

Book Reviews

Australian Corporate Law

Jason Harris, Anil Hargovan & Michael Adams

Chatswood: LexisNexis Butterworths, 2008, pp 759, \$115

Australian Corporate Law is a textbook designed primarily for business students studying a single semester subject in corporate law. Its secondary purpose is as a support to advanced corporate law subjects within a business degree through deeper analysis of takeovers, reconstruction and insolvency. However, the text will also be of use to law students who may be struggling with the concepts of corporation law in their compulsory corporate law subject. The authors' teaching experience is evident in the layout and design of the book, showing an understanding of the practical needs of students. All of the authors are widely published in their relevant interest areas. The book will be a useful tool to anyone with an interest in the operation of corporate law in Australia.

The authors themselves pose the question 'why another book on corporate law?' The stated intention of the book is to reduce the unnecessary complexity of the law by placing it within the broader business context. By so doing the subject comes to life, rather than merely being a dry list of principles to be learned by rote. The explanations of the principles are clear, precise and easily accessible. Although the target audience is business students, the explanations as to *why* the law has developed in the way that it has, and *how* the law operates the way that it does, will be of great assistance to other students who have no appreciation of the realities of business. The use of analogy throughout the text allows students to appreciate what is being taught in the context of more familiar concepts. For example, the analysis of members' capacity in the general meeting uses the analogy of parliament to explain how directors are appointed or removed allowing the reader to understand why members cannot compel directors to act in a particular way.

Where relevant, the book discusses proposed amendments to corporate law, commenting that at the time of writing no legislative changes had taken place. This puts the reader on notice of potential alterations between time of publication and reading. Given the rapid rate of change in corporate law this can only be a good thing.

A great deal of thought has gone in to the layout and design of *Australian Corporate Law*. Each chapter starts with an introduction contextualising the chapter's information, as well as a description of its intended learning outcome. Pertinent statute and case law is also summarised. Likewise, the end of each chapter includes a detailed reading list and tips on answering both essay and problem exam questions, including advice on issue spotting. The use of colour highlights significant information for ease of access. Key cases, key statements, case studies and discussion points are differentiated not only by the layout, but each has its own photographic icon, allowing identification of important information thus easy access, which students will find attractive while revising or, if available, for use in an open book exam.

The text contains a handy guide as to how to use the book's structure. It quickly becomes clear that important points are highlighted by bold type. In-text references and footnotes lead the student to further reading, with useful links to websites for up to date information. Margin notes are particularly helpful to non-law students by explaining legal concepts, thus avoiding the need to resort to a legal dictionary. Locating the paragraph numbers in the margins allows the reader to quickly locate specific information listed in the index. Tables, flowcharts and statistical information enhance the written information. The page size, allowing the book to stay open whilst studying, makes *Australian Corporate Law* even more user friendly.

At 759 pages the book does not attempt to cover the substantive law in detail, rather, *Australian Corporate Law* presents the information in a concise, interesting and accurate way. The topics flow in a logical sequence that is consistent with the lecture programmes in the majority of Australian law schools. The text starts with an historical analysis positing the modern corporation within various corporate theories. Topics covered include, but are not limited to, an overview of business structures, internal governance, corporate liability, directors, and officers' duties and members' rights and remedies. These chapters cover sufficient detail to allow a thorough understanding of these areas of corporate law. Later chapters, dealing with corporate finance, financial services, financial markets and corporate control transactions, go into greater detail while retaining clear and concise explanations that enable students to competently grasp these complex areas of study. Finally, the various methods dealing with the end of a company complete the knowledge required of the target audience. *Australian Corporate Law* advantageously relies on plain English. Explanations in the introduction to each chapter, as to the 'why' of the law, give the topic a sense of reality. The 'why' helps the sections to make sense, like- small proprietary companies "do not have to report because...". When discussing the issue of ignoring the corporate veil it is described in terms

of preventing outsiders from ‘peeping in’ to see who is in charge or control of the company.

Case notes act as an adjunct to actually reading the cases and serve as an effective revision tool. The case notes are extremely tightly summarised, however, they teach the reader, particularly business students, how to extract the important information from the particular case. Similarly key statements and case examples are used to further explain how the law works. Discussion points throughout the book allow students to focus on essential areas of knowledge and will be of particular use to those who work in study groups. Finally, ‘further reading’ suggestions are listed including, academic journals, practitioner journals and practitioner works.

Australian Corporate Law will be a useful tool in the library of any law school as well as being of enormous benefit to those studying this often difficult subject. The authors are to be commended on their ability to present a potentially dry subject in an engaging and useful manner.

*Jennifer Sallans**

Defending the Genetic Supermarket: Law and Ethics of Selecting the Next Generation

Colin Gavaghan

London: Routledge-Cavendish, 2007, pp 238, \$55.95

Defending the Genetic Supermarket: Law and Ethics of Selecting the Next Generation is a new addition to the *Biomedical Law and Ethics Library* series. The author, Dr. Colin Gavaghan, studied and now lectures in medical law and ethics at the School of Law at the University of Glasgow. In this - his first published book, Gavaghan considers the law and ethics of the use of genetic technology, specifically of pre-implantation genetic diagnosis (PGD). PGD is a relatively unobtrusive genetic technology, whereby one or more cells is taken from an embryo created in vitro. DNA is taken from these cells, multiplied, then amplified, which enables a close examination of the presence or absence of certain genes. This enables embryos to be chosen for certain features such as gender or the absence of certain genetic disorders.

Gavaghan takes a pro-choice position with regards to PGD technology. This position becomes clear as he addresses issues arising PGD; he concludes that ethical issues are best resolved if each individual is free to

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