

## BOOK REVIEWS

PARTNERSHIP LAW IN SINGAPORE BY YEO HWEE YING [Butterworths Asia, 2000, xxxvi + 345 pp (including index), S\$175.10 (including GST)]

PARTNERSHIP Law might be described as a Cinderella subject - were it not that Cinderella ended up with the prince! In practice, partnerships are a very common and important form of business organisation - particularly in the professions where incorporation has in many countries not been permitted but the number of modern books devoted to the subject is tiny compared with the vast output on company law. The recent arrival of *Partnership Law in Singapore* is therefore to be welcomed and not only by readers in Singapore since it will provide an up to date account useful to anyone interested in partnership law throughout the common law world.

One explanation sometimes offered of the dearth of books on partnership is that Pollock made such a good job of his statutory codification in the Partnership Act 1890 (still also the governing text basically in Singapore and Malaysia) that there was not much to write about. The present text does not support this view since it contains copious references to many common law cases decided through the 20<sup>th</sup> century.

Furthermore, the last 12 months have seen two decisions of the House of Lords on partnership law, both of which show that the relevant law is certainly not in all respects clear and easy to apply. By mischance, the publication date of the present work has fallen after the delivery of the Court of Appeal judgment and before the handing down of the House of Lords judgment. In *Hurst v Bryk* [2000] 2 All ER 193, the House of Lords had to consider the effect of a repudiatory breach of contract on the property rights of the partners both as regards each other and as regards the landlord of the partnership leased premises. The impressive judgment of Lord Millett shows that there is uncertain interface between the 1890 Act and the modern developed law on the effect of accepted repudiation. Lord Millett also delivered the only reasoned judgment in *Khan v Miah* [2000] 1 WLR 2123 in which the House of Lords reversed the decision of the Court of Appeal and restored the decision of the trial judge as to whether the venture of the parties had progressed to such an extent that they had become partners. The speech contains pungent observations as to where the line between law and fact is to be drawn in such a situation.

The sources of partnership law lie partly in general contract law, partly in agency law and partly in the law relating to fiduciaries. All of these

topics have moved forward significantly since 1890. The mixture of the statute and common law developments is clearly and thoroughly presented. Although the citation of local material appears to be exhaustive, there is also a lot of discussion of other common law material and not only from England but also from Australia and Canada in particular. Anyone interested in partnership law from any common law country would be glad to have this book at their side.

There are bound to be calls before long for a second edition. A topic which could usefully perhaps be explored more thoroughly is the practical position where the rule limiting the number of partners to 20 has been relaxed, as is now the case in many jurisdictions with firms of solicitors. In such cases, there must be changes in the composition of the partnership several times a year at least. On the face of it, this would seem to present problems as to the allocation of liability, particularly if the partnership gets into financial difficulties. Perhaps the answer is that this is in practice taken care of by carefully drawn documentation each time someone enters or leaves the partnership, but it would be interesting to know.