Rules 1968 and Companies (Transfer of Domicile) Act 1968 which, since it has no real parallel in Victoria, is a matter of some curiosity to the Victorian practitioner.

The task of writing a general text book on company law is an unenviable one. Not only is the subject unutterably dull but it has become exceptionally (and also, some would say, unnecessarily) complex and unwieldy. Furthermore, it is still marked by obscurities of the most fundamental nature. Judging from most Australian publications on company law, a text writer is invariably forced to choose between two extremes when deciding on the sort of book he will write. At one extreme he will, as if constrained to write only for the benefit of those with no previous knowledge of the subject, expound the basic principles in a clear, general way, thereby sacrificing accuracy and detail for clarity of exposition. At the other extreme he will, as if writing for the *cognoscenti*, sacrifice all sense of continuity and feeling

¹ Hall, *Foundations of Jurisprudence* (1973) 164.

² *Ibid.* 165.

³ *Ibid.* 171.

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