

## The Annotated Constitution of the Australian Commonwealth (Revised Edition)

John Quick and Robert Garran | LexisNexis Butterworths | 2014



The original edition of this text was published over a century ago yet remains widely consulted and cited in constitutional law cases. It has now been

published in a revised edition for the first time in some years. The text of the original work remains unaltered, but changes to the book's layout have been made and some useful additional features included.

Readers familiar with the work will be aware that it is divided into several parts. The first provides an invaluable historical introduction to the Constitution, covering ancient colonies, modern colonisation, colonial government in Australia, and the federal movement in Australia. Then follows a list of members of federal conventions and conferences, followed by the text of the Constitution as originally enacted. The bulk of the work consists of the original commentaries on each section of the Constitution, including references to the corresponding sections of other federal constitutions.

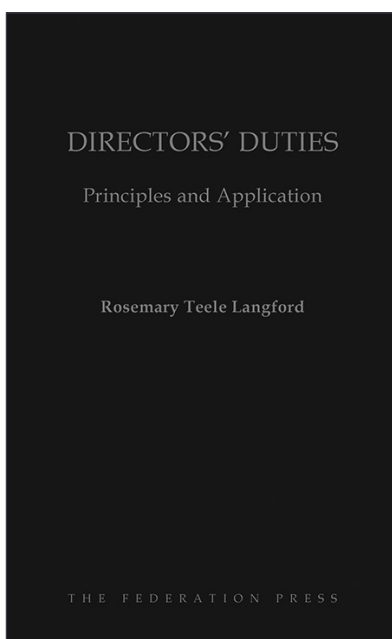
Features of the revised edition include the inclusion of a table of over 160 High Court decisions in which the 1901 edition has been cited, the text of the 2003 compilation of the Constitution showing all amendments in bold and ruled-through text, a new detailed index in addition to the original 1901 index, and the inclusion of the original 1901 edition page numbers in the margin of the commentaries for ease of cross-referencing to the original work.

This work remains a valuable addition to the library of any practitioner of constitutional law or enthusiast of Australian federation history.

**Reviewed by Victoria Brigden**

## Directors' Duties: Principles and Applications

By Rosemary Teele Langford | Federation Press | 2014



The limited liability company has long been lauded as one of the law's most important inventions. It allows commercial people to take commercial risks – and bring rewards – that would be otherwise passed up. Over the years, there has been a growing focus on corporations being good citizens. This focus has brought with it an increasing array of obligations which are foisted upon those who control companies: directors.

Directors are now subject to common law, equitable and statutory duties. These are augmented by guidelines such as the ASX's Corporate Government Principles and Recommendations and those promulgated by the OECD. Directors' personal liability has been clarified and expanded in several areas (including,

effectively, guaranteeing certain of the company's taxation liabilities). Some argue that the volume of corporate regulation and the creeping personal liability of directors discourages qualified people from becoming directors and inhibits risk-taking.

### The premise

In this book, Rosemary Teele Langford particularly explores the development of directors' fiduciary duties and the intersection of those duties with the statutory duties imposed by Part 2D.1 of the *Corporations Act 2001*.

Ms Langford's book is argumentative in that it seeks to rationalise the law concerning directors' fiduciary duties. The High Court case of *Breen v Williams*