

eight, "The Relationship Between a Company and its Officers", the author suggests that the directors of a company have ceased to be its mere agents and that both they and the members in general meeting and also a managing director to whom the board's powers are delegated all constitute "primary organs" of the company, autonomous in their respective spheres. Other chapters in Part two of general interest are "Lifting the Veil" (chapter ten) and "Liabilities of the Company for the Acts of its Officers" (chapter eight) and "Companies and Taxation" which is of interest as an account of the means adopted in the United Kingdom to prevent the abuse of companies for taxation purposes.

Parts three and four deal respectively with the formation and flotation of companies and a company's securities. In dealing with prospectuses he points out that most of the difficulties encountered by the legislature and the courts in this branch of the subject would have been avoided if the courts had been prepared to recognize that a contract to subscribe for shares in a company was a contract *uberrimae fidei* demanding full disclosure. As it is, the courts aided by the legislature have produced an untidy approximation to that conclusion.

Part five is headed "Investor and Creditor Protection" and deals with publicity, accounts, audit, meetings and resolutions and the position of majority and minority shareholders. Here one can thread one's way through the statutory morass without losing sight of the basic problems involved viz., of protecting the public on the one hand and serving business convenience on the other.

*Gower's Modern Company Law* necessarily invites comparison with other leading texts on the topic. For the practitioner seeking the solution of problems Gower is not the book which readily provides all the answers. True the answers are usually there, but they require extrication from a smoothly flowing narrative. For example, the law relating to the "just and equitable" ground for winding up can be found in one place in Palmer, but it is impossible to find more than a fragment of it after looking at all five references to it in Gower. But for persons desiring to acquire or impart a knowledge of company law as a whole and understand its underlying commercial problems, Gower stands alone.

P. A. WILSON

*Criminal Law - The General Part*, by GLANVILLE WILLIAMS. (Stevens & Sons, London, 1953), pp. i-xliv, 1-736. Australian price £4 8s.

With this book Glanville Williams makes a tremendous contribution to our understanding of the criminal law, and it must certainly rank as one of the most significant additions in recent years to the literature of the law. In the opinion of the reviewer it provides by far the most satisfying treatment of the general principles of the English criminal law yet available. Every chapter bears evidence of

the author's qualities, breadth of learning, analytical ability, independence of judgment, originality and thoroughness—qualities which are manifested not infrequently in the best law review writing, but which are seldom evident in such degree throughout the larger text book.

The learning displayed here in the course of the argument is prodigious, but it is never oppressive. Indeed the argument is developed so naturally and with such clarity and the cases fall into place so neatly and appropriately that the reader might be misled into thinking the subject free from difficulties. A feature of the work is the use made of authorities from the Dominions and from the United States. Hitherto the rich field of American law has been ignored by most English writers. Those who have considered it may well have been deterred by the sheer mass of authority—not all of high quality. Glanville Williams has pursued a middle course by making use of cases gleaned from leading American case books which provide fascinating fact situations as well as useful analyses. Many of them have been familiar to law teachers from law review articles—cases such as *People v. Lee Kong* and *Farnsworth v. Zerbst* are to us old friends but they will enrich and clarify the discussion for all readers.

This book will have an appeal and value for all who are concerned with the criminal law. It is too comprehensive to be regarded as a routine student's text-book yet its lucidity and interest are such that any serious student will derive great profit from reading it. To the teacher of criminal law it will be indispensable. Many of the problems which have vexed him are here dealt with and made plain and he will find it a storehouse both of learning with which to strengthen his lectures, and of cases, both actual and hypothetical, to use as a basis for examination problems. To members of the legal profession—the trial lawyer and the judge—who are concerned directly with the application of the criminal law, it should prove of equal value. It may not only put new arguments in the lawyer's mouth but may contribute towards a favourable environment in which those arguments may be received. Two specific instances may be mentioned in which this work may well play an important role in the development of the law. Firstly it brings to the notice of the profession in England important Dominion and American authorities, such as the Victorian authorities on the intent involved in rape (p. 706) and the interesting American authorities on mistake of law where a penal statute is believed to be unconstitutional (p. 394). Secondly, it incorporates much material on mental states hitherto only available in medical texts. Lawyers have been uneasily aware that the accepted legal rules as to the defence of insanity were disapproved by the medical profession. They have been disposed to defend the position by asserting that

the legal rules were determined by consideration of the public interest, a circumstance not considered by the medical man looking at the accused person as an individual patient. The clear presentation and acceptance of the medical argument, by a lawyer whose standing is beyond dispute, and who palpably does full justice to the considerations regarded by lawyers as paramount, will give the medical argument standing in the eyes of judges which it has hitherto lacked. This may result in some variation by the judges themselves in the legal rules. It should at least reduce their opposition to change being secured by legislation.

It is not easy to level criticism against any aspect of this book. The author does not shirk the difficult problems and his treatment of them is so deft and lucid as to compel admiration. So many avenues of enquiry are opened up that it would be impossible to follow them to the end even in a work of this length, but the reviewer would have liked some further discussion of the intriguing case of *Steane* which is briefly disapproved by the author at p. 38; and some elaboration of the meaning of the proposition "involuntary drunkenness is a defence" (p. 372). Though the analysis of the law on attempts is impressive the reviewer still feels that some cases are explicable only in terms of prevailing judicial psychology. In these cases it is submitted that the judge will refuse to convict, though all the theoretical arguments support conviction.

The second part of this work, dealing with specific crimes, will be eagerly awaited.

A. L. TURNER

*Jacobs' County Court Practice*, 4th Edn., by CHARLES P. JACOBS and HAROLD N. WARDLE. (The Law Book Co. of Australasia Pty. Ltd., Melbourne, 1954), pp. i-xxxvi, 1-665. Price £7 10s.

The fourth edition of *Jacobs' County Court Practice* represents a welcome addition to the practitioner's library of essential works. Over twenty-four years have elapsed since the publication of the third edition and, apart from overcoming the difficulty experienced in obtaining a copy of that edition, the present volume collates the numerous amendments which have been made to the County Court Act and Rules since the last edition appeared. Naturally there had been also numerous practice decisions of considerable importance and the desirability of a new edition had been recognized over a long time.

The recent edition ably fulfils all that had been expected of it. The authors acknowledge the need for a further edition in their preface and it is fortunate that they were able to include in the work the extensive amendments to the Rules and Scale of Costs consequent upon the increase in jurisdiction made by the County Court Act of 1952.

The volume contains not only the County Court Act and the