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-lii, 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 gobbledygook 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.
* M.A. LL.B., Sir George Turner, Lecturer in Law in the University of Melbourne.

for principle. Instead he will embark upon a detailed and complicated exposition of the law in a section by section journey through the Companies Act which leaves the reader who seeks some overall understanding not only bewildered but bereft of any real idea of how the sections inter-relate or relate to judge-made law.

One's first impression of this book is that it will occupy the middle ground between these two extremes and will fulfil its publisher's claim that it is 'a must for practitioner's libraries. No lawyer, accountant or secretary involved with proprietary companies should be without it'.

No such luck. Australian legal publishers have a penchant for foisting on the legal profession publications which, in one form or another, merely constitute a recitation of the sections of a statute followed by short annotations, fail to explain the underlying principles and the decided cases and which scarcely refer to matters of practice, particularly those involving dealings with administrative bodies like the Corporate Affairs Commission. *Purvis on Proprietary Companies* unfortunately echoes this tendency.

The reader who is not familiar with the general principles of company law should be warned that he may find it difficult to appreciate the significance of particular statutory provisions which are referred to in this book. Take Chapter 20 on Takeovers, for example. All it really does is to set out, in the strict numerical sequence employed in the Act, the provisions of Sections 180A to 180Y, subsection by subsection, albeit in less formal language. Reference is made to a number of cases by way of annotation. However, there is no introductory explanation. The reader must find out for himself, as if by reading the Act, what the basic objects of the legislative scheme are, that it relates only to takeovers of shares and not to so-called 'takeovers' of assets, that certain takeover offers are exempted and that there is separate Commonwealth legislation which deals with 'foreign' takeovers.

The reader who has a fair grasp of general principle should be warned that he may find the author's treatment of particular matters too general to be of real assistance.

The practitioner whose job it is to advise regarding the formation and operation of proprietary companies should be warned that he may well be disappointed by the failure of this book to assist him in dealing with problems which are often encountered in practice. True, one must concede that one portion of the book deals with the formation of a company to take over the business of a sole trader. On the other hand, one can also point to the author's failure to deal adequately with the problem of safeguarding the position of the minority shareholder, particularly by incorporating specific safeguards in a company's articles of association, and to other similar deficiencies.

This book may not be as useful as it appears and a prospective purchaser should first carefully consider the purpose to be served by his purchase. If he simply wants to be able to make a quick survey of the principal matters which relate to some particular aspect of the law governing proprietary companies he will certainly find the book useful.

J. R. P. LEWISOHN*

* B.A., LL.B. (Hons); Barrister and Solicitor; Independent Lecturer in Legal Persons for the Council of Legal Education.

Out Lawed: Queensland's Aborigines and Islanders and the Rule of Law, by GARTH NETTHEIM, (Australia and New Zealand Book Company, Sydney, 1973), pp. 1-142. Recommended Australian Price $4.95. ISBN 0 85552 012 4.

This is not a very long book. Nor is it the kind of book about which academic reviewers can smack their lips because it is full of new ideas or because it is insightful or elegantly written or beautifully presented. None of those things can be said about this book. But it is a very important book.

As the title suggests, Professor Nettheim discusses The Aborigines Act and the Torres Strait Islanders Act 1972 (Qld). He does this by the simple expedient of dividing those statutes into topic areas (e.g. Reserves-Access, Mining, Liquor; Economic Assistance and Supervision) and then reproducing the pertinent sections, often in full. The analysis undertaken is basically two-fold—the new sections are compared to those of the previous (1965) legislation and, often, the degree of compliance of the new legislation with such charters as the Universal Declaration of Human Rights and I.L.O. Conventions is indicated. The lack of a use of polemic has worked well. What would have been a sterile approach in many other areas of law has resulted in a sick-making, dramatic account of Queensland's attitude to Aborigines and Torres Strait Islanders.

The book totally discredits those lawyers who resist Bills of Rights on the basis that in common law countries the tradition of the Rule of Law is so strong that neither judges nor legislatures would undermine it by positive action. This is the so-called theory of judicial and legislative self-restraint. Professor Nettheim establishes, in his unemotional way, that at least one of our legislatures has not exercised too much self-restraint. Examples abound. Here are some.

Until the 1971 legislation, a Director of a reserve (or his delegate) could enter the dwelling of any inhabitant without consent of the occupier, without a warrant, without reasonable belief that a felony was about to be committed. This would have remained the position in the 1971 legislation, except for a last-minute amendment. If, in 1971, self-restraint in such a matter was not automatic, the real strength of the argument is there for all to see. Under the present legislation, an aboriginal needs a permit to allow him to take up residence on a reserve. Whereas previously he could be asked to leave, even if that split him off from his family, he may now leave, without losing his right to return, for approved, temporary periods. The permit may be revoked by the Director. For those who lived on a reserve prior to the passing of the new legislation, no permit is required to stay. But, if they wish to use the court system, they need a permit. That permit is to be granted by the Director. The catalogue of horrors continues. Prior to the new legislation, the Director or his delegate had the right to manage the property of aborigines for their own good. The new legislation only permits this if the aborigines assent, unless their property was so managed prior to 1972. The deprivation of dignity this affords is spectacularly illustrated by Appendix 3, where letters from aborigines seeking help in order that they might recapture their money and, thereby, some of their independence, are reproduced.

In Court proceedings, aborigines may be forced to have the Director or his delegate appear for them, even if the proceedings involve a question of the administration of the reserve. Further, this form of legal aid will not necessarily be available if aborigines want it. What happened to the notion that every accused shall be entitled to counsel of his own choice?[1]

As a final note to this review, I merely set out, as the author has at pages 98-99, some by-laws which control the conduct of aborigines on reserves:

[1] 92-5.