

BOOK REVIEWS

PALMER'S PRIVATE COMPANIES; by J. CHARLESWORTH.
STEVENS & SONS LTD., LONDON, 1949, 41st EDITION
PP. VII, 98, INDEX 3 SHILLINGS.

This is another of those admirable little pamphlets in "This is The Law" Series. It deals summarily with the formation and advantages of English private companies. It considers briefly the mode of converting a business into a private company and it covers a wide range of problems which must necessarily be faced by lawyers who are called upon to nurse companies through the full gamut of their existence, from the cradle of incorporation to the grave of winding-up.

A "private company" is defined as a company which raises its capital and makes its other financial arrangements privately, without inviting the public to finance it in any way. The principal attributes of such a company are that the right to transfer shares is restricted, the number of members in the company is limited and invitations to the public to subscribe for shares or debentures are prohibited.

The author deals *seriatim* with the great advantages which a company has over a partnership. In one notable passage, sparkling with literary excellence, the author points out that the Companies Acts, by setting a limit to the liability imposed on a person who ventures risk-capital in an enterprise, have, in effect, struck off the fetters imposed by the common law on freedom of contract and have emancipated the community at large from the tyranny of unlimited liability.

The booklet abounds in general principles and in the broad interpretations of statutory law. Only a mere handful of cases are cited and the author avoids detail. In organizing and in writing his work in this manner, the author has made it very interesting and readable. It is unfortunate that much of the information relates exclusively to English company law and has, therefore, little relevance to the existing New Brunswick and federal company law.

J. Carlisle Hanson

GILES, F. T.; THE MAGISTRATES COURTS
PENGUIN BOOKS, HARMONDSWORTH, MIDDLESEX 1949.
218 PP. INDEX. 35 CENTS

F. T. Giles, the author of this book, is a layman, but he has the advantage afforded few other laymen of sitting out half of his waking hours in the Magistrates Courts of England. During this time he has acquired an amazing knowledge of law, both substantial and procedural. The charm of the volume lies not so much in the legal knowledge expressed, as in the plain ordinary language with which it is written.

Mr. Giles has kept away from latin phrases and hackneyed legal expressions. He has presented, in the language of the man on the street, an excellent treatise on the practice, jurisdiction, aims, and shortcomings of the summary courts in England. The work is admirably suited for law students for that reason.

Canadian courts are guided in matters of procedure by the criminal code of Canada. In this code is hidden a surprising amount of law. I use the term "hidden" not by accident, but with a purpose. I believe the Canadian Criminal code to be one of the most incomprehensible statutes in existence. It has been amended and re-amended to such an extent that it takes far more than mere legal genius to elicit certain meaning from its hodge-podge pages of mis-placed provisions.