

## BOOK REVIEW

### THE POSITION OF CORPORATIONS IN INTERNATIONAL LAW.

*The Residence and Domicil of Corporations* by A. FARNSWORTH, Ph.D., LL.M. (Lond.) of the Inland Revenue Department, Somerset House, London, pp. xxxvii, 1-338, Index 339-370, 1939. Butterworth & Co. (Publishers), Ltd.

In his preface Dr. Farnsworth describes this book as "an attempt to define the concepts of residence and domicil as regards a corporation." That such an attempt should be made, having regard to the seeming confusion and paucity of decisions in our law in respect to these difficult matters, was both desirable and necessary. That it should have been made by an author of Dr. Farnsworth's learning and ability and made with the diligence and research apparent in this work should be a cause for no little satisfaction to the legal profession and benefit to the law.

However, the scope of the work is far wider than the modest claims made for it by the author would indicate, for in the course of formulating what he believes to be the true criteria for determining the domicil and residence of trading corporations according to English law, he discusses many related matters and considers in detail not only the relevant English decisions, but also those of the United States and the Dominions and the views of all leading text writers on Private International Law. Where there is no authority and where there is a conflict, either real or apparent, between authorities, he does not hesitate to state his own views with cogent reasons for supporting them and to show where he believes error or confusion has occurred. In this latter regard he does particular service by his careful and precise use of the terms "domicil," "commercial domicil," "resident" and "ordinarily resident," and by showing the mistakes that have resulted from a failure to discriminate in their use—See e.g., the appendix—"Dicta where 'Domicil' has been used in an Erroneous Sense."

The scheme of the work is satisfactory and logical. The author first discusses the conceptions of "residence" and "domicil" as they apply to natural persons. Then follows a consideration of the nature and capacity of a corporation as a legal person, with particular reference to its position in International law. On this foundation the principles which have been applied by courts and jurists when it has been necessary to determine where a corporation "resided" are examined in relation to the various classes of matter in which the problem has arisen. Of particular interest in this regard is the discussion of taxation cases which are not generally well known or accessible to the average practitioner. A similar procedure is followed with regard to domicil of particular interest being the argument, based on a consideration of a corporation's status and capacity, that a corporation is always domiciled in the country of its incorporation and cannot, in law, acquire a domicil of choice.

After considering this work, there will be few who will be willing to disagree with Dr. Farnsworth's conclusions that a trading corporation is resident where its central control and management are in fact situated and may in some cases be resident in more countries than one but is always and only domiciled in the country of its incorporation. But of value equal at least to his conclusions is the author's careful and authoritative exposition of his subject. The argument throughout is amplified not only by reference to, but also by full quotations from, authorities, both in the text itself and in detailed foot-notes. The book is, in the fullest sense, a complete work, and, after reading it, one must respectfully agree with Lord Macmillan's Foreword that "no one in future who has to deal with the problems discussed in these pages will be properly equipped for his task unless he has studied this admirable monograph. Nowhere else is the whole learning on the subject to be found so exhaustively set out and so critically analysed."

This is a specialised study on a highly technical branch of the law. For this reason it may not become as widely known as it deserves, but both from what it attempts and what it achieves it must be regarded as a significant addition to legal literature.

E. N. BERGERE.